



September 30, 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: Notice of the Meeting of Equity Shareholders of Tata Consumer Products Limited convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT").

Dear Sir/Madam,

We hereby inform you that by an order dated September 07, 2022, as modified by the order dated September 19, 2022 (the "Order"), the Kolkata Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed convening a meeting of the equity shareholders of the Company to be held on Saturday, November 12, 2022, through video conferencing ("VC")/ other audio visual means ("OAVM") for the purpose of considering, and if thought fit, approving the proposed Composite Scheme of Arrangement amongst the Company, 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 ("Act") ("Scheme").

In accordance with the said directions of the NCLT, the meeting of equity shareholders of the Company will be held on Saturday, November 12, 2022, at 10:30 am IST through VC/OAVM without the physical presence of the equity shareholders at a common venue.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("**Listing Regulations**") and 230(3) of the Act, we hereby submit the Notice of the Meeting along with the Explanatory Statement, the Scheme and other annexures, which is being sent through electronic mode to those equity shareholders of the Company whose e-mail addresses are registered with the Company/Depository Participants/ Registrar and Transfer Agent, and by registered post/speed post/courier to the equity shareholders of the Company whose email addresses are not registered with the Company/Depositories Participants/ Registrar and Transfer Agent.

The Notice and the accompanying documents are available on the website of the Company at <https://www.tataconsumer.com/investors/scheme-of-amalgamation/tc-tcplb-with-tcpl> and on the website of National Securities Depository Limited at www.evoting.nsdl.com

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



In accordance with provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 and other applicable provisions of the Listing Regulations, the Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing the facility of remote e-voting prior to the Meeting and e-voting during the Meeting.

Accordingly, voting by equity shareholders of the Company shall be carried out through **(a) remote e-voting prior to the Meeting; and (b) e-voting during the Meeting as under:**

Cut-off date for determining the entitlement of the shareholders for Remote e-Voting and e-voting at the meeting		Saturday, November 5, 2022
Manner of voting	Commencement of Voting	End of Voting
Remote e-voting	Tuesday, November 8, 2022, at 9:00 a.m.	Friday, November 11, 2022, at 5:00 p.m.
e-voting during meeting	Saturday, November 12, 2022 (Upon voting being announced by the Chairperson)	After 15 minutes of commencement of e-voting during the meeting.

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

Yours Sincerely,

For Tata Consumer Products Limited

Neelabja Chakrabarty
Company Secretary & Compliance Officer

End: as above

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TATA CONSUMER PRODUCTS LIMITED

Corporate Identification Number: L15491WB1962PLC031425

Registered Office: 1, Bishop Lefroy Road Kolkata - 700020, West Bengal

Phone: +913322814747/3988/4422, **Email:** investor.relations@tataconsumer.com

Website: www.tataconsumer.com

NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF TATA CONSUMER PRODUCTS LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH

Day	:	Saturday
Date	:	November 12, 2022
Time	:	10:30 a.m. IST
Mode of Meeting	:	As per the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench, the Meeting shall be conducted through Video Conferencing or Other Audio-Visual Means

REMOTE E-VOTING

Commencing on	:	Tuesday, November 8, 2022 at 9:00 a.m. IST
Ending on	:	Friday, November 11, 2022 at 5:00 p.m. IST

E-VOTING DURING THE MEETING

E-voting facility shall also be available to the equity shareholders of the Company during the meeting.

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21.	Details of capital evolution of TCPL, TCL and TBFL, enclosed as Annexures 19A, 19B and 19C respectively	331

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
KOLKATA BENCH
COMPANY APPLICATION C.A.(CAA) NO. 110 OF 2022
[Pursuant to Section 230(3) and Rules 6 and 7]**

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

And

In the matter of the Composite Scheme of Arrangement among Tata Consumer Products Limited ("TCPL"), Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") and their respective shareholders and creditors.

Tata Consumer Products Limited, a public listed)
company incorporated under the Companies Act,)
1956, having CIN: L15491WB1962PLC031425 and)
having its registered office at 1, Bishop Lefroy Road)
Kolkata -700020, West Bengal)

...Applicant Company/ Transferee Company

**NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF TATA CONSUMER PRODUCTS LIMITED CONVENED
AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH**

To,

The Equity Shareholders of Tata Consumer Products Limited

Notice is hereby given that by an order dated September 07, 2022 as modified by order dated September 19, 2022 (the "**Order**"), the Kolkata Bench of the Hon'ble National Company Law Tribunal ("**NCLT**" or "**Tribunal**") has directed a meeting to be held of the equity shareholders of **Tata Consumer Products Limited** ("**Applicant Company**" or "**Company**") to be held 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 ("**Act**") ("**Scheme**").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of equity shareholders of the Company will be held on **Saturday, November 12, 2022 at 10:30 a.m. IST** ("**Tribunal Convened Meeting**" or "**Meeting**"), through video conferencing ("**VC**")/ other audio visual means ("**OAVM**") (deemed venue is the registered office of the Company at 1, Bishop Lefroy Road Kolkata - 700020, West Bengal) without the physical presence of the Members at a common venue, 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**") and the equity shareholders of the Company are requested to attend the meeting through VC/OAVM to consider, and, if thought fit, to pass the following resolution for approval of the Scheme by the requisite majority as prescribed under Section 230(1) read with Section 232(1) of the Act and under the Securities and Exchange Board of India Master Circular dated November 23, 2021 bearing reference No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 (as amended from time to time):

"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

TATA CONSUMER PRODUCTS

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 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 initialled 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 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."

The NCLT has appointed Mr. Shaunak Mitra, Advocate, as Chairperson for the Meeting. The above-mentioned Scheme, if approved at the Meeting, will be subject to the subsequent approval of the NCLT.

TAKE NOTICE that in accordance with the said Order and provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended; and Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**Listing Regulations**"), and the MCA Circulars, the Company has engaged the services of National Securities Depository Limited ("**NSDL**") for the purpose of providing the facility of remote e-voting prior to the Meeting and e-voting during the Meeting. Accordingly, voting by equity shareholders of the Company shall be carried out through (a) remote e-voting prior to the Meeting; and (b) e-voting during the Meeting. The equity shareholders may refer to the 'Notes' to this Notice for further details on e-voting.

TAKE FURTHER NOTICE that pursuant to the Order, the Meeting is being convened through VC/OAVM. In view of this, the facility for appointment of proxies by the equity shareholders under Section 105 of the Act is not available for the Meeting and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

TAKE FURTHER NOTICE that the equity shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes through remote e-voting prior to the Meeting during the period commencing **from 9:00 a.m. IST on Tuesday, November 8, 2022 and ending at 5:00 p.m. IST on Friday, November 11, 2022**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Equity shareholders of the Company holding shares either in physical form or in electronic form as of **Saturday, November 5, 2022 ("Cut-off Date")**, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the equity shareholders, the equity shareholders shall not be allowed to change it subsequently. The voting rights of the equity shareholders shall be in proportion to their equity shareholding in the Company as on the close of business hours on the Cut-off Date. A person who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purposes only.

TAKE FURTHER NOTICE that the resolution for approval of the Scheme, if passed by a majority in number representing three-fourths in value of all equity shareholders of the Company casting their votes, as aforesaid, shall be deemed to have been duly passed on **Saturday, November 12, 2022** i.e. the date of the Meeting of the equity shareholders of the Company under Sections 230 to 232 of the Companies Act, 2013. In terms of the Securities and Exchange Board of India Master Circular dated November 23, 2021 bearing reference No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 (as amended from time to time and to be referred to as the “**SEBI Scheme Circular**”), the Scheme shall be acted upon only if the votes cast by public shareholders in favour of the resolution set out below are more than the number of votes cast by the public shareholders against the resolution. For this purpose, the term “public” shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term “public shareholders” shall be construed accordingly. In terms of SEBI Scheme Circular, the Company has provided the facility of voting by e-voting to its public shareholders. The Audit Committee, Committee of Independent Directors and the Board of Directors of the Company at their respective Meetings held on March 29, 2022 approved the Scheme, subject to *inter alia* approval by the requisite majority of the Shareholders of the Company as may be required, and subject to the subsequent sanction of the NCLT and of such other competent statutory/ regulatory authorities as may be required.

TAKE FURTHER NOTICE that a copy of the Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act, 2013, read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Merger Rules**”), along with copy of the Scheme and other annexures are enclosed herewith. In compliance with the Order and the MCA Circulars, the notice of this Meeting, together with the documents accompanying the same, is being sent through electronic mode to those equity shareholders of the Company whose e-mail addresses are registered with the Company/ Depository Participant(s) (“**DPs**”), and by registered post, speed post, courier and/or hand delivery to the equity shareholders of the Company whose email addresses are not registered with the Company / Depositories/ Registrar and Transfer Agent.

TAKE FURTHER NOTICE that a copy of this Notice and the accompanying documents are also placed on the website of the Company at www.tataconsumer.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited at www.bseindia.com, www.nseindia.com and www.cse-india.com respectively. The copy of this Notice is also available on the website of NSDL at www.evoting.nsdl.com. A copy of the Scheme along with the Explanatory Statement can be obtained free of charge, between 11:00 a.m. to 1:00 p.m. on any day (except Saturday, Sunday and public holidays) up to one day prior to the date of the Meeting from the Registered Office of the Company. Alternatively, a request for obtaining an electronic or soft copy of the Notice may be made by sending an email along with details of your shareholding in the Company at investor.relations@tataconsumer.com.

TAKE FURTHER NOTICE that Ms. Neha Somani, Practising Company Secretary (Membership No. A44522 and CP no. 7322) has been appointed as the Scrutinizer by the NCLT for providing a facility to the equity shareholders of the Company to scrutinize the remote e-voting process before the Meeting as well as e-voting during the Meeting, fairly and transparently. The result of the voting shall be announced by the Chairperson of the Meeting or a person authorized by the Chairperson in writing within 2 (two) working days from the conclusion of the Meeting upon receipt of the Scrutinizer's Report. The results of the meeting along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed, and will also be displayed on the notice board of registered office of the Company, the Company's website at www.tataconsumer.com and the website of NSDL at <https://eservices.nsdl.com>, immediately after the results are declared.

Dated at this 30th day of September, 2022

Sd/-
Shaunak Mitra, Advocate
Chairperson appointed for the Meeting

Registered Office:

Tata Consumer Products Limited
1, Bishop Lefroy Road,
Kolkata - 700020, West Bengal
CIN: L15491WB1962PLC031425

TATA CONSUMER PRODUCTS

Notes:

1. Only registered equity shareholders of the Company may attend (either in person or by authorized representative) the said Meeting of the equity shareholders of the Company, being conducted through VC/OAVM.
2. The authorized representative of Corporate Members/ Institutional Investors (i.e. other than individuals, HUF's, NRI's, etc.) appointed in pursuance of Sections 112 and 113 of the Act, may attend the Meeting provided that a certified true copy of the resolution or the authority letter or power of attorney of the board of directors or other governing body of the body corporate authorizing such representative to attend and vote at the Meeting is emailed to the Scrutinizer at "neha_somani07@yahoo.in" with a copy marked to "evoting@nsdl.co.in" and "investor.relations@tataconsumer.com" not later than 48 hours before the scheduled time of the commencement of the Meeting.
3. In terms of the directions contained in the Order, the Notice convening the Meeting is being published by Company through advertisement in the 'Business Standard' in English language, having nationwide circulation and in the 'Aajkal' in Bengali language having circulation in Kolkata, indicating the day, date and time of the Meeting.
4. Equity shareholders may join the Meeting through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the equity shareholders from 30 minutes before the time scheduled to start the Meeting and the Company shall close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the Meeting. Pursuant to Regulation 44(6) of the Listing Regulations, the Company is also providing live webcast of proceedings of the Meeting. The equity shareholders will be able to view the proceedings on NSDL's e-Voting website at www.evoting.nsdl.com.
5. Equity shareholders may note that the VC/OAVM facility provided by NSDL allows participation of at least 1,000 equity shareholders on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel ("KMP"), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the Meeting without any restriction on account of first-come first-served principle.
6. The quorum for the meeting of the equity shareholders shall be 1,000 equity shareholders. Attendance of the equity shareholders participating in the Meeting through VC/OAVM facility shall be counted for the purpose of reckoning the quorum. In case the quorum, as noted above for the Meeting, is not present within 30 minutes of the Meeting, then the equity shareholders present through VC/OAVM facility shall constitute the quorum.
7. Equity shareholders desiring inspection of any relevant documents referred to in the Notice or Explanatory Statement can send an e-mail to investor.relations@tataconsumer.com up to the date of the Meeting.
8. To facilitate equity shareholders who have acquired shares of the Company post dispatch of this Notice and are shareholder as on **Cut-off Date** to receive this Notice electronically and for procuring user id and passwords to cast their vote electronically, the Company has made a special arrangement with its RTA, TSR Consultants Private Limited ("TSR") for registration of e-mail addresses. Eligible equity shareholders, who have not registered their e-mail address against Demat Account with their Depository Participant or against Folio with the Company/TSR, are required to provide their e-mail address to TSR, on or before **5:00 p.m. IST on Thursday, November 10, 2022** pursuant to which, any equity shareholder may receive on the e-mail address provided by the equity shareholder the Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting. The process for registration of e-mail address is as under
 - a) Visit the link: https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
 - b) Select the Name of the Company from the dropdown: **Tata Consumer Products Limited**
 - c) Enter the DP ID & Client ID / Physical Folio Number, Name of the equity shareholder and PAN details. Equity shareholders holding shares in physical form need to additionally enter one of the share certificate(s) number .
 - d) Enter Mobile No and email id and click on Continue button.
 - e) System will send OTP on Mobile and Email Id.
 - f) Upload self-attested copy of PAN card and Address proof viz Aadhar Card, passport or front and back side of share certificate in case of Physical folio.
 - g) Enter the OTP received on Mobile and Email Address.
 - h) The system will then confirm the e-mail address for receiving this Meeting Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Meeting Notice along with the e-voting user ID and password. In case of any queries, equity shareholders may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in.

9. Alternatively, equity shareholders may send a request to evoting@nsdl.co.in for procuring user ID and password for e-voting by providing Demat account number / Folio number, and scanned copy of the share certificate (front and back) or client master, or copy of Consolidated Account statement, along with PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
10. The individual shareholders, holding securities in Demat mode, are requested to follow steps mentioned below under **“Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode”**. In terms of the SEBI circular dated December 9, 2020, on the e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and DPs. Shareholders are required to update their mobile number and email ID correctly in their Demat account to access the e-Voting facility.
11. The Notice of the Meeting indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.tataconsumer.com.
12. Equity shareholders will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the Meeting and equity shareholders participating at the Meeting, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the Meeting. Equity shareholders who have cast their vote by remote e-voting prior to the Meeting will also be eligible to participate at the Meeting but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.
13. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date, shall be entitled to avail of the facility of remote e-voting before the Meeting as well as e-Voting during the Meeting. Any person holding shares in physical form and non- individual shareholders, who acquires shares of the Company and becomes a member of the Company after the dispatch of this Notice and holding shares as on the Cut-off Date, may obtain the User ID and password by sending a request along with the requisite documents as mentioned above, in para 9, at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In the case of individual shareholders holding securities in Demat mode and who acquires shares of the Company and becomes an equity shareholder of the Company after sending of the Notice and holding shares as of the Cut-off Date, may follow steps mentioned below under **“Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode.”**
14. The Chairperson shall, at the Meeting, at the end of discussion on the resolution on which voting is to be held, allow voting, by use of e-voting system for all those equity shareholders who are present during the Meeting through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the Meeting shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
15. Ms. Neha Somani, Practising Company Secretary (Membership No. A44522 and CP no. 7322), has been appointed as the Scrutinizer by the NCLT for providing a facility to the equity shareholders of the Company to scrutinize the remote e-voting process before the Meeting as well as remote e-voting during the Meeting, fairly and transparently.
16. Equity shareholders are encouraged to submit their questions in advance with regard to the proposal to be placed at the Meeting, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to Company's email address at investor.relations@tataconsumer.com, before **5:00 p.m. (IST) on Thursday, November 10, 2022.**
17. Equity shareholders who would like to express their views/ ask questions as a speaker at the Meeting is required to pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at investor.relations@tataconsumer.com between **9:00 a.m. IST on Monday, November 7, 2022** and **5:00 p.m. IST on Thursday, November 10, 2022**. Only those equity shareholders who have pre-registered themselves as a speaker on the dedicated email ID at investor.relations@tataconsumer.com will be allowed to express their views/ask questions during the Meeting. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the Meeting. Equity shareholders who need assistance before or during the Meeting, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

18. THE INSTRUCTIONS FOR EQUITY SHAREHOLDERS FOR REMOTE E-VOTING, VOTING DURING THE MEETING, AND JOINING THE MEETING ARE AS UNDER:

The remote e-voting period begins on **Tuesday, November 8, 2022 at 9:00 a.m. IST** and ends on **Friday, November 11, 2022 at 5:00 p.m. IST**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (Cut-off Date), may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the Cut-off Date, Saturday, November 5, 2022.

How to vote electronically using the NSDL e-Voting system?

The way to vote electronically on the NSDL e-Voting system consists of "Two Steps" which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

(A) Login method for e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode

In terms of the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL .	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in Demat mode) login through their Depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Equity Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Equity shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Equity shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

(B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For equity shareholders who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For equity shareholders who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For equity shareholders holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 122515 then user ID is 122515001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Equity shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “**EVEN 122515**” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a. Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to “neha_somani07@yahoo.in” with a copy marked to evoting@nsdl.co.in, latest by Friday, November 11, 2022 (up to 5:00 p.m.). Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi. Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in.

19. THE INSTRUCTIONS FOR EQUITY SHAREHOLDERS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those equity shareholders, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.
3. Equity shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

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20. INSTRUCTIONS FOR EQUITY SHAREHOLDERS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Equity shareholders will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Equity shareholders may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the equity shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Equity shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further, Speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
KOLKATA BENCH
COMPANY APPLICATION C.A.(CAA) NO. 110 OF 2022
[Pursuant to Section 230(3) and Rules 6 and 7]**

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

And

In the matter of the Composite Scheme of Arrangement among Tata Consumer Products Limited ("**TCPL**"), Tata Coffee Limited ("**TCL**") and TCPL Beverages & Foods Limited ("**TBFL**") and their respective shareholders and creditors.

Tata Consumer Products Limited, a public listed)
company incorporated under the Companies Act,)
1956, having CIN: L15491WB1962PLC031425 and)
having its registered office at 1, Bishop Lefroy Road)
Kolkata -700020, West Bengal)

...Applicant Company/ Transferee Company

EXPLANATORY STATEMENT TO THE NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF TATA CONSUMER PRODUCTS LIMITED

1. This is a statement accompanying the Notice convening the meeting of equity shareholders of the Company, pursuant to an order dated September 07, 2022 as modified by order dated September 19, 2022, passed by the Kolkata Bench of the Hon'ble National Company Law Tribunal ("**NCLT**") in the Company Application C.A. (CAA) No. 110 of 2022 ("**Order**"), to be held on **Saturday, November 12, 2022 at 10:30 a.m. IST** through VC/ OAVM means ("**Tribunal Convened Meeting**" or "**Meeting**") for the purpose of considering, and if thought fit, approving, the Composite Scheme of Arrangement amongst the Company, TCL and TBFL and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("**Act**"), and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("**Scheme**").
2. The proposed Scheme was placed before the Audit Committee and Committee of Independent Directors of the Company at its meeting held on March 29, 2022. On the basis of their respective evaluation and independent judgment and consideration of the valuation report dated March 29, 2022 issued jointly by registered valuers, namely, SSPA & CO. ("**SSPA**"), Independent Chartered Accountants &, Registered Valuer (with IBBI Registration No. IBBI/RV-E/06/2020/126) and PwC Business Consulting Services LLP ("**PwC**"), Registered Valuers (with IBBI Registration No. IBBI/RV-E/02/2022/158) ("**Valuation Report**") and the fairness opinion dated March 29, 2022 issued by Kotak Mahindra Capital Company Limited ("**KMCC**"), a SEBI Registered Category I Merchant Banker, (SEBI Registration No. INM000008704), the Audit Committee and the Committee of Independent Directors approved and recommended the Scheme to the Board of Directors of the Company.
3. The Board of Directors of the Company, at their meeting held on March 29, 2022, took into account the Valuation Report and the independent recommendations of the Audit Committee and Committee of Independent Directors, and on the basis of their independent judgment, approved the Scheme, subject to the approval of the equity shareholders and creditors of the Company and such other approvals as may be required. A copy of the Scheme which has been approved by the Audit Committee, Committee of Independent Directors and the Board of Directors of the Company at their respective meetings held on March 29, 2022 is enclosed as **Annexure 1**.

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4. The Scheme *inter alia* provides for the following:

- (i) as a first step, the demerger of the Demerged Undertaking (*as defined in the Scheme*) (comprising of the Plantation Business (as defined in the Scheme)) of TCL into TBFL and in consideration, the consequent issuance of equity shares by TCPL (as the holding company of TBFL) to all the shareholders of TCL (other than TCPL) in accordance with the Share Entitlement Ratio (*as defined in the Scheme*), pursuant to the provisions of Section 2(19AA) read with Section 2(41A) and other relevant provisions of the Income Tax Act, 1961 ("**Demerger**");
- (ii) as a second step, followed immediately by the amalgamation of TCL (comprising the Remaining Business (*as defined in the Scheme*) of TCL) with TCPL and in consideration, the consequent issuance of equity shares by TCPL to all the shareholders of TCL (other than TCPL) in accordance with the Share Exchange Ratio (as defined in the Scheme), pursuant to the provisions of Section 2(1B) and other relevant provisions of the Income Tax Act, 1961 ("**Amalgamation**"); and various other matters consequential or otherwise integrally connected therewith; each in the manner as more particularly described in the Scheme.

5. Rationale of the Scheme, and the benefit of the Scheme as perceived by the Board of Directors of the Company:

- 5.1. The Company is currently engaged in a consumer product business, with a food and beverage portfolio, with operations across the globe. The operations of TCL and its subsidiaries are substantially in instant coffee extraction, branded coffee and plantation businesses. TCL is currently a subsidiary of the Company. The Scheme is being proposed with a view to simplifying the management and operational structures of the Company, TCL and TBFL (together the "**Companies**") in order to increase efficiencies and generate synergies.
- 5.2. The proposed Scheme would be in the best interest of the Companies and their respective shareholders, employees, creditors and other stakeholders as the proposed restructuring pursuant to the Scheme is expected, *inter alia*, to result in the following benefits:

Benefits of the Demerger

- (i) Creating a dedicated plantation vertical with focused attention on the plantation business, which will enable increased efficiencies and generate synergies amongst the various plantation businesses wholly or partly owned by the Company and better resource allocation, resulting in enhancement of shareholders' value;
- (ii) The shareholders of TCL (other than the Company) will be allotted shares of the Company and therefore, will be shareholders of a larger branded consumer products business with multiple growth avenues and at the same time, will continue to participate in the plantation business; and
- (iii) The profile, operations, management risk and return associated with the Plantation Business (as defined in the Scheme) is distinct from that of the Remaining Business (as defined in the Scheme) and therefore the Scheme would lead to sharper focus on both the businesses.

Benefits of the Amalgamation

- (i) Integration of the Company's and TCL's extraction business activities under a single entity through the amalgamation will result *inter alia* in focused management attention, operational efficiencies, revenue and cost synergies including from commonality of customers, sales and supply chain opportunities through enhanced geographical reach with a wider variety of product offerings which will help in gaining market share, optimization of capital, operational (including promotion) expenditure, leveraging sales and distribution network and simplification of overlapping infrastructure.
- (ii) The amalgamation of the Company and TCL would bring about synergy of operations and benefit of scale and additionally, the legal and regulatory compliances of both the listed entities will be unified and streamlined.
- (iii) The amalgamation will enable efficient consolidation of ownership interests in the international branded business owned by the Companies which will result in cost benefits, higher operating and other efficiencies.

Therefore, in view of the above, the implementation of the Scheme will result in the following benefits:

- (i) Dedicated and specialized management focus on the specific needs of the respective businesses;
- (ii) Having one listed company for consumer and related businesses and convergence of minority interests from TCL into the Company;
- (iii) Benefit to all the stakeholders of TCL, the Company and TBFL, leading to opportunity for growth and value creation in the long run and maximizing the value and returns to the shareholders;
- (iv) Unified approach on customer engagement, distribution and supply chain management would lead to operational and financial efficiencies in all these functions.

6. The Company has filed the Scheme with the Registrar of Companies, Kolkata in Form No. GNL-1.

7. Particulars of the Company

7.1 Tata Consumer Products Limited was incorporated on October 18, 1962 under the provisions of the Companies Act, 1956. The Company is a listed public limited company. The Company is registered with the Registrar of Companies, West Bengal having Corporate Identification Number L15491WB1962PLC031425. The Permanent Account Number of the Company is AABCT0602K. The registered office address of the Company is 1, Bishop Lefroy Road Kolkata - 700020, West Bengal. The e-mail address of the Company is investor.relations@tataconsumer.com. The equity shares of the Company are listed on National Stock Exchange of India Limited ("NSE"), BSE Limited ("BSE") and the Calcutta Stock Exchange Limited ("CSE"). The Global Depository Receipts ("GDRs") of the Company are listed on the London Stock Exchange and the Luxembourg Stock Exchange.

7.2 Summary of the main objects as per the Memorandum of Association and main business carried on by the Company

The Company along with its subsidiaries, joint ventures and associates is *inter alia* engaged in the business of manufacturing, marketing, distribution and/ or sales of consumer products, with offerings across food and beverage categories which includes tea, coffee, water and ready-to-drink beverages and is also engaged in the business of out-of-home retail which includes concept and premium cafes.

The main objects of the Company, as stated in the Memorandum of Association, are, *inter alia*, set out hereunder:

- (1) *To carry on the business of manufacturers and exporters and importers of and dealers in all kinds of tea, coffee, cocoa and other food beverages and preparations.*
- (2) *To plant, grow, import, export, blend and in any way deal in tea, coffee, and cocoa, and other food beverages and preparations and to carry on business as planters and merchants, both whole-sale and retail sugar merchants, sweetmeat merchants, refreshment room proprietors, refreshment contractors, farmers, dairymen, fruiters, grocers, timber merchants; and as lead-rollers, printers, tobaccoists, brokers, importers and exporters and dealers in all kinds of produce and wares, commission agents, shipowners, ship builders, charterers of vessels, dock owners, warehousemen, and wharfingers and to deal in all kinds commonly dealt in by persons carrying on any of the business aforesaid.*
- (3) *To cultivate tea, coffee, cinchona, rubber and other produce and to carry on the business of tea planters in all its branches, to carry on and work the business of cultivators, winners and buyers of every kind of vegetable, mineral or other produce of the soil, to prepare, manufacture and render marketable and such produce; and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail.*
- (4) *To cultivate any estates, lands and properties and to grow thereon rubber, tea, coffee, cardamoms, cinchona, cereals, timber, garden and other produce and to carry on the business of general planters, growers, curers, manufacturers, farmers, timber, garden and other produce merchants; and to prepare, process, manufacture and render marketable the produce and products of any estates, lands or properties of the Company and to turn such produce, products, estates, land and/or properties to account.*
- (6) *To plant, grow, cultivate, produce and raise, purchase, sell, repurchase, resell, deal in or turn to account or otherwise dispose of or crush oil seeds, grains, food products, cotton, cocoanuts, tobacco, India-rubber, gutta-percha and other gums and all other plants, grass, trees, crops and natural products of any kind whatsoever or otherwise to cultivate any land of the Company and to transact or carry on such other work for business as may be proper or necessary in connection with above objects or any of them.*

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- (7) *To manufacture, produce, refine, prepare for market (whether on account of the Company or others), distill, treat, cure, submit to any process, trade, export, import, deal in, carry on the business of and for that purpose to purchase, sell, resell and repurchase and otherwise dispose of and turn to account sugar, sugarbeets, sugarcane gum, molasses, other sachharine substances, syrups, vegetable oils and other products, flour, melada, rum, alcohol, spirits, chemicals, manures, oil seeds, grains, coconuts, cotton, coffee, tea, tobacco, India-rubber, balta and other gums and residual and all other produce or products and by-products thereof and sugar candy, sweetmeats, peppermints, cubes, cardboards from Bagasse, spices and food products generally*
- (10) *To carry on the business as producers of, dealers in and preservers of food, food grains, vegetable, fruits, dairy farms and agricultural produce of all kinds and in particular, canned and preserved fruits and foodstuffs including spices and canned goods such as syrups, vinegar, assavas, sweets, condiments, baby food, fruit products, vegetables of all kind, milk, cream, butter, cheese, poultry and all allied and by-products thereof and for the purposes thereof to establish preservation centres at any place or places and to develop such and other allied businesses to give subsidies to farmers, fishermen and other persons doing such business or who can grow and/or procure necessary materials required by the Company."*

7.3 Details of change of name, registered office and objects of the Company during the last five years

- (i) Change of Name: The Company was incorporated vide certificate of incorporation dated October 18, 1962 as a private limited company by the name 'Tata Finlay Private Limited'. Subsequently, the Company became a public limited company and the name of the Company was changed to 'Tata Finlay Limited' vide certificate of incorporation dated February 23, 1981. Subsequently, vide certificate of incorporation dated February 28, 1983, the name of the Company was changed to 'Tata Tea Limited'. A second certificate of incorporation of the Company dated April 16, 2008 was also issued by the Assistant Registrar of Companies, Kolkata, West Bengal. Subsequently, vide a fresh certificate of incorporation issued dated July 2, 2010, the name of the Company was changed to 'Tata Global Beverages Limited'. Subsequently, vide certificate of incorporation dated February 10, 2020, the name of the Company was changed to 'Tata Consumer Products Limited'.
- (ii) Change of Registered Office: There has been no change of registered office in the last five years.
- (iii) Change of objects: Pursuant to the Scheme of Arrangement amongst the Company and Tata Chemicals Limited and their respective shareholders and creditors as sanctioned by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated January 08, 2020, earlier Clause III (7) and III (10) of the main object clause of the memorandum of association of the Company were revised and a new Clause III(10A) was added to the main object clause of the memorandum of association of the Company. The revised Clause III (7) and III (10) and new Clause III(10A) of main object clause of the Company is read as under:
 - (7) *To manufacture, produce, refine, prepare for market (whether on account of the Company or others), distill, treat, cure, submit to any process, trade, export, import, deal in, carry on the business of and for that purpose to purchase, sell, resell and repurchase and otherwise dispose of and turn to account sugar, sugarbeets, sugarcane gum, molasses, other sachharine substances, syrups, salts, vegetable oils and other products, flour, melada, chemicals, detergents, manures, oil seeds, grains, coconuts, cotton, coffee, tea, tobacco, India-rubber, balta and other gums and residual and all other produce or products and by-products and derivatives thereof and sugar candy, sweetmeats, peppermints, cubes, cardboards from Bagasse, spices and food and consumer products generally.*
 - (10) *To carry on the business as producers of, dealers in and preservers of food, foodgrains, vegetable, fruits, dairyfarms, salts and agricultural produce of all kinds and in particular, canned and preserved fruits and foodstuffs including pulses, spices and canned goods such as syrups, vinegar, assavas, sweets, condiments, baby food, fruit products, vegetables of all kind, milk, cream, butter, cheese, poultry and all allied and by-products thereof and for the purposes thereof to establish preservation centres at any place or places and to develop such and other allied businesses to give subsidies to farmers, fishermen and other persons doing such business or who can grow and/or procure necessary materials required by the Company.*
 - (10A) *To carry on the business of buyers, sellers, traders, importers, exporters, manufacturers, dealers whether by self or any third party, processors, commission agents, distributors, dealers and representatives in any legal form and also to process, produce, mix, pack, preserve, freeze, extract, refine and deal in all types of food including but not limited to confectionary, nutrition, milk and milk products, processed foods, performance nutrition,*

fibres, all kind of flour whether single or multi grain, health and wellness foods, protein foods, food products, agro foods, fast foods, packed foods, food grains, edible commodities, pulses or lentils whether processed or otherwise, water purifiers, water filters, systems, appliances, devices, products, methods or apparatus in relation to water dispensation, purification and treatment, value added food additive and food products, baking and cooking soda and products that contain the same including edible and nonedible applications, staples, cereals, pseudo cereals and processed derivatives thereof, spices, seasonings, ready to eat processed food products, nutritional solutions, natural, novel and processed foods, ingredients and formulations thereof, inorganic and organic materials and compounds based on novel processing and synthesis knowhow, ready to cook foods and spices, spice mixes and pastes or semi processed food products, sugar, sugar products, vegetable, ghee, edible oil, cooking oil, mineral oil, pre and pro biotic foods, sugar substitutes, natural foods, cocoa based, and other food products in and outside India."

7.4 Share capital structure of the Company

The share capital structure of the Company as on June 30, 2022 is as under:

Share Capital	Amount (In ₹)
Authorized Share Capital	
125,00,00,000 equity shares of ₹ 1/- each	125,00,00,000
TOTAL	125,00,00,000
Issued, Subscribed and Paid-up Share Capital	
92,15,51,715 equity shares of ₹ 1/- each	92,15,51,715
TOTAL	92,15,51,715

- 1) The Board of TCPL has approved the preferential issuance of 74,59,935 equity shares to Tata Enterprises (Overseas) AG, Zug, Switzerland in consideration for the shares held by it in Tata Consumer Products UK Group Limited, United Kingdom, in accordance with the Applicable Law and subject to the requisite approvals being obtained. Upon the approvals being obtained and the preferential issue being undertaken, the issued, subscribed and paid up equity share capital of TCPL will increase to the extent of the equity shares issued.
- 2) TCPL has implemented a "Share-Based Long-Term Incentive Scheme 2021", in terms of which certain performance share units are granted and are proposed to be granted in accordance with the terms thereof. The exercise of such performance share units may result in an increase in the issued and paid up share capital of TCPL.

7.5 Details of the Promoters and Directors of the Company

S. No.	Name	Category/ Designation	Address
A.	Promoter		
1.	Tata Sons Private Limited	Body Corporate	Bombay House, 24 Homi Mody Street, Mumbai - 400001
B.	Directors		
1.	Mr. N. Chandrasekaran	Chairman , Non-Executive (Non Independent) Director	Floor 21, 33 South Condominium, Peddar Road, opposite Sterling Apartments, Mumbai-400026
2.	Mr. P. B. Balaji	Non-Executive (Non Independent) Director	1st Floor, Vasukamal Bldg, Near Agarwal Nursing, 14th Road, Bandra West, Mumbai 400050
3.	Mr. Sunil D'Souza	Managing Director & CEO	Flat 1704, B Wing, Safal Twins, Sion Trombay Rd, Punjabwadi, Deonar, Mumbai 400088.
4.	Mr. L. Krishnakumar	Executive Director & Group CFO	1001/2, Dosti Elite, R No 29, Sion, Mumbai 400022
5.	Mr. David Crean*	Independent Director	Lime Grange Barns, Wakerley Road, Harringworth Northamptonshire, United Kingdom NN17 3AH

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S. No.	Name	Category/ Designation	Address
6.	Dr. K.P. Krishnan	Independent Director	L-3, Ground Floor, Hauz Khas Enclave, New Delhi, Delhi -110016
7.	Mr. Siraj Chaudhry	Independent Director	S- 12/B, Windsor Court, DLF PH-IV, Gurgaon – 122 009
8.	Mr. Bharat Puri	Independent Director	Flat No. 3301/3401, Terra Planet, Godrej Simplex Mills compound, 30, Keshavrao Khadye Marg, Mahalaxmi, Mumbai 400011
9.	Ms. Shikha Sharma	Independent Director	4402, South Tower, The Imperial, B. Nakashe Marg, Tardeo, Tulsiwadi, Mumbai 400034

*Mr. David Crean (DIN: 09584874) has been appointed as an Independent Director, effective May 4, 2022.

8. Particulars of TCL

8.1 Tata Coffee Limited was incorporated on November 19, 1943 under the provisions of the Indian Companies Act, 1913. TCL is a listed public limited company. TCL is registered with the Registrar of Companies, Karnataka having Corporate Identification Number L01131KA1943PLC000833. The Permanent Account Number of TCL is AABCC0241R. The registered office address of TCL is Pollibetta, Kodagu, Karnataka- 571215. The e-mail address of TCL is anantha.murthy@tatacoffee.com. The equity shares of TCL are listed on NSE and BSE.

8.2 Summary of the main objects as per the Memorandum of Association and main business carried on by TCL

TCL, along with its subsidiaries, joint ventures and associates is *inter alia* engaged in the plantation business of cultivation, curing and processing of coffee, tea, pepper and allied plantation products and in manufacture and sale of instant, soluble coffee powders and branded coffee products.

The main objects of TCL, as stated in the Memorandum of Association, are set out hereunder:

1. *"To commence and carry on in Mysore State and/or in the other states of India and/or elsewhere the business of planters growers, producers, curers, manufacturers, merchants and exporters of coffee, tea, rubber, pepper and oranges other produce and derivatives of the soil, estate, land and house owners and dealers.*
2. *To cultivate any estates lands and properties and to grow thereon coffee, tea, rubber, cocoa, pepper, oil palm, oranges, cardamoms, cinchona, cereals, timber, garden and any other produce and to prepare, process, manufacture and render marketable the produce and products of any estates, lands or properties of the Company and to turn such produce, products, estates, lands and/or properties to account:*

And to prepare, purchase, sell, import, export and otherwise deal in coffee, tea, rubber, cocoa, palm oil, pepper, oranges, cardamoms, cinchona, cereals, timber, garden and other produce and to carry on the business of general planters, growers, curers, manufacturers, farmers, timber, garden and other produce merchants and buyers of every kind of vegetable and other produce of the soil, to prepare, manufacture and render marketable any such produce and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state and either wholesale or retail.

To utilise, workup and deal in every kind of by product or residue resulting from any of the Company's cultivation, manufacture or operations.

To manufacture, purchase and otherwise deal either as principles or agents in all estate requirements such as fertilisers, chemicals, pesticides, tools, implements, gunnies, twines, etc."

8.3 Details of change of name, registered office and objects of TCL during the last five years

- (i) Change of Name: TCL was incorporated vide certificate of incorporation dated November 19, 1943 under the provisions of the Indian Companies Act, 1913 as 'Consolidated Coffee Estates Limited'. Vide certificate of incorporation dated June 12, 1967, the name of TCL was changed to 'Consolidated Coffee Limited'. Further, vide certificate of incorporation dated August 11, 2000, the name of TCL was changed to 'Tata Coffee Limited'
- (ii) Change of Registered Office: There has been no change of registered office in the last five years.
- (iii) Change of objects: There has been no change of objects in the last 5 years.

8.4 Share capital structure of TCL

The share capital structure of TCL as on June 30, 2022 is as under:

Share Capital	Amount (In ₹)
Authorized Share Capital	
25,00,00,000 equity shares of ₹ 1/- each	25,00,00,000
TOTAL	25,00,00,000
Issued, Subscribed and Paid up Share Capital:	
18,67,70,370 equity shares of ₹ 1/- each	18,67,70,370
TOTAL	18,67,70,370

8.5 Details of the Promoters and Directors of TCL

S. No.	Name	Category/ Designation	Address
A.	Promoter		
1.	Tata Consumer Products Limited	Body Corporate	1, Bishop Lefroy Road, Kolkata - 700020, West Bengal
B.	Directors		
1.	Mr. Harish Bhat	Chairman, Non-Executive (Non Independent) Director	A-2303, Tower - A, Ashok Towers Dr. Babasaheb Ambedkar Marg, Mumbai - 400012
2.	Mr. Sunil D'Souza	Non-Executive (Non Independent) Director	Flat 1704, B Wing, Safal Twins, Sion Trombay Rd, Punjabwadi, Deonar, Mumbai 400088
3.	Mr. Venkatraman Srinivasan	Independent Director	73, Keshav Smruti, 8B Veer Savarkar Marg, Mumbai - 400028
4.	Ms. Sunalini Menon	Independent Director	Flat No 6, Ispahani House, No. 03, Myrtle Lane, Richmond Town, Bangalore - 560025
5.	Mr. Siraj Chaudhry	Independent Director	S-12 B, Windsor Court, DLF Phase-4, Gurgaon - 122 009
6.	Dr. Padinjaranda Ganapati Chengappa	Independent Director	House No. 43, 2nd Cross, Sneha Nagar, Amrutha Halli, Bytarayanapura, Bangalore- 560 092
7.	Mr. Chacko Purackal Thomas	Managing Director & CEO	Prestige Oasis, Villa No.74, Adde Viswanathapur, Off Doddabalapur Road, Rajankunte, Yelahanka, Bangalore - 560 064
8.	Mr. Venkataramanan Krishnamoorthy	Executive Director - Finance and CFO	2-D Polaris, Aquila Heights, No. 27 HMT Factory Main Road, near HMT School, Jalahalli, Bangalore- 560 013,

9. Particulars of TBFL

- 9.1 TCPL Beverages & Foods Limited was incorporated on February 25, 2022 under the provisions of the Companies Act, 2013. TBFL is an unlisted public limited company. TBFL is registered with the Registrar of Companies, Karnataka having Corporate Identification Number U15400KA2022PLC158373. The Permanent Account Number of TBFL is AAJCT2098P. The registered office address of TBFL is Kirloskar Business Park, Block C, 3rd and 4th Floor, New Airport Road, Hebbal, Bangalore - 560024. The e-mail address of TBFL is CorpSec@tataconsumer.com.

9.2 Summary of the main objects as per the Memorandum of Association and main business carried on by TBFL

The main objects of TBFL include, inter alia, to carry on the business of manufacturing, trading, producing, cultivating and selling beverages and foods of all kind and of cultivating coffee, tea, etc.

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The key objects as stated in its memorandum of association have been set out herein below:

- “1. To acquire, establish, manufacture, buy, sell, trade, produce and otherwise deal in articles of beverages and foods of all kinds including other products made from coffee, tea, cocoa, ice meat, fish, poultry, vegetables fruits, cereals, nuts, spices and other substances, ice, ice products, ice candies and confections; syrups and soda fountain supplies of every kind and character including buying, owning, selling or leasing of the real estate necessary for carrying out the said objects or business and the doing of all other acts necessary or incidental thereto.
2. To cultivate any estate lands and properties and to grow thereon coffee, tea, rubber, cocoa, pepper, oil Palm, oranges, cardamoms, cinchona, cereals, timber, garden, and any other produce and to prepare, process, manufacture, raise, crush, blend, package and render marketable the produce and products of any estates, lands or properties of the Company and to turn such produce, products, estates, land and/or properties to account:
And to prepare, purchase, sell, import, export, render marketable and otherwise deal in coffee, tea, rubber, cocoa, palm oil, pepper, oranges, cardamoms, cinchona, cereals, spices, spices oils, spices essence, oils, horticultural crops and floricultural crops, vegetable crops, sugarcane, sugar beets, other crops, food & beverages and preparations, seeds, grains, food products, timber and other produce and to carry on the business of general planters, growers, curers, manufacturers, farmers, timber, garden and other produce merchants and buyers of every kind of vegetable and other produce of the soil to prepare, manufacture and render marketable any such produce and to sell, dispose of and deal in any such produce, either in prepared, manufactured or raw state and either in wholesale or retail.
To utilise, work up and deal in every kind of by product or residue resulting from any of the Company's cultivation, manufacture, or operations.
3. To Commence and carry out in any states of India and/or elsewhere the business of planters, growers, producers, curers, manufacturers, merchants and exports of Coffee, tea, rubber, pepper, oranges and other produce and derivatives of the soil, estate, land and house owners and dealers.
4. To promote, help encourage and/or undertake cultivation, production and collection of flowers, herbs, roots, leaves seeds, woods, resins and other substances suitable for the manufacture of essential oils, aromatic Chemicals and perfumery Compounds.”

9.3 Details of change of name, registered office and objects of TBFL during the last five years

- (i) Change of Name: TBFL was incorporated on February 25, 2022 under the provisions of the Act. There has been no change of name since incorporation.
- (ii) Change of Registered Office: There has been no change of registered office since incorporation on February 25, 2022.
- (iii) Change of objects: There has been no change of objects since incorporation on February 25, 2022.

9.4 Share capital structure of TBFL

The share capital structure of TBFL as on June 30, 2022 is as under:

Share Capital	Amount (In ₹)
Authorized Share Capital	
1,00,00,000 equity shares of ₹ 10/- each	10,00,00,000
1,00,00,000 Preference shares of ₹ 10/- each	10,00,00,000
TOTAL	20,00,00,000
Issued, Subscribed and Paid-up Share Capital	
50,000 Equity shares of ₹ 10/- each	5,00,000
75,00,000 Optionally Convertible Redeemable Preference shares of ₹ 10/- each	7,50,00,000
TOTAL	7,55,00,000

9.4 Details of the Promoters and Directors of TBFL

S. No.	Name	Category/ Designation	Address
A.	Promoter		
1.	Tata Consumer Products Limited	Body Corporate	1, Bishop Lefroy Road, Kolkata - 700020, West Bengal
B.	Directors		
1.	Mr. John Jacob	Chairman, Non-Executive Director	35B, Sobha Malachite, Phase I, Jakkur Plantations, Yelahanka, Bangalore - 560064
2.	Mr. Ajit Sukumar Krishnakumar	Non-Executive Director	S-302, Imperial Towers, B B Nakashe Marg, Tardeo, Mumbai - 400034
3.	Mr. Akram Jamal	Non-Executive Director	Flat no B 324 , Patel Callisto Apartment, Tala cauvery layout, Amruthahalli, Bangalore - 560092

10. Salient features of the Scheme

10.1 The salient features of the Scheme are, inter alia, as stated below. The capitalized terms used in the salient features shall have the same meaning as ascribed to them in Clause 5 of Part A of the Scheme and the salient features are to be read subject to the same rules of interpretation as stated in Clause 6 of Part A of the Scheme. The headings are inserted only for the sake of convenience. The below mentioned points are not exhaustive and the shareholders are advised to go through the entire Scheme as well.

10.1.1 **“Appointed Date”** means the same date as the Effective Date or such other date as may be mutually agreed by the Companies.

10.1.2 **“Effective Date”** means the date which will be the first day of the month following the month in which the Companies mutually acknowledge in writing that the last of the conditions and matters referred to in Clause 29.1 of the Scheme (and as mentioned below) have occurred or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme.

10.1.3 The Scheme is conditional upon and subject to:

- (i) the fulfilment, satisfaction or waiver (as the case may be) of any approvals or consents from third parties, as may be mutually agreed by the Companies as being required for completion of the transactions contemplated under this Scheme;
- (ii) receipt of observation or no-objection letters by TCPL and TCL from the Stock Exchanges under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, in accordance with the SEBI Scheme Circular in respect of the Scheme, on terms acceptable to the Companies;
- (iii) the Scheme being approved by the requisite majority of each class of members and/or creditors (where applicable) of the Companies in accordance with the Act and as may be directed by the NCLT;
- (iv) the Scheme being approved by the public shareholders of TCPL and TCL through e-voting as required under the SEBI Scheme Circular;
- (v) the Scheme being sanctioned by the NCLT(s) in terms of Section 230 to Section 232 and other relevant provisions of the Act on terms acceptable to the Companies; and
- (vi) the certified copies of the sanction order(s) of the NCLT(s) approving this Scheme being filed with the relevant ROCs having jurisdiction over the Companies.

10.1.4 **“Demerged Undertaking”** means the entire Plantation Business as a going concern, including all its undertaking, activities, operations and properties, wheresoever situated, employees and all its Liabilities and obligations, of whatsoever nature and kind, in each case pertaining to the Plantation Business.

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In case of any question that may arise as to whether any particular asset, liability, employee, legal or other proceedings pertain or do not pertain to the Plantation Business or the Remaining Business or whether it arises out of the activities or operations of the Plantation Business or the Remaining Business, the same shall be decided by mutual agreement between the Board of TCL (or its successor entity), TCPL and TBFL.

10.1.5 **“Plantation Business”** means the business of TCL relating to the cultivation, curing, processing, manufacture and sale of tea, coffee, pepper and other plantation crops including other plantation allied business and the roast and ground coffee facility in Kushalnagar works.

10.1.6 Demerger

- (i) Upon the coming into effect of the Scheme and with effect from the Appointed Date and subject to the provisions of the Scheme and Sections 230 to 232 of the Act and other applicable provisions of the Act:
 - (a) *Assets, liabilities, encumbrances, legal proceedings* - all properties / assets (tangible and intangible assets including goodwill) of the Demerged Undertaking and the Demerged Liabilities will be transferred to TBFL at the values appearing in the books of accounts of TCL i.e. at book value of TCL immediately before the demerger, in accordance with Section 2(19AA) read with Section 2(41A) of the IT Act and pursuant to the sanction of the NCLT, the Demerged Undertaking shall, without any further act, instrument or deed, be demerged from TCL and stand transferred to and vested in or be deemed to be transferred to and vested in TBFL as a going concern, for the consideration provided in Clause 13.1 of the Scheme so as to become the business, comprising of estates, assets (subject to the Encumbrances, if any, affecting the same), liabilities, legal proceedings, properties, rights, title, interest and authorities (including accretions and appurtenances) of TBFL, by virtue of the Scheme and in the manner set out in Clause 9 of Part B of the Scheme. In accordance with Section 2(19AAA) of the IT Act, TCL shall be considered as the demerged company and in accordance with Section 2(41A) of the IT Act, TBFL and TCPL shall be considered as the Resulting Company(ies).
 - (b) *Permits, licenses, etc* - all permits, licenses, permissions, consents, quotas, authorization, etc., in so far as they relate to the Demerged Undertaking or which may be required to carry on the operations of the Demerged Undertaking, and which are subsisting or in effect immediately prior to the Effective Date, shall be transferred to and vested in or deemed to have transferred to or vested in TBFL;
 - (c) *Bank accounts* - TBFL shall be entitled to operate all bank accounts of TCL, in relation to or in connection with the Demerged Undertaking, and realize all monies in relation to the Demerged Undertaking.
 - (d) *Staff, employees (including workmen)* - All the employees (including workmen) of TCL employed in or in relation to the Demerged Undertaking immediately prior to the Effective Date shall be deemed to have become employees of TBFL, with effect from the Effective Date, in the same capacity as they were employed with TCL, without any break or interruption in their service and with the benefit of continuity of service, and the terms and conditions of their employment with TBFL shall not be less favourable than those applicable to them with reference to their employment in TCL immediately prior to the Effective Date and in compliance with the Applicable Law.
 - (e) *Contracts, deeds, etc.* - All contracts, deeds, bonds, subsisting purchase and service orders, arrangements, etc. forming part of the Demerged Undertaking, to which TCL is a party or to the benefit of which TCL is eligible and which is subsisting or having effect on the Appointed Date, shall without any further act, instrument or deed, continue in full force and effect against or in favour of TBFL and may be enforced by or against TBFL as fully and effectually as if, instead of TCL, TBFL had been a party thereto.
- (ii) Tax - With effect from the Appointed Date and upon the Scheme becoming effective:
 - (a) the benefits of any tax credits (excluding corporate advance-tax/TDS) availed in relation to the Demerged Undertaking and the obligations, if any (including the past period), for payment of taxes on any assets of the Demerged Undertaking shall be deemed to have been availed by TBFL, or as the case may be deemed to be the obligation of TBFL;

- (b) all Taxes, duties, cess, receivables/payables by TCL relating to the Demerged Undertaking including all or any refunds (excluding income-tax refunds) /credits/GST input tax credits (excluding corporate advance-tax/TDS) /claims/tax losses/unabsorbed depreciation relating thereto shall be treated as the assets/liability or refunds (excluding income-tax refunds)/ credits/ GST input tax credits (excluding corporate advance-tax/TDS) /claims/tax losses/unabsorbed depreciation, as the case may-be, of TBFL.
- (iii) Accounting treatment - Upon the Scheme being effective and with effect from the Appointed Date, TCPL and TBFL shall account for the demerger including transfer of allocated reserves to TBFL all at book values, in accordance with Appendix C of Indian Accounting Standard - 103 on Business Combinations and other Indian Accounting Standards, as applicable, and notified under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India. TCL shall, upon Scheme becoming effective, derecognise the assets and liabilities and transfer allocated reserves of the Demerged Undertaking vested in TBFL at their respective book values as on the Appointed Date with a corresponding debit to Capital Reserves, in terms of Indian Accounting Standards and accounting principles generally accepted in India.

10.1.7 Amalgamation

- (i) Upon the coming into effect of the Scheme and with effect from the Appointed Date but after the Demerger has been given effect to and subject to the provisions of the Scheme and Sections 230 to 232 of the Act and other applicable provisions of the Act:
 - (a) *Assets, liabilities, encumbrances, legal proceedings* - TCL shall stand amalgamated into TCPL and the Remaining Business shall be and stand transferred to and vested in or be deemed to be transferred to and vested in TCPL at the values appearing in the books of accounts of the Transferor Company i.e. at book value immediately before the amalgamation, as a going concern, in terms of Sections 2(1B) of the IT Act, without any further act, instrument, deed, matter or thing for the consideration provided in Clause 20.1 of the Scheme, so as to become, the business, undertaking, assets (subject to the Encumbrances, if any, affecting the same), estate, liabilities, legal proceedings, properties, right, title, interest and authorities (including accretions and appurtenances) of TCPL by virtue of the Scheme.
 - (b) *Permits, licenses, etc* - all permits, licenses, permissions, consents, quotas, authorization, etc., forming part of the Remaining Business and which are subsisting or in effect immediately prior to the Effective Date, shall be transferred to and vested in or deemed to have transferred to or vested in TCPL.
 - (c) *Bank accounts* - TCPL shall be entitled to operate all bank accounts of TCL, in relation to or in connection with the Remaining Business, and realize all monies in relation to the Remaining Business.
 - (d) *Staff, employees (including workmen)* - All the permanent employees (including workmen) of TCL employed in or in relation to the Remaining Business immediately prior to the Effective Date shall be deemed to have become employees of TCPL, with effect from the Effective Date, in the same capacity as they were employed with TCL, without any break or interruption in their service and with the benefit of continuity of service, and the terms and conditions of their employment with TCPL shall not be less favourable than those applicable to them with reference to their employment in TCL immediately prior to the Effective Date and in compliance with the Applicable Law.
 - (e) *Contracts, deeds, etc.* - All contracts, deeds, bonds, subsisting purchase and service orders, arrangements, etc. forming part of the Remaining Business, to which TCL is a party or to the benefit of which TCL is eligible and which is subsisting or having effect on the Appointed Date, shall without any further act, instrument or deed, continue in full force and effect against or in favour of TCPL and may be enforced by or against TCPL as fully and effectually as if, instead of TCL, TCPL had been a party thereto.

- (ii) Tax - With effect from the Appointed Date and upon the Scheme becoming effective:
 - (a) all Taxes, duties, cess receivable/payable by TCL, including all or any refunds/credit (including export and tax credits) /claims/tax losses /unabsorbed depreciation relating thereto shall be treated as the asset/liability or refunds/credit/claims/tax losses /unabsorbed depreciation, as the case may be, of TCPL. The taxes or duties paid by, for, or on behalf of TCL, relating to the period up to the Effective Date, shall be deemed to be the taxes or duties paid by TCPL, which shall be entitled to claim credit or refund for such taxes or duties.
 - (b) Further, it will be deemed that the benefit of any tax credits whether central, state or local, availed by TCL and the obligations, if any, for payment of Taxes on any assets etc. shall be deemed to have been availed by TCPL.
- (iii) Accounting treatment - Upon the Scheme being effective and with effect from the Appointed Date, TCPL shall account for the amalgamation, at book values, in accordance with Appendix C of Indian Accounting Standard 103 on Business Combinations and other Indian Accounting Standards, as applicable, and notified under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India.

10.1.8 Consideration

- (i) Consideration for the Demerger - Upon the Scheme becoming effective and in consideration of the Demerger, TCPL shall issue and allot equity shares, credited as fully paid-up, to the members of TCL, except TCPL, who are holding fully paid up equity shares and whose names appear in the register of members, including register and index of beneficial owners maintained by the depositories under Section 11 of the Depositories Act, 1996 of TCL on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner:

*"1 (one) fully paid up equity share of ₹ 1/- each of TCPL shall be issued and allotted for every 22 (twenty-two) fully paid up equity shares of ₹ 1/- each held in the Company. ("**Share Entitlement Ratio**")"*
- (ii) Consideration for the Amalgamation - Upon the Scheme becoming effective and in consideration of the Amalgamation, TCPL shall issue and allot equity shares, credited as fully paid-up, to the members of TCL, except TCPL, who are holding fully paid up equity shares and whose names appear in the register of members, including register and index of beneficial owners maintained by the depositories under Section 11 of the Depositories Act, 1996 of TCL on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner:

*"14 (fourteen) fully paid up equity shares of ₹ 1/- each of TCPL shall be issued and allotted for every 55 (fifty-five) fully paid up equity shares of ₹ 1/- each held in the Company. ("**Share Exchange Ratio**")"*
- (iii) Physical/ Dematerialised shares - The consideration in the form of equity shares shall be issued and allotted in demat form shares into the account in which shares of TCL are held or such other account as is intimated in writing by the shareholders to TCL and/ or its registrar provided such intimation has been received by TCL and/or its registrar at least 7 days before the Record Date. All those shareholders who hold shares of TCL in physical form shall also receive the equity shares to be issued by TCPL, in dematerialized form, provided the details of their account with the depository participant are intimated in writing to TCL and/ or its registrar provided such intimation has been received by TCL and/or its registrar at least 7 days before the Record Date. If no such intimation is received from any shareholder who holds shares of TCL in physical form 7 days before the Record Date, or if the details furnished by any shareholder do not permit electronic credit of the shares of TCPL, then such shares shall be kept in escrow or with a trustee nominated by the Board of TCPL for the benefit of such shareholders or shall be dealt with as provided under the Applicable Law and will be credited to the respective depository participant accounts of such shareholders as and when the details of such shareholder's account with the depository participant are intimated in writing to TCPL, if permitted under Applicable Law.

- (iv) Ranking - The equity shares to be issued and allotted by TCPL shall be subject to the Scheme, the memorandum and articles of association of TCPL and Applicable Law and shall rank *pari passu* in all respects with the then existing equity shares of TCPL.
 - (v) Fractional entitlements - No shares shall be allotted in respect of fractional entitlements. Fractional entitlements, if any, shall be consolidated and thereupon allotted in lieu thereof to a trustee authorized by the Board of TCPL in this behalf who shall hold the shares in trust on behalf of the members of TCL, entitled to fractional entitlements with the express understanding that such person shall sell the shares of TCPL so allotted on the Stock Exchanges at such time or times and at such price or prices and to such person, as such person/ trustee deems fit but within a period of 90 days from the date of allotment of such shares, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the members of TCL in proportion to their respective fractional entitlements. In case the number of such new shares to be allotted to a person authorized by the Board of TCPL by virtue of consolidation of fractional entitlements is a fraction, it shall be rounded off to the next higher integer.
 - (vi) Pending share transfers - In the event of there being any pending share transfers, whether lodged or outstanding, of any members of TCL, the Board of TCL shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date. The Board of TCPL shall be empowered to remove such difficulties as may arise in the course of implementation of the Scheme and registration of new shareholders in TCPL on account of difficulties faced in the transaction period.
 - (vii) Listing - The equity shares to be issued pursuant to the Scheme will be listed and/ or admitted to trading on the Stock Exchanges. The equity shares of TCPL allotted pursuant to the Scheme shall remain frozen in the depositories system till listing and trading permission is given by the designated Stock Exchanges.
- 10.1.9 Conduct of Business - Except as provided under the Scheme, from the date of the Scheme being approved by the Board of the Companies and up to the Effective Date. TCL will preserve and carry on the business of the Demerged Undertaking and the Remaining Business in the ordinary course of business, consistent with past practice in good faith and in accordance with Applicable Law;
- 10.1.10 Dissolution of TCL and change in the name of TBFL
- (i) On the Effective Date, pursuant to the Demerger and the subsequent Amalgamation, TCL shall stand dissolved without being wound-up and without any further act, instrument or deed.
 - (ii) Subject to Applicable Law and the separate approval of the Board of TBFL, as a part of the Scheme and upon effectiveness of the Amalgamation, the name of TBFL shall stand changed to "Tata Coffee Limited" and the memorandum of association and the articles of association of TBFL shall, without any further act, instrument or deed, be and stand altered, modified and amended and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting the amendment and no further resolution(s) under Section 13 and Section 16 of the Act or any other applicable provisions of the Act would be required to be passed separately.
- 10.1.11 Increase in authorized share capital of TCPL - Upon this Scheme becoming effective, the authorised share capital of TCL aggregating to INR 25,00,00,000 divided into 25,00,00,000 equity shares of Re. 1/- each, shall stand transferred to and combined with the authorised share capital of TCPL. The authorized share capital of TCPL will automatically stand increased to INR 150,00,00,000 comprising of 150,00,00,000 equity shares of Re. 1/- each, by filing the requisite forms with the Governmental Authority and no separate procedure or instrument or deed shall be required to be executed and/ or process shall be required to be followed under the Act.
- 10.1.12 Dividends - The Companies shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date. Any distribution of dividend or other distribution of capital or income by the Companies shall be consistent with the past practice of such Company.

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- 10.1.13 Composite Scheme - The provisions contained in the Scheme are inextricably inter-linked with the other provisions and the Scheme constitutes an integral whole. The Scheme would be given effect to only if the Scheme, and in particular the Demerger and the Amalgamation, is approved in its entirety and are given effect to in accordance with the terms of the Scheme.

11 Relationship subsisting between the Companies

- 11.1 TCL is a subsidiary of the Company, such that 57.48% of the shareholding of TCL is held by the Company as on June 30, 2022. TBFL is a wholly-owned subsidiary of the Company such that 100% of the shareholding of TBFL is held by the Company and its nominees as on June 30, 2022. Accordingly, the Company is holding company of TBFL and TCL and TCL and TBFL are sister companies.

12. Board approvals

- 12.1 The Board of Directors of the Company approved the Scheme at their meeting held on March 29, 2022. Details of the directors who voted on the resolution are as follows:

S. No.	Names of Director	Voted in favor/ against the resolution or did not vote/ participate on such resolution
1.	Mr. N. Chandrasekaran	Did not participate*
2.	Mr. P. B. Balaji	Favour
3.	Mr. Sunil D'Souza	Favour
4.	Mr. L. Krishnakumar	Favour
5.	Dr. K.P. Krishnan	Favour
6.	Mr. Siraj Chaudhry	Favour
7.	Mr. Bharat Puri	Favour
8.	Ms. Shikha Sharma	Favour

* Mr. N. Chandrasekaran had abstained from attending meeting held March 29, 2022 since he was interested, given that he was representing Tata Sons Private Limited, which is the promoter of the Company and the ultimate promoter of TCL.

**Mr. David Crean was not a Director of the Company as on date of above meeting

- 12.2 The Board of Directors of TCL approved the Scheme at their meeting held on March 29, 2022. Details of the directors who voted on the resolution are as follows:

S. No.	Names of Directors	Voted in favor/ against/ Abstain
1.	Mr. Harish Bhat	Favour
2.	Mr. Sunil D'Souza	Did not participate*
3.	Mr. Venkatraman Srinivasan	Favour
4.	Ms. Sunalini Menon	Favour
5.	Mr. Siraj Chaudhry	Did not participate*
6.	Dr. Padinjaranda Ganapati Chengappa	Favour
7.	Mr. Chacko Purackal Thomas	Favour
8.	Mr. Venkataramanan Krishnamoorthy	Favour

*Mr. Siraj Chaudhry and Mr. Sunil D'Souza did not participate in the discussion on the Scheme and voting process, being interested Directors, as they are also on the Board of TCPL.

12.3 The Board of Directors of TBFL approved the Scheme at their meeting held on March 29, 2022. Details of the directors who voted on the resolution are as follows:

S. No.	Name of Director	Voted in favor/ against/ Abstain
1.	Mr. John Jacob	Favour
2.	Mr. Ajit Sukumar Krishnakumar	Favour
3.	Mr. Akram Jamal	Favour

13. Interests of directors, KMPs and their relatives

13.1 Company

- (i) None of the directors, the KMPs of the Company and their respective relatives, have any interest, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Company, TCL and TBFL (as applicable) and/or to the extent the said directors are common directors of the Company, TCL and TBFL. The effect of the Scheme on the material interests of the directors and KMPs and their respective relatives, is not any different from the effect on other shareholders of the Company.
- (ii) The details of the shareholding of directors and KMPs of the Company as on June 30, 2022 is as follows:

S. No	Name	Designation	No. of shares held in TCPL	No. of shares held in TCL	No. of shares held in TBFL
1.	Mr. Chandrasekaran Natarajan	Chairman (Non-Executive Director)	100,000	Nil	Nil
2.	Mr. P. B. Balaji	Non-Executive (Non-Independent) Director	285	Nil	Nil
3.	Mr. Sunil D'Souza	Managing Director & CEO	Nil	Nil	Nil
4.	Mr. L. Krishnakumar	Executive Director & Group CFO	228	Nil	Nil
5.	Mr. David Crean	Independent Director	Nil	Nil	Nil
6.	Dr. K.P. Krishnan	Independent Director	Nil	Nil	Nil
7.	Mr. Siraj Chaudhry	Independent Director	Nil	Nil	Nil
8.	Mr. Bharat Puri	Independent Director	Nil	Nil	Nil
9.	Ms. Shikha Sharma	Independent Director	50,000	Nil	Nil
10.	Mr. Sivasankaran Sivakumar	Chief Financial Officer	Nil	Nil	1 as a nominee shareholder
11.	Mr. Neelabja Chakrabarty	Company Secretary	Nil	Nil	1 as a nominee shareholder

13.2 TCL

- (i) None of the directors, the KMPs of TCL and their respective relatives, have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding if any, in the Company, TCL or TBFL (as applicable) and/or to the extent the said directors are common directors of the Company, TCL and TBFL. The effect of the Scheme on the material interests of the directors and KMPs and their respective relatives, is not any different from the effect on other shareholders of TCL.
- (ii) The details of the shareholding of directors and KMPs of TCL as on June 30, 2022 is as follows:

S. No	Name	Designation	No. of shares held in TCL	No. of shares held in TCPL	No. of shares held in TBFL
1.	Mr. Harish Bhat	Chairman, Non-Executive (Non-Independent)	Nil	Nil	Nil
2.	Mr. Sunil D'Souza	Non-Executive (Non-Independent) Director	Nil	Nil	Nil

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S. No	Name	Designation	No. of shares held in TCL	No. of shares held in TCPL	No. of shares held in TBFL
3.	Mr. Venkatraman Srinivasan	Independent Director	Nil	Nil	Nil
4.	Ms. Sunalini Menon	Independent Director	Nil	Nil	Nil
5.	Mr. Siraj Chaudhry	Independent Director	Nil	Nil	Nil
6.	Dr. Padinjaranda Ganapati Chengappa	Independent Director	Nil	Nil	Nil
7.	Mr. Chacko Purackal Thomas	Managing Director & CEO	Nil	Nil	Nil
8.	Mr. Venkataramanan Krishnamoorthy	Executive Director – Finance and CFO	Nil	1000	Nil
9.	Mr. N. Anantha Murthy	Company Secretary	Nil	Nil	Nil

13.3 TBFL

- (i) None of the directors, the KMPs of TBFL and their respective relatives, have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Company, TCL or TBFL (as applicable) and/or to the extent the said directors are common directors of the Company, TCL and TBFL. The effect of the Scheme on the material interests of the directors and KMPs and their respective relatives, is not any different from the effect on other shareholders of TBFL.
- (ii) The details of the shareholding of directors and KMPs of TBFL as on June 30, 2022 is as follows:

S. No	Name	Designation	No. of shares held in the Company	No. of shares held in TCL	No. of shares held in TBFL
1.	Mr. John Jacob	Non-Executive Director	Nil	Nil	Nil
2.	Mr. Ajit Sukumar Krishnakumar	Non-Executive Director	Nil	Nil	Nil
3.	Akram Jamal	Non-Executive Director	Nil	Nil	1 as nominee shareholder

14. Effect of the Scheme on stakeholders

14.1 Company

- (i) Shareholders, Promoters, Non-Promoter Shareholders and KMPs - The effect of the Scheme on the shareholders, promoters, non-promoter shareholders, and key managerial personnel of the Company has been set out in the report adopted by the Board of Directors of Company pursuant to the provisions of Section 232(2)(c) of the Act which is attached as **Annexure 8**.
- (ii) Directors - The Scheme will have no effect on the office of existing Directors of the Company, as Directors of TCPL shall continue as Directors of TCPL after effectiveness of the Scheme.
- (iii) Creditors - Pursuant to the Scheme, there is no arrangement with the creditors, either secured or unsecured, of the Company. The liability of the Company towards its creditors shall not undergo any change pursuant to the Scheme.
- (iv) Depositors and Deposit Trustee - As on date, the Company does not have any depositors and deposit trustee.
- (v) Debenture Holders and Debenture Trustee - As on date, the Company has not issued listed or unlisted debentures and does not have any debenture trustee.
- (vi) Employees - The Scheme in no manner whatsoever affects the terms and conditions of employment of the employees of the Company.

14.2 TCL

- (i) Shareholders, Promoters, Non-Promoter Shareholders and KMPs - The effect of the Scheme on the shareholders, promoters, non-promoter shareholders, and key managerial personnel of TCL has been set out in the report adopted by the board of directors of TCL pursuant to the provisions of Section 232(2)(c) of the Act which is attached as **Annexure 11**.
- (ii) Directors - The directors of TCL will not become directors of TCPL or TBFL merely by virtue of the provisions of the Scheme.
- (iii) Creditors – Pursuant to the Scheme, there is no arrangement with the creditors, either secured or unsecured, of TCL. Upon coming into effect of the Scheme and with effect from the Appointed Date:
 - (a) all Demerged Liabilities (*as defined in the Scheme*) shall, without any further act, instrument or deed be and stand transferred to and vested in and be deemed to have been transferred to and vested in TBFL, and the same shall be assumed by TBFL to the extent that they are outstanding as on the Effective Date so as to become the debts, duties, obligations, and liabilities of TBFL which it undertakes to meet, discharge and satisfy to the exclusion of TCL such that TCL shall in no event be responsible or liable in relation to the Demerged Liabilities transferred by TCL. Transfer of all recorded liabilities shall happen at book values;
 - (b) the Liabilities (*as defined in the Scheme*) (including contingent liabilities), debt (secured and unsecured), duties of every kind, nature and description of TCL, in relation to the Remaining Business, whether or not recorded in the books of TCL, shall, without any further act, instrument or deed be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Company, and the same shall be assumed by the Company to the extent that they are outstanding as on the Effective Date so as to become the Liabilities of the Company which it undertakes to meet, discharge and satisfy to the exclusion of TCL such that TCL shall in no event be responsible or liable in relation to any such debts, duties, obligations, and liabilities transferred by TCL.
- (iv) Depositors and Deposit Trustee - As on date, TCL does not have any depositors and deposit trustee.
- (v) Debenture Holders and Debenture Trustee - As on date, TCL has not issued listed or unlisted debentures and does not have any debenture trustee.
- (vi) Employees - On the Scheme becoming effective:
 - (a) all the employees (including workmen) of TCL employed in or in relation to the Demerged Undertaking (*defined in the Scheme*) immediately prior to the Effective Date shall be deemed to have become employees of TBFL, with effect from the Effective Date, in the same capacity as they were employed with TCL, without any break or interruption in their service and with the benefit of continuity of service, and the terms and conditions of their employment with TBFL shall not be less favourable than those applicable to them with reference to their employment in TCL immediately prior to the Effective Date and in compliance with the Applicable Law;
 - (b) all the permanent employees (including workmen) of TCL employed in or in relation to the Remaining Business (*defined in the Scheme*) immediately prior to the Effective Date shall be deemed to have become employees of the Company, with effect from the Effective Date, in the same capacity as they were employed with TCL, without any break or interruption in their service and with the benefit of continuity of service, and the terms and conditions of their employment with the Company shall not be less favourable than those applicable to them with reference to their employment in TCL immediately prior to the Effective Date and in compliance with Applicable Law.

14.3 TBFL

- (i) Shareholders, Promoters, Non-Promoter Shareholders and KMPs - The effect of the Scheme on the shareholders, promoters, non-promoter shareholders, and key managerial personnel of TBFL has been set out in the report adopted by the board of directors of TBFL pursuant to the provisions of Section 232(2)(c) of the Act which is attached as **Annexure 12**.
- (ii) Directors - The directors of TBFL shall continue as directors of TBFL after effectiveness of the Scheme.

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- (iii) Creditors - Pursuant to the Scheme, there is no arrangement with the creditors, either secured or unsecured, of TBFL. The liability of TBFL towards its creditors shall not undergo any change pursuant to the Scheme.
- (iv) Depositors and Deposit Trustee - As on date, TBFL does not have any depositors and deposit trustee.
- (v) Debenture Holders and Debenture Trustee - As on date, TBFL has not issued listed or unlisted debentures and does not have any debenture trustee.
- (vi) Employees - The Scheme in no manner whatsoever affects the terms and conditions of employment of the employees of TBFL.

15. Investigations or proceedings, if any, pending against the Company under the Act

15.1 **Company** - Investigations or proceedings pending against the Company under the Companies Act, 2013 as on March 31, 2022 are as follows:

S. No.	Prosecution/Investigation	Brief Description
1.	Complaint Case No.5252 of 2019 before the Chief Judicial Magistrate, Alipore as filed under Section 211(7) of the Companies Act, 1956 by the Registrar of Companies, West Bengal.	Allegations pertaining to differences in certain account balances in the annual report for 2012-13, the pre-year column in the annual report for 2013-14 and the cashflow statement. There are alleged differences in the annual report for financial year 2013-14 as compared to the previous financial year, due to re-grouping and reclassification of certain financial accounts due to change in regulations. The said regrouping and reclassification is not having any impact on the revenue and the profit reported in the respective financial statements.
2.	W.P. No. 5144 of 2020 before the High Court of Calcutta	Writ Petition filed seeking a declaration that the Complaint Case No.5252 of 2019, the sanction to prosecute and the summons issued therein are illegal, null, and void, and also seeking the grant of an injunction from giving any effect or acting upon the said complaint.
3.	Complaint Case No. 1709 of 2020 before the Chief Judicial Magistrate, Alipore as filed under Section 129 of the Companies Act, 2013 by the Registrar of Companies, West Bengal.	Allegations pertaining to classification or disclosure of secured loans as "unsecured considered good" in the financial statements. It is contended that the relevant table pertaining to the secured and unsecured Loans in the Annual Report for FY 2017-18 had correctly depicted the nature of the loans and the footnote to the table had clearly stated the part of the loan which was secured.
4.	W.P.A. No. 7158 of 2021 before the High Court of Calcutta	Writ Petition filed seeking a declaration that the Complaint Case No. 1709 of 2020, the sanction to prosecute and the summons issued therein are illegal, null, and void, and also seeking the grant of an injunction from giving any effect or acting upon or in terms or in furtherance to the said complaint.

15.2 **TCL** - No investigation or proceedings have been instituted or are pending in relation to TCL under the Act.

15.3 **TBFL** - No investigation or proceedings have been instituted or are pending in relation to TBFL under the Act.

16. Amounts due to unsecured creditors as on March 31, 2022

S. No.	Name of the company	Amount
1.	Tata Consumer Products Limited	Rs. 860.83 Crores
2.	Tata Coffee Limited	Rs. 122.06 Crores
3.	TCPL Beverages & Foods Limited	Rs. 0.24 Crores

17. Summary of the valuation report and fairness opinion

17.1 The Share Entitlement Ratio for the demerger and the Share Exchange Ratio for the amalgamation as a part of the Scheme has been fixed on a fair and reasonable basis and on the basis of the Valuation Report issued jointly by the independent valuers - PwC (Registered Valuers) and SSPA (Independent Chartered Accountants and Registered Valuers) ("Valuers").

17.2 The valuation methods used by the valuers and the per share values determined by them are summarised in the tables below:-

A.1. The computation of fair Share Entitlement Ratio for demerger of Plantation Business into TBFL, as derived by PwC is tabulated below:

Valuation Approach	TCPL		Plantation Business	
	Value per share (INR)	Weight	Value per share (INR)	Weight
Asset Approach*	NA	NA	NA	NA
Income Approach - DCF Method	781.18	60%	36.15	60%
Market Approach - Market Price Method	754.26	24%	-	40%
- CCM Method	720.67	16%	32.58	
Relative Value per share	765.04		34.72	
Fair Equity Share Entitlement Ratio (rounded off)	1:22			

NA = Not Applied/Not Applicable

*since, the business of TCPL and Plantation Business are both intended to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset (Cost) Approach is not adopted for the present valuation exercise

A.2. The computation of fair Share Entitlement Ratio for demerger of Plantation Business into TBFL, as derived by SSPA is tabulated below:

Valuation Approach	TCPL		Plantation Business	
	Value per share (INR)	Weight	Value per share (INR)	Weight
Asset Approach*	NA	NA	NA	NA
Income Approach - DCF Method	804.25	50%	34.35	50%
Market Approach - Market Price Method	726.06	50%	-	-
- CCM Method	-	-	35.30	50%
Relative Value per share	765.16		34.83	
Fair Equity Share Entitlement Ratio (rounded off)	1:22			

NA = Not Applied/Not Applicable

*since, the business of TCPL and Plantation Business are both intended to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset (Cost) Approach is not adopted for the present valuation exercise

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B.1. The computation of fair Share Exchange Ratio for amalgamation of Remaining TCL, as derived with TCPL by PwC is tabulated below:

Valuation Approach	TCPL		Remaining TCL	
	Value per share (INR)	Weight	Value per share (INR)	Weight
Asset Approach*	NA	NA	NA	NA
Income Approach - DCF Method	781.18	60%	203.15	60%
Market Approach - Market Price Method	754.26	24%	-	-
- CCM Method	720.67	16%	183.18	40%
Relative Value per share	765.04		195.16	
Fair Equity Share Exchange Ratio (rounded off)	14:55			

NA = Not Applied/Not Applicable

*since, the business of TCPL and Remaining TCL are both intended to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset (Cost) Approach is not adopted for the present valuation exercise

B.2. The computation of fair Share Exchange Ratio for amalgamation of remaining TCL with TCPL, as derived by SSPA is tabulated below:

Valuation Approach	TCPL		Remaining TCL	
	Value per share (INR)	Weight	Value per share (INR)	Weight
Asset Approach*	NA	NA	NA	NA
Income Approach - DCF Method	804.25	50%	194.44	50%
Market Approach - Market Price Method	726.06	50%	-	-
- CCM Method	-	-	196.12	50%
Relative Value per share	765.16		195.28	
Fair Equity Share Exchange Ratio (rounded off)	14:55			

NA = Not Applied/Not Applicable

*since, the business of TCPL and Remaining TCL are both intended to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset (Cost) Approach is not adopted for the present valuation exercise

17.3 Based, *inter alia*, on the aforesaid, the Valuers have recommended the Share Entitlement Ratio as follows:-

"1 (One) equity share of TCPL (of INR 1/- each fully paid up) for every 22 (Twenty Two) equity shares of TCL (of INR 1/- each fully paid up)" ("**Share Entitlement Ratio**").

17.4 Based, *inter alia*, on the aforesaid, the Valuers have recommended the share exchange ratio as follows:-

"14 (Fourteen) equity shares of TCPL (of INR 1/- each fully paid up) for every 55 (Fifty Five) equity shares of TCL (of INR 1/- each fully paid up)" ("**Share Exchange Ratio**").

17.5 Further details of the valuation will appear from the Valuation Report dated March 29, 2022 read with the addendum to the Valuation Report dated April 27, 2022 by the Valuers, copies whereof are attached to this Explanatory Statement as **Annexure 2A** and **Annexure 2B** respectively.

17.6 KMCC, independent SEBI registered Category I Merchant Banker, have confirmed the fairness of the Share Entitlement Ratio and Share Exchange Ratio by their fairness opinion dated March 29, 2022 issued to the Company which is annexed to this Explanatory Statement as **Annexure 3**. The said merchant banker concluded as follows:

“On the basis of and subject to the foregoing, it is our view that, as of the date hereof, the proposed Share Entitlement Ratio and Share Exchange Ratio prescribed by PwC and SSPA, in their joint valuation report dated March 29, 2022, is fair and reasonable from a financial point of view.”

- 17.7 ICICI Securities Limited, an independent SEBI registered Category-I Merchant Banker (SEBI Registration No. MB / INM000011179), have confirmed the fairness of the Share Entitlement Ratio and Share Exchange Ratio by their fairness opinion dated March 29, 2022 issued to TCL. The said merchant banker concluded as follows:

“In the circumstances, having regard to all relevant factors and on the basis of information and explanations given to us, we are of the opinion on the date hereof, that the

- a. *the Fair Equity Share Entitlement Ratio for the demerger of Plantation business into TFBL, of 1 equity shares of TCPL (of INR 1/- each fully paid up) for every 22 equity shares of TCL (of INR 1/- each fully paid up), and*
- b. *the Fair Equity Share Exchange Ratio for the amalgamation of Residual TCL into TCPL, of 14 equity shares of TCPL (of INR 1/- each fully paid up) for every 55 equity shares of TCL (of INR 1/- each fully paid up), as jointly recommended by the Valuers in the Valuation Report, is fair and reasonable.”*

- 17.8 The proposal for the Scheme was placed before the Audit Committee of the Company at its meeting held on March 29, 2022. The Audit Committee of the Company took into account the recommendations on the fair valuation mentioned in the Valuation Report provided by the valuers and the Fairness Opinion provided by KMCC. The Audit Committee has recommended the proposed Scheme, including the Share Entitlement Ratio and Share Exchange Ratio to the Board of Directors of the Company.

- 17.9 The Board of Directors of the Company have taken into account the independent recommendations of the Audit Committee, the recommendations of the Share Entitlement Ratio and Share Exchange Ratio provided in the Joint Valuation Report dated March 29, 2022 provided by the Valuers and the Fairness Opinion dated March 29, 2022 provided by KMCC.

- 17.10 Based on the aforesaid advice/opinions, the Board of Directors of the Company have come to conclusion that the Share Entitlement Ratio and Share Exchange Ratio provided in the Joint Valuation Report is fair and reasonable and has approved the same at its meeting held on March 29, 2022.

18. Shareholding pattern and Capital Structure

- 18.1 **Pre and post Scheme shareholding pattern** - The pre-Scheme and post-Scheme shareholding patterns of the Company, TCL and TBFL (based on shareholding data as on June 30, 2022) are attached at **Annexures 13A, 13B and 13C** respectively.

18.2 Pre and post Scheme capital structure

- 18.2.1 The pre-Scheme capital structure of the Company, TCL and TBFL are as set out in paragraphs 7.4, 8.4 and 9.4 respectively.

- 18.2.2 The expected post-Scheme capital structure of the Company will be as follows:

Share Capital	Amount (In ₹)
Authorized Share Capital	
150,00,00,000 equity shares of ₹ 1/- each	150,00,00,000
TOTAL	150,00,00,000
Issued, Subscribed and Paid-up Share Capital	
94,53,74,880 equity shares of ₹ 1/- each	94,53,74,880
TOTAL	94,53,74,880

- 18.2.3 Pursuant to the Demerger and the subsequent Amalgamation, TCL will stand dissolved without winding up.

- 18.2.4 Pursuant to the Scheme, the Company shall issue shares to the shareholders of TCL, except TCPL. Therefore there will be no change to the capital structure of TBFL pursuant to the effectiveness of the Scheme.

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19. Detail of capital restructuring

- 19.1 The existing shareholding of the Company in TCL shall stand cancelled and extinguished in accordance with Clause 20 of the Scheme.
- 19.2 Further, the authorised share capital of TCL shall stand transferred to and combined with the authorised share capital of the Company, as more specifically provided in paragraph 10.1.11 above.

20. Detail of debt restructuring

There shall be no debt restructuring of the Company, TCL or TBFL pursuant to the Scheme.

21. Details of availability of the following documents for obtaining extracts from or making or obtaining copies

All documents/information required to be hosted on the website of the Company in terms of the SEBI Scheme Circular a can be accessed at <https://www.tataconsumer.com/investors/scheme-of-amalgamation/tc-tcplb-with-tcpl>
The following documents will be available for obtaining extract from or for making or obtaining copies of or for inspection by the equity shareholders of the Company at its Registered Office at 1, Bishop Lefroy Road Kolkata - 700020, West Bengal between 10:00 a.m. to 1:00 p.m. on any working day (except Saturdays, Sundays and Public Holidays) up to the date of the Meeting:

- (i) The copy of the order passed by the Kolkata Bench of the NCLT in Company Application C.A. (CAA) No. 110 of 2022, dated September 07, 2022 as amended vide order dated September 19, 2022, directing the Company to convene the Tribunal Convened Meeting and allowing dispensation of secured and unsecured creditors' meetings;
- (ii) Copy of the Scheme;
- (iii) Copies of the Memorandum of Association and Articles of Association of the Company;
- (iv) Copies of the latest audited financial statements of the Company and TCL including consolidated financial statements and latest unaudited financial statements of TBFL;
- (v) Special purpose condensed standalone financial statements of the Company, TCL and TBFL, each as on June 30, 2022;
- (vi) Register of Directors' and KMPs and their shareholding of the Company;
- (vii) Copy of the Valuation Report dated March 29, 2022 issued jointly by SSPA & CO, Independent Chartered Accountants & Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/06/2020/126) and PwC Business Consulting Services LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158) along with addendum dated April 27, 2022 to the said valuation report;
- (viii) Copy of the Fairness Opinion Certificate dated March 29, 2022 issued by Kotak Mahindra Capital Company Limited, a SEBI Registered Category I Merchant Banker, to TCPL;
- (ix) The certificates issued by Statutory Auditors of the Company, TCL and TBFL to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act;
- (x) Complaint Reports;
- (xi) Copy of the report adopted by the Board of Directors of the Company, explaining effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders and laying out the share entitlement ratio for the scheme and the valuation difficulties, if any;
- (xii) Copy of Form No. GNL-1 filed by the Company, with the concerned Registrar of Companies along with challan, evidencing filing of the Scheme.

There are no contracts or agreements that are material to the arrangement proposed under the Scheme.

22. Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities in relation to the Scheme

- 22.1 The equity shares of the Company are listed on BSE, NSE and CSE. NSE was appointed as the designated stock exchange by the Company for the purpose of coordinating with SEBI, pursuant to the SEBI Scheme Circular. The Company has received observation letter regarding the Scheme from NSE on June 07, 2022, from BSE on June 08, 2022 and from CSE on June 09, 2022. In terms of the observation letters, NSE, BSE and CSE conveyed their no adverse observations/no objection to the Scheme. Copy of the observation letters dated June 07, 2022, June 08, 2022 and June 09, 2022 as received from BSE, NSE and CSE are enclosed as **Annexure 4A**, **Annexure 5A** and **Annexure 6A** respectively. The GDRs of the Company are listed on the London Stock Exchange and the Luxembourg Stock Exchange.
- 22.2 The equity shares of TCL are listed on BSE and NSE. NSE was appointed as the designated stock exchange by TCL for the purpose of coordinating with SEBI, pursuant to the SEBI Scheme Circular. TCL has received observation letter regarding the Scheme from NSE on June 07, 2022, from BSE on June 08, 2022. In terms of the observation letters, NSE and BSE conveyed their no adverse observations/no objection to the Scheme.
- 22.3 As required by the SEBI Scheme Circular, the Company has filed its Complaints Report with NSE, BSE and CSE on May 04, 2022, May 02, 2022 and May 02, 2022, respectively. The reports filed to indicate that the Company has not received any complaints. A copy of the complaints report filed by the Company with BSE, CSE and NSE and are enclosed as **Annexure 7A**, **Annexure 7B** and **Annexure 7C** respectively.
- 22.4 As required by the SEBI Scheme Circular, TCL has filed its Complaints Report with NSE and BSE on May 04, 2022 and May 02, 2022, respectively. The reports filed indicate that TCL has received nil complaints.
- 22.5 The Company does not have any unsecured creditors. Further, the Company has obtained consents by way of consent affidavits from its unsecured creditors constituting 92.30% in value, which constitutes the requisite majority in terms of the Act.
- 22.6 TCL and TBFL have obtained consents by way of consent affidavits from the requisite majority of their respective unsecured creditors as on March 31, 2022. Further, TBFL has obtained consents by way of consent affidavits from the each of its equity and preference shareholders as on March 31, 2022.
- 22.7 The Scheme was filed by the Company with the Kolkata Bench of the NCLT on July 13, 2022. The Kolkata Bench of NCLT has vide Order dated September 07, 2022 as amended vide Order dated September 19, 2022:
- (i) given directions to convene Meeting of the equity shareholders of the Company;
 - (ii) mentioned that there being no secured creditors of the Company, the dispensation of the meeting of the secured creditors of the Company does not arise; and
 - (iii) granted dispensation for holding meeting of the unsecured creditors of the Company since the Company has obtained consents by way of consent affidavits from the requisite majority of its unsecured creditors as on March 31, 2022.
- 22.8 The Scheme was filed by TCL and TBFL with the Bengaluru Bench of the NCLT on July 13, 2022. The matter is currently pending before the Bengaluru Bench. TCL and TBFL have sought dispensation for holding meetings of respective unsecured creditors (*in view of consents being obtained by way of consent affidavits by them from the requisite majority of their respective unsecured creditors as on March 31, 2022*) and secured creditors (*in view of TCL and TBFL having nil secured creditors as on March 31, 2022*). Further, TBFL has sought dispensation for holding meetings of its equity and preference shareholders (*in view of consents being obtained by way of consent affidavits from the requisite majority of its equity and preference shareholders as on March 31, 2022*).
- 22.9 Further, in view of the Company and TCL being listed entities, the Scheme is subject to approval by the requisite majority of the public shareholders of the Company and TCL, as set out under SEBI Scheme Circular. For this purpose the term “**public**” shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulation) Rules, 1957 and the term “**public shareholders**” shall be construed accordingly. The SEBI Scheme Circular provides that “the Scheme of Arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.” Further, the Scheme is also subject to the subsequent sanction by the Kolkata and Bengaluru Benches of NCLT.
- 22.10 The Scheme is conditional and subject to necessary sanctions and approvals as set out in the Scheme.

TATA CONSUMER PRODUCTS

23. Other details provided to SEBI

23.1 Details as submitted to SEBI/Stock Exchanges and which are required to be provided under applicable law as a part of the explanatory statement, form part of this explanatory statement and can be accessed at the website of the Company at <https://www.tataconsumer.com/investors/scheme-of-amalgamation/tc-tcplb-with-tcpl>

23.2 Details of capital evolution of the Company, TCL and TBFL - The same has been enclosed as **Annexures 19A, 19B and 19C** respectively.

23.3 Financial details of the Company and TCL for the previous 3 years

Relevant details for the Company is available at <https://www.tataconsumer.com/investors/investor-information/annual-reports>

Relevant details for TCL are available at <https://tatacoffee.com/investors/overview>

24. Abridged prospectus of the unlisted company involved in the Scheme

Information pertaining to TCPL Beverages & Foods Limited, the unlisted company involved in the Scheme, in the format specified for the abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, is enclosed as **Annexure 14**.

Based on the above and considering the rationale and benefits of the Scheme, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommends the Scheme for approval of the shareholders. The Directors and KMPs, as applicable, of the Company and of TCL and TBFL, and their relatives do not have any concern or interest, financially or otherwise, in the Scheme, except as shareholders, in general.

This statement may be treated as an Explanatory Statement under Sections 230(3) and 102 and any other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Dated at this 30th day of September, 2022

Sd/-

Shaunak Mitra, Advocate

Chairperson appointed for the Meeting

Registered Office:

Tata Consumer Products Limited

1, Bishop Lefroy Road,

Kolkata - 700020, West Bengal

CIN: L15491WB1962PLC031425

**COMPOSITE SCHEME OF ARRANGEMENT
AMONGST**

TATA CONSUMER PRODUCTS LIMITED

AND

TATA COFFEE LIMITED

AND

TCPL BEVERAGES & FOODS LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**UNDER SECTIONS 230-232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES
ACT, 2013**

SCHEME OF ARRANGEMENT

1. PREAMBLE

1.1 This composite scheme of arrangement ("**Scheme**", *more particularly defined hereinafter*) is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act (*as defined hereinafter*) amongst Tata Consumer Products Limited ("**TCPL**"), Tata Coffee Limited ("**TCL**"), TCPL Beverages & Foods Limited ("**TBFL**") and their respective shareholders and creditors.

1.2 The Scheme (*as defined hereinafter*), *inter alia*, provides for:

- (a) as a first step, the demerger of the Demerged Undertaking (*as defined hereinafter*) (comprising of the Plantation Business (*as defined hereinafter*)) of TCL into TBFL and in consideration, the consequent issuance of equity shares by TCPL (as the holding company of TBFL) to all the shareholders of TCL (other than TCPL) in accordance with the Share Entitlement Ratio (*as defined hereunder*), pursuant to the provisions of Section 2(19AA) read with Section 2(41A) and other relevant provisions of the IT Act (*as defined hereinafter*) ("**Demerger**");
- (b) as a second step, followed immediately by the amalgamation of TCL (comprising the Remaining Business of TCL (*as defined hereinafter*)) with TCPL and in consideration, the consequent issuance of equity shares by TCPL to all the shareholders of TCL (other than TCPL) in accordance with the Share Exchange Ratio (*as defined hereunder*), pursuant to the provisions of Section 2(1B) and other relevant provisions of the IT Act (*as defined hereinafter*) ("**Amalgamation**"); and
- (c) various other matters consequential or otherwise integrally connected therewith;

each in the manner as more particularly described in this Scheme.

2. BACKGROUND AND DESCRIPTION OF THE COMPANIES

2.1 Tata Consumer Products Limited ("**TCPL**") was incorporated on October 18, 1962 under the provisions of the Companies Act, 1956, and is a public limited company within the meaning of the Act, having CIN: L15491WB1962PLC031425. Its registered office is at 1, Bishop Lefroy Road Kolkata - 700020, West Bengal. TCPL along with its subsidiaries, joint ventures and associates is *inter alia* engaged in the business of manufacturing, marketing, distribution and/ or sales of consumer products, with offerings across food and beverage categories which includes tea, coffee, water and ready-to-drink beverages and is also engaged in the business of out-of-home retail which includes concept and premium cafes. The equity shares of TCPL are listed on NSE, BSE and CSE (*as defined hereinafter*) and its global depositary receipts are listed on the London Stock Exchange and the Luxembourg Stock Exchange.

2.2 Tata Coffee Limited ("**TCL**") was incorporated on November 19, 1943 under the provisions of the Companies Act, 1913, and is a public limited company within the meaning of the Act having CIN: L01131KA1943PLC000833. Its registered office is at Pollibetta-571215 Kodagu, Karnataka. TCL is a subsidiary of TCPL. TCL, along with its subsidiaries joint ventures and associates is *inter alia* engaged in the plantation business of cultivation, curing and processing of coffee, tea, pepper and allied plantation products and in manufacture and sale of instant, soluble coffee powders and branded coffee products. The equity shares of TCL are listed on NSE and BSE.

2.3 TCPL Beverages & Foods Limited ("**TBFL**") was incorporated on February 25, 2022 under the provisions of the Act, and is a public limited company within the meaning of the Act having CIN: U15400KA2022PLC158373. Its registered office is at Kirloskar Business Park, Block C, 3rd & 4th Floor, New Airport Road, Hebbal, Bangalore - 560024, Karnataka. TBFL is a wholly owned subsidiary of TCPL. The main objects of TBFL include, *inter alia*, to carry on the business of manufacturing, trading, producing, cultivating and selling beverages and foods of all kind and of cultivating coffee, tea, etc..

3. RATIONALE AND OBJECTIVE OF THE SCHEME

3.1 TCPL is currently engaged in a consumer product business, with a food and beverage portfolio, with operations across the globe. The operations of TCL and its subsidiaries are substantially in instant coffee extraction, branded coffee and plantation businesses. TCL is currently a subsidiary of TCPL. The Scheme is being proposed with a view to simplifying the management and operational structures of the Companies (*as defined hereinafter*) in order to increase efficiencies and generate synergies.

3.2 The proposed Scheme would be in the best interest of the Companies and their respective shareholders, employees, creditors and other stakeholders as the proposed restructuring pursuant to this Scheme is expected, *inter alia*, to result in the following benefits:

Benefits of the Demerger

- (a) Creating a dedicated plantation vertical with focused attention on the plantation business, which will enable increased efficiencies and generate synergies amongst the various plantation businesses wholly or partly owned by TCPL and better resource allocation, resulting in enhancement of shareholders' value.
- (b) The shareholders of TCL (other than TCPL) will be allotted shares of TCPL and therefore will be shareholders of a larger branded consumer products business with multiple growth avenues and at the same time, will continue to participate in the plantation business.
- (c) The profile, operations, management risk and return associated with the Plantation Business is distinct from that of the Remaining Business and therefore the Scheme would lead to sharper focus on both the businesses.

Benefits of the Amalgamation

- (a) Integration of TCL and TCPL's extraction business activities under a single entity through the amalgamation will result *inter alia* in focused management attention, operational efficiencies, revenue and cost synergies including from commonality of customers, sales and supply chain opportunities through enhanced geographical reach with a wider variety of product offerings which will help in gaining market share, optimization of capital, operational (including promotion) expenditure, leveraging sales and distribution network and simplification of overlapping infrastructure.
- (b) The amalgamation of TCL with TCPL would bring about synergy of operations and benefit of scale and additionally, the legal and regulatory compliances of both the listed entities will be unified and streamlined.
- (c) The amalgamation will enable efficient consolidation of ownership interests in the international branded business owned by TCPL and TCL which will result in cost benefits, higher operating and other efficiencies.

3.3 Therefore, in view of the above, the implementation of the Scheme will result in the following benefits:

- (a) Dedicated and specialized management focus on the specific needs of the respective businesses.
- (b) Having one listed company for consumer and related businesses and convergence of minority interests from TCL into TCPL.
- (c) Benefit to all the stakeholders of TCPL, TCL and TBFL, leading to opportunity for growth and value creation in the long run and maximizing the value and returns to the shareholders.
- (d) Unified approach on customer engagement, distribution and supply chain management would lead to operational and financial efficiencies in all these functions.

4. PARTS OF THE SCHEME

4.1 The Scheme is divided into following parts:

- (a) **Part A** deals with the definitions, interpretation and share capital structure of the Companies;
- (b) **Part B** deals with transfer and vesting of the Demerged Undertaking (*as defined hereinafter*) from TCL into TBFL and matters incidental thereto;
- (c) **Part C** deals with the Amalgamation of the Transferor Company (*as defined hereinafter*) into the Transferee Company (*as defined hereinafter*), the consequent dissolution, without winding up, of the Transferor Company and matters incidental thereto; and
- (d) **Part D** deals with the general terms and conditions applicable to the Scheme.

4.2 This Scheme also provides for various other matters consequential, incidental or otherwise integrally connected therewith.

PART A - DEFINITIONS, INTERPRETATION AND SHARE CAPITAL

5. DEFINITIONS

5.1 In this Scheme, unless inconsistent with the subject or context, (i) capitalized terms defined by inclusion in quotations and/or the parenthesis have the meaning so ascribed; and (ii) the following expressions shall have the meanings respectively assigned against them:

- (a) “**Act**” means the Companies Act, 2013, the rules and/ or regulations made thereunder and shall include any statutory modification(s) or re-enactment(s) thereof for the time being in force;
- (b) “**Applicable Law**” means (i) any applicable statute, enactment, law, bye-laws, regulation, ordinance, rule, judgment, order, decree, policy, clearance, approval, directive, guideline, press notes, requirement of any applicable country and/ or jurisdiction; (ii) writ, injunction, directions, directives, judgement, arbitral award, decree, orders or approvals of, or agreements with, any Governmental Authority, in each case having the force of law, and that is binding or applicable to a person, whether in effect as of the date on which this Scheme has been approved by the Boards or at any time thereafter;
- (c) “**Appointed Date**” means the same date as the Effective Date or such other date as may be mutually agreed by the Companies;
- (d) “**Board**” in respect of a Company means the board of directors of such Company in office at the relevant time, and, unless it is repugnant to the context, shall include a committee duly constituted and authorized thereby;
- (e) “**BSE**” means the BSE Limited;
- (f) “**CIN**” means Corporate Identity Number;
- (g) “**CSE**” means the Calcutta Stock Exchange Limited;
- (h) “**Companies**” means TCPL, TCL and TBFL collectively, and “**Company**” shall mean any one of them as the context may require;
- (i) “**Demerged Undertaking**” means the entire Plantation Business as a going concern, including all its undertaking, activities, operations and properties, wheresoever situated, employees and all its Liabilities and obligations, of whatsoever nature and kind, in each case pertaining to the Plantation Business and including, but not in any way limited to the following:
 - (i) all immovable properties and rights thereto i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed,

right of way, tenancies or otherwise) including estates, buildings, warehouses, offices, structures, workshop, roads, drains and culverts, civil works, foundations for civil works, benefits of any rental agreement for use of premises, share of any joint assets etc., which immovable properties are currently being used for the purposes of and in relation to the Plantation Business (including freehold and leasehold properties in Karnataka, Tamil Nadu, and Kerala, details of which are specified in Schedule I of this Scheme), whether or not recorded in the books of accounts of TCL, and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of rental agreements for lease or license or other rights to use of premises, in connection the said immovable properties;

- (ii) all assets, as are movable in nature and pertaining to and in relation to the Plantation Business, whether present or future or contingent, tangible or intangible including goodwill, whether recorded in the books or not or in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, capital work in progress, furniture, fixtures, fixed assets, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventories (including biological assets), agricultural produce, stock in trade, stores and spares, packing material, raw material, tools and plants), actionable claims, current assets, earnest monies and sundry debtors, prepaid expenses, bills of exchange, promissory notes, outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables, funds (including Demerged Undertaking Funds), investments in mutual funds, cash and bank balances and deposits, including accrued interest thereto with government, semi-government, local and other authorities and bodies, banks, customers and other persons, interest accrued thereon, reserves, provisions, funds, benefits of all agreements, bonds or pass through certificates, the benefits of any insurances, bank guarantees, performance guarantees and letters of credit;
- (iii) all permits, licenses, grants (including government grants), permissions, right of way, approvals, authorisations, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, privileges, memberships, allotments, quotas, no objection certificates, exemptions, pre-qualifications, bid acceptances, incentives / concessions (including export and tax incentives/ concessions), subsidies, tax deferrals, and exemptions and other benefits (in each case including the benefit of any applications made for the same), income tax benefits and exemptions including the right to deduction for the residual period, i.e., for the period remaining as on the Appointed Date out of the total period for which the deduction is available under Applicable Law, if any, liberties and advantages, approval for commissioning of project and other licenses or clearances granted/ issued/ given by any Governmental Authority, organizations or companies, including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain to the Plantation Business;
- (iv) all contracts, agreements, purchase orders/ service orders, operation and maintenance contracts, memoranda of understanding/ undertakings/ agreements, memoranda of agreed points, minutes of meetings, bids, tenders, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, equipment purchase/ lease/ license agreements, tenancy rights, agreements/ panchnamas for right of way, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, trade union agreements, settlements, collective bargaining schemes, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, assurances, claims and benefits thereunder pertaining to the Plantation Business;
- (v) all insurance policies, to the extent pertaining to the Plantation Business;

- (vi) all intellectual property rights (whether owned, licensed or otherwise and whether registered or unregistered), applications (including hardware, software, licenses, parameterisation and scripts), registrations, licenses, goodwill, trademarks, trade and business names, rights in logos, trade dress, geographical indication, service marks, copyrights, moral rights and related rights, patents, project designs, marketing authorization, approvals, marketing intangibles, permits, permissions, incentives, privileges, special status, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and other benefits (in each case including the benefit of any applications made for the same) and all such rights of whatsoever description and nature, and whether subsisting now or in the future, having equivalent or similar effect to the rights referred to above, in each case pertaining to the Plantation Business;
 - (vii) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by TCL and pertaining to the Plantation Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by TCL and pertaining to the Plantation Business;
 - (viii) all tax related assets/credits, including but not limited to GST input credits, service tax input credits, taxes withheld/ paid in a foreign country, self-assessment tax, regular tax, minimum alternate tax, dividend distribution tax, securities transaction tax, deferred tax assets/ liabilities, accumulated losses under the IT Act and allowance for unabsorbed depreciation under the IT Act, losses brought forward and unabsorbed depreciation as per the books of account, tax refunds (excluding corporate tax refunds), rights of any claim not made in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made and any interest thereon, with regard to any law, act or rule or scheme made by the Governmental Authority enjoyed by TCL and pertaining to the Plantation Business;
 - (ix) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information, and all other books and records, whether in physical or electronic form that form part of the Plantation Business;
 - (x) all Liabilities of TCL pertaining to the Plantation Business;
 - (xi) employees (including workmen) of TCL employed in or in relation to the Plantation Business as on the Effective Date (i.e. Demerged Undertaking Employees), including liabilities and obligations of TCL with regard to the said employees, as applicable to such employees immediately prior to the Effective Date, under terms of employment including settlement agreements with TCL, if any, including in the event of resignation, death, disablement, retirement, retrenchment, redundancy or otherwise; and
 - (xii) all legal proceedings, including quasi-judicial, arbitral and other proceedings, of whatsoever nature that pertain to the Plantation Business.
- (j) **“Demerged Company” / “Transferor Company”** means TCL, a public limited company incorporated under the Companies Act, 1913, having CIN: L01131KA1943PLC000833 and having its registered office at Pollibetta - 571215 Kodagu, Karnataka;

- (k) **“Demerged Undertaking Employees”** shall have the meaning set out in Clause 9.6.1;
- (l) **“Demerged Undertaking Funds”** shall have the meaning set out in Clause 9.6.3;
- (m) **“Effective Date”** means the date which will be the first day of the month following the month in which the Companies mutually acknowledge in writing that the last of the conditions and matters referred to in Clause 29.1 have occurred or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme. References in this Scheme to date of ‘coming into effect of the Scheme’ or ‘effectiveness of the Scheme’ shall be construed accordingly;
- (n) **“Encumbrance”** or to **“Encumber”** means without limitation (i) any options, claim, pre-emptive right, easement, limitation, attachment, restraint, mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance or interest of any kind securing, or conferring any priority of payment in respect of any obligation of any person, including any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Law, including any option or right of pre-emption, public right, common right, easement rights, any attachment, restriction on use, transfer, receipt of income or exercise of any other attribute of ownership, right of set-off and/ or any other interest held by a third party; (ii) any voting agreement, conditional sale contracts, interest, option, right of first offer or transfer restriction; (iii) any adverse claim as to title, possession or use; and/ or (iv) any agreement, conditional or otherwise, to create any of the foregoing;
- (o) **“GST”** means goods and services tax and shall include any statutory modifications, re-enactments or amendments thereof and the rules made thereunder, for the time being in force;
- (p) **“Governmental Authority”** means any supra-national, national, state, provincial, local or similar governmental, statutory, regulatory, administrative authority, agency, commission, legislative body, departmental or public body or authority, board, branch, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders, in each case having the force of law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law, or any stock exchange of India or any other country including the Registrar of Companies, Regional Director, Competition Commission of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges, National Company Law Tribunal, and such other sectoral regulators or authorities as may be applicable;
- (q) **“Indian Accounting Standards”** means the applicable accounting principles as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 and shall include any statutory modifications, re-enactments or amendments thereof;
- (r) **“IT Act”** means the Income Tax Act, 1961 and shall include any statutory modifications, re-enactments or amendments thereof and the rules made thereunder, for the time being in force;
- (s) **“Liabilities”** means all debts, liabilities (including contingent liabilities, and obligations under any licenses or permits or schemes), duties, taxes, obligations and undertakings of every kind or nature, of any description whatsoever whether present or future, and howsoever raised or incurred or utilized along with any charge, encumbrance, lien or security thereon;
- (t) **“National Company Law Tribunal”** or **“NCLT”** means the National Company Law Tribunal at Kolkata which has jurisdiction over TCPL and the National Company Law Tribunal at Bengaluru which has jurisdiction over TCL and TBFL and/ or the National Company Law Appellate Tribunal as constituted and authorized as per the provisions of the Act for approving any scheme of arrangement, compromise or reconstruction of companies under Sections 230 to 232 of the Act and shall include, if applicable, such other

forum or authority as may be vested with the powers of a tribunal for the purposes of Sections 230 to 232 of the Act as may be applicable;

- (u) “**NSE**” means National Stock Exchange of India Limited;
- (v) “**Plantation Business**” means the business of TCL relating to the cultivation, curing, processing, manufacture and sale of tea, coffee, pepper and other plantation crops including other plantation allied business and the roast and ground coffee facility in Kushalnagar works;
- (w) “**Record Date**” means a mutually agreed date to be fixed by the respective Boards of the Companies for the purposes of determining the shareholders of TCL to whom equity shares would be allotted pursuant to the Demerger and the Amalgamation in accordance with Clause 13.1 and Clause 20.1, respectively;
- (x) “**Registrar of Companies**” / “**RoC**” means the Registrar of Companies at Kolkata, West Bengal and Registrar of Companies at Bengaluru, Karnataka, as applicable;
- (y) “**Remaining Business**” means any undertakings, financial assets, investments (including in subsidiaries, associates, joint ventures, whether in India or abroad), businesses, activities, properties and operations of TCL other than those comprised in the Demerged Undertaking, including for the avoidance of doubt, the instant coffee extraction and branded business of TCL and its related operations, together with all assets, rights, approvals, licenses, receivables, employees, liabilities, legal proceedings, debt, outstandings, duties and obligations, as a going concern, including the investments held by TCL in Tata Coffee Vietnam Company Limited and Consolidated Coffee Inc.;
- (z) “**Resulting Company(ies)**” means TBFL and TCPL, as applicable in accordance with Section 2(19AA) read with Section 2(41A) of the IT Act;
- (aa) “**Rupees**” or “**Rs**” or “**INR**” means Indian rupees. being the lawful currency of Republic of India;
- (bb) “**Scheme**” or “**the Scheme**” or “**this Scheme**” means this composite scheme of arrangement in its present form as submitted to NCLT or this Scheme with such modification(s), if any, made in accordance with the provisions hereof;
- (cc) “**SEBI**” means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;
- (dd) “**SEBI Scheme Circular**” means the master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 issued by SEBI on November 23, 2021 or any other circulars issued by SEBI applicable to schemes of arrangement from time to time;
- (ee) “**Share Entitlement Ratio**” shall have the meaning set out in Clause 13.1;
- (ff) “**Share Exchange Ratio**” shall have the meaning set out in Clause 20.1;
- (gg) “**Stock Exchanges**” means the BSE, NSE and CSE collectively;
- (hh) “**Tax**” or “**Taxes**” means and includes any tax, whether direct or indirect, including income tax (including withholding tax, dividend distribution tax), GST, excise duty, central sales tax, service tax, octroi, local body tax and customs duty, duties, charges, fees, levies, surcharge, cess or other similar assessments by or payable to Governmental Authority, including in relation to (i) income, services, gross receipts, premium, immovable property, movable property, assets, profession, entry, capital gains, municipal, interest, expenditure, imports, wealth, gift, sales, use, transfer, licensing, withholding, employment, payroll and franchise taxes; and (ii) any interest, fines, penalties, assessments or additions to Tax resulting from, attributable to or incurred in connection with any proceedings or late payments in respect thereof;
- (ii) “**TDS**” means tax deductible at source, in accordance with the provisions of the IT Act;

- (jj) “**Transferee Company**” means TCPL, a public limited company incorporated under provisions of the Companies Act, 1956, having CIN: L15491WB1962PLC031425 and having its registered office address at 1, Bishop Lefroy Road, Kolkata – 700020, West Bengal.

6. INTERPRETATION

- 6.1** All terms and words used but not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and other Applicable Law, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof for the time being in force.
- 6.2** References to clauses, recitals and schedules, unless otherwise provided, are to clauses, recitals and schedules of and to this Scheme.
- 6.3** The headings herein shall not affect the construction of this Scheme.
- 6.4** Unless the context otherwise requires, reference to any law or to any provision thereof shall include references to (i) any such law or to any provision thereof as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted; (ii) any law or any provision which replaces it, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision; (iii) all subordinate legislation made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated); and (iv) all statutory instruments or orders made pursuant to a statutory provision.
- 6.5** The singular shall include the plural and vice versa; and references to one gender include all genders.
- 6.6** Reference to days, months and years are to calendar days, calendar months and calendar years respectively.
- 6.7** Any reference to ‘writing’ shall include printing, typing, lithography and other means of reproducing words in visible form.
- 6.8** Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 6.9** References to a person include any individual, firm, body corporate (whether or not incorporated), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives body (whether or not having separate legal personality).

7. DATE OF TAKING EFFECT AND OPERATIVE DATE OF THE SCHEME

- 7.1** The Scheme set out herein in its present form or with any modification(s), in accordance with Clause 27, shall be effective from the Appointed Date and shall be operative from the Effective Date, only in the sequence and in the order mentioned hereunder:
- (a) Part B which provides for the Demerger of the Demerged Undertaking from TCL to TBFL, shall be operative prior to coming effect of Part C; and
 - (b) Part C which provides for the Amalgamation and vesting of the Remaining Business of TCL (upon Part B of the Scheme becoming effective) with and into TCPL, shall be operative immediately after coming into effect of Part B of the Scheme.

8. SHARE CAPITAL

- 8.1** The authorized, issued, subscribed and paid up share capital of TCL as on March 29, 2022 is as under:

TATA CONSUMER PRODUCTS

Share Capital	Amount (In Rs.)
<u>Authorized Share Capital</u>	
25,00,00,000 equity shares of Re. 1/- each	25,00,00,000
TOTAL	25,00,00,000
<u>Issued, Subscribed and Paid up Share Capital:</u>	
18,67,70,370 equity shares of Re. 1/- each	18,67,70,370
TOTAL	18,67,70,370

- 8.2 The authorized, issued, subscribed and paid up share capital of TCPL as on March 29, 2022 is as under:

Share Capital	Amount (In Rs.)
<u>Authorized Share Capital</u>	
125,00,00,000 equity shares of Re. 1/- each	125,00,00,000
TOTAL	125,00,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
92,15,51,715 equity shares of Re.1/- each	92,15,51,715
TOTAL	92,15,51,715

* The underlying equity shares against the 8,20,446 outstanding GDRs (on a 1:1 ratio) have been allotted in the name of the Depository.

** The Board of TCPL has approved the preferential issuance of 74,59,935 equity shares to Tata Enterprises (Overseas) AG, Zug, Switzerland in consideration for the shares held by it in Tata Consumer Products UK Group Limited, United Kingdom, in accordance with the Applicable Law and subject to the requisite approvals being obtained. Upon the approvals being obtained and the preferential issue being undertaken, the issued, subscribed and paid up equity share capital of TCPL will increase to the extent of the equity shares issued.

*** TCPL has implemented a Share Based Long Term Incentive Scheme, 2021, in terms of which certain performance share units are granted and are proposed to be granted in accordance with the terms thereof. The exercise of such performance share units may result in an increase in the issued and paid up share capital of TCPL.

- 8.3 The authorized, issued, subscribed and paid up share capital of TBFL as on March 29, 2022 is as under:

Share Capital	Amount (In Rs.)
<u>Authorized Share Capital</u>	
1,00,00,000 equity shares of Rs. 10/- each	10,00,00,000
1,00,00,000 Preference shares of Rs. 10/- each	10,00,00,000
TOTAL	20,00,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
50,000 Equity shares of Rs 10/- each	5,00,000
75,00,000 Optionally Convertible Redeemable Preference shares of Rs. 10/- each	7,50,00,000
TOTAL	7,55,00,000

* TBFL is a wholly owned subsidiary of TCPL.

** The board of TBFL approved the allotment of the preference shares to TCPL on March 29, 2022 simultaneously with the approval of the Scheme.

PART B - TRANSFER AND VESTING OF THE DEMERGED UNDERTAKING INTO TBFL

9. TRANSFER AND VESTING OF THE DEMERGED UNDERTAKING

Upon the coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this Scheme and Sections 230 to 232 of the Act and other applicable provisions of the Act, if any, all properties / assets (tangible and intangible assets including goodwill) and liabilities of the Demerged Undertaking will be transferred to TBFL at the values appearing in the books of accounts of TCL i.e. at book value of TCL immediately before the demerger, in accordance with Section 2(19AA) read with Section 2(41A) of the IT Act and pursuant to the sanction of the NCLT, the Demerged Undertaking shall, without any further act, instrument or deed, be demerged from TCL and stand transferred to and vested in or be deemed to be transferred to and vested in TBFL as a going concern, for the consideration provided in Clause 13.1 so as to become the business, comprising of estates, assets, liabilities, legal proceedings, properties, rights, title, interest and authorities (including accretions and appurtenances) of TBFL, by virtue of the Scheme and in the manner set out below. In accordance with Section 2(19AAA) of the IT Act, TCL shall be considered as the demerged company and in accordance with Section 2(41A) of the IT Act, TBFL and TCPL shall be considered as the Resulting Company(ies).

9.1 TRANSFER OF ASSETS

- 9.1.1 In respect of such of the assets of the Demerged Undertaking as are movable in nature (including cash, bank balances, units of mutual funds, shares and marketable securities) or incorporeal property or are otherwise capable of transfer by manual or constructive delivery and/ or by novation and/ or by endorsement and/or delivery and/ or by the operation of law pursuant to the NCLT sanction, the same shall stand transferred by TCL to TBFL pursuant to the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, if any, without requiring any deed or instrument of conveyance for transfer of the same, and shall become the property of TBFL as an integral part of the Demerged Undertaking absolutely and forever, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks, upon the Scheme becoming effective, with effect from the Appointed Date. These transfers shall happen at book values.
- 9.1.2 In respect of movable assets and properties other than those referred to in Clause 9.1.1 above, including but not limited to sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits, all kind of banking accounts including but not limited to current and saving accounts, term deposits, deposits with any Governmental Authorities or any other bodies and/ or customers or any other person, if any, forming part of the Demerged Undertaking, whether recoverable in cash or in kind or for value to be received, bank balances, etc., the same shall stand transferred to and vested in TBFL without any notice or other intimation to any third person in pursuance of the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law to the end and intent that the right of TCL to recover or realize the same stands transferred to TBFL, and that appropriate entries should be passed in their respective books to record the aforesaid change, without any notice or other intimation to such debtors, depositors or persons as the case may be. TBFL may, at its sole discretion but without being obliged, give notice in such form as it may deem fit and proper, to such person, as the case may be, that the said sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits and all kind of banking accounts stands transferred to and vested in TBFL and be paid or made good or held on account of TBFL as the person entitled thereto. These transfers shall happen at book values.
- 9.1.3 All the rights, title, interest, remedies, claims, rights of actions and authorities of TCL, in any immovable properties¹ including any freehold/ leasehold/ leave and license/ right of way, security deposits, accretions and appurtenances of TCL, forming part of the Demerged Undertaking, whether or not included in the books of TCL, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to or vested in TBFL on the same terms and conditions. The rights, title, interest and claims in any immovable property forming part of the

¹ Immovable properties include the properties of TCL, comprising of land and buildings, which are located in Tamil Nadu and are being used for the purposes of and in relation to the Plantation Business having a market value of Rs 41.55crs (Panchamallai Estates), Rs 64.94 crs (Pannimade Estate), Rs 65.08 crs (Uralikal Estate), Rs 61.78 crs (Velonie Estate) and Rs 69.60 crs (Valparai Estate) which are being specified herein for the purposes of Section 9 of the Indian Stamp Act, 1899 (as applicable to the State of Tamil Nadu) read with Notification No. II(2)/CTR/148(b)/2020 issued by the Commercial Taxes and Registration Department, Government of Tamil Nadu.

Demerged Undertaking shall stand transferred to TBFL either under the Scheme or by way of a separate conveyance or agreement without payment of consideration, at TBFL's discretion. TBFL shall upon the NCLT sanctioning the Scheme and upon this Scheme becoming effective, be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and taxes and fulfil all obligations in relation to or applicable to such immovable properties. Upon this Scheme becoming effective, the title to such properties shall be deemed to have been mutated and recognised as that of TBFL and the mere filing thereof with the relevant Governmental Authority, if and as may be required, shall suffice as record of continuing title with TBFL and shall be constituted as a deemed mutation and substitution thereof. TBFL shall subsequent to this Scheme becoming effective be entitled to the delivery and possession of all documents of title to such immovable property in this regard. It is hereby clarified that all the rights, title and interest of TCL in relation to the Demerged Undertaking in any leasehold properties shall without any further act, instrument or deed, be vested in or deemed to have been vested in TBFL. It is clarified that TBFL shall be entitled to engage in such correspondence and make such representations, as may be necessary for the purposes of the aforesaid mutation and/or substitution. For the purposes this Clause, the Board of the relevant Companies may, in their absolute discretion mutually decide the manner of giving effect to the transfer or vesting of the whole or part of the right, title and interest in all or any of the immovable properties along with any attendant formalities involved, including by way of execution of deed(s) of conveyance, assignment, transfer or rectification, in order to give effect to the objectives of the Scheme.

- 9.1.4 Upon the coming into effect of this Scheme and with effect from the Appointed Date, all intellectual property and rights thereto of TCL, anywhere in the world and whether owned, licensed or otherwise and whether registered or unregistered, along with all rights of commercial nature including attached goodwill, title, interest, quality certifications and approvals, trademarks, trade and business names, service marks, copy rights, moral rights and related rights, patents, project designs, marketing authorization, approvals, marketing intangibles, permits, permissions, incentives, privileges, special status, geographical indicators, domain names, designs, trade secrets, research and studies, technical knowhow and all such other industrial or intellectual rights of whatsoever nature and all other interests relating to the goods or services forming part of the Demerged Undertaking and which are subsisting or in effect immediately prior to the Effective Date, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, be transferred to and vested in or deemed to have transferred to or vested in TBFL without any further act, instrument or deed.
- 9.1.5 In so far as various incentives, subsidies, exemptions, remissions, reductions, export benefits, RoDTEP incentive, MEIS, transport marketing assistance (TMA), Tea Board subsidy, GST benefits, service tax benefits, all indirect tax related assets / credits, including but not limited to GST input credits, service tax input credits, value added/ sales tax/ entry tax credits or set-off, income tax holiday/ benefit/ losses / minimum alternative tax, unabsorbed depreciation and other benefits or exemptions or privileges enjoyed, granted by any Governmental Authority or by any other person, or availed of by TCL and any interest thereon, with regard to any law, act or rule or scheme made by, the Governmental Authority forming part of the Demerged Undertaking of TCL shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, without any further act, instrument or deed, in so far as they relate to the Demerged Undertaking, vest with and be available to TBFL on the same terms and conditions as if the same had been allotted and/ or granted and/ or sanctioned and/ or allowed to TBFL to the end and intent that the right of TCL to recover or realize the same, stands transferred to TBFL and that appropriate entries should be passed in their respective books to record the aforesaid changes.
- 9.1.6 For avoidance of doubt, in order to ensure the smooth transition and sales of products and inventory of TCL branded and/ or labelled and/ or packed in the name of TCL prior to the Effective Date insofar as they relate to the Demerged Undertaking, TBFL shall have the right to own, use, market, sell, exhaust or to in any manner deal with any such products and inventory (including packing material) pertaining to the Demerged Undertaking at manufacturing locations or warehouses or elsewhere, without making any modifications whatsoever to such products and /or their branding, packing or labelling. All invoices/ payment related documents pertaining to such products and inventory (including packing material) may be raised in the name of TBFL after the Effective Date.
- 9.1.7 Without prejudice to the fact that vesting of the Demerged Undertaking occurs automatically by virtue of this Scheme, it is clarified that in order to ensure (i) implementation of the provisions of the Scheme; (ii) uninterrupted transfer of the relevant consents, approvals, patents, permissions, licenses, registrations, certificates, etc.; and (iii) continued vesting of the benefits, exemptions

available to TCL in relation to the Demerged Undertaking in favour of TBFL, the Boards of TCL and TBFL may at their discretion and shall be deemed to be authorized to execute or enter into necessary discussions and documentations with any Governmental Authority or third parties, if applicable and the same shall be considered as giving effect to the sanction order of the NCLT(s) and shall be considered as an integral part of the Scheme.

9.2 TRANSFER OF LIABILITIES

- 9.2.1 Upon coming into effect of this Scheme and with effect from the Appointed Date, all Demerged Liabilities (*as defined herinafter*) whether or not recorded in the books of TCL, shall, under Sections 230 to 232 of the Act, and all other applicable provisions of Applicable Law, if any without any further act, instrument or deed be and stand transferred to and vested in and be deemed to have been transferred to and vested in TBFL, and the same shall be assumed by TBFL to the extent that they are outstanding as on the Effective Date so as to become the debts, duties, obligations, and liabilities of TBFL which it undertakes to meet, discharge and satisfy to the exclusion of TCL such that TCL shall in no event be responsible or liable in relation to the Demerged Liabilities transferred by TCL. Transfer of all recorded liabilities shall happen at book values.
- 9.2.2 The term “**Demerged Liabilities**” shall mean:
- (a) the Liabilities of TCL which arise out of the activities or operations of the Plantation Business;
 - (b) the specific loans or borrowings (including debentures, if any) raised, incurred and utilized for the activities or operations of the Plantation Business;
 - (c) in cases other than those referred to in Clause 9.2.2(a) or Clause 9.2.2(b) above, so much of the amounts of general or multipurpose borrowings, if any, of TCL, as standing in the same proportion which the value of the assets transferred pursuant to the Demerger bears to the total value of the assets of TCL immediately prior to the Appointed Date.
- 9.2.3 The Demerged Liabilities transferred to TBFL in terms of this Clause 9.2 hereof shall without any further act, instrument or deed, become loans and borrowings of TBFL, and all rights, powers, duties and obligations in relation thereto shall stand transferred to and vested in and shall be exercised by or against TBFL as if it had entered into such loans and incurred such borrowings. Thus, with effect from the Effective Date, the primary obligation to redeem or repay such Demerged Liabilities shall be that of TBFL.
- 9.2.4 Save as mentioned in this Scheme, no other term or condition of the Demerged Liabilities transferred to TBFL as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
- 9.2.5 Upon the coming into effect of this Scheme and with effect from the Appointed Date, TCL (or its successor entity) alone shall be liable, to perform all obligations in respect of all Liabilities pertaining to its Remaining Business and TBFL shall not have any obligations in respect of the debts, liabilities, duties and obligations of the Remaining Business. Further, upon the coming into effect of this Scheme and with effect from the Appointed Date, TBFL alone shall be liable to perform all obligations in respect of the Demerged Liabilities, which have been transferred to it in terms of this Scheme, and TCL shall not have any obligations in respect of such Demerged Liabilities.
- 9.2.6 The provisions of this Clause and that of Clause 9.3 below shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security documents, all of which instruments, deeds or writings shall be deemed to have been modified and/ or superseded by the foregoing provisions.
- 9.2.7 Upon the coming into effect of this Scheme, the borrowing limits of TBFL in terms of Section 180(1)(c) of the Act shall be deemed increased without any further act, instrument or deed to the equivalent of the aggregate borrowings forming part of the Liabilities transferred by TCL to TBFL pursuant to the Scheme. Such limits shall be incremental to the existing borrowing limits of TBFL.

9.3 ENCUMBRANCES

- 9.3.1 The transfer and vesting of the assets comprised in the Demerged Undertaking to and in TBFL under Clause 9.1 above shall be subject to the Encumbrances, if any, affecting the same as hereinafter provided.
- 9.3.2 In so far as the existing Encumbrances in respect of the Liabilities pertaining to the Demerged Undertaking are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Demerged Undertaking, which have already been Encumbered in respect of the Liabilities as transferred to TBFL pursuant to this Scheme. Provided that if any of the assets comprised in the Demerged Undertaking which are being transferred to TBFL pursuant to this Scheme have not been Encumbered in respect of such Liabilities pertaining to the Demerged Undertaking, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets.
- 9.3.3 The Scheme shall not operate to enlarge the Encumbrances in respect of the Liabilities of the Demerged Undertaking over the properties, assets, rights, benefits and interest of TBFL (as existing immediately prior to the effectiveness of the Scheme) nor shall TBFL be obliged to create any further or additional security after the Scheme has become effective or otherwise. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.
- 9.3.4 Subject to the other provisions of this Scheme, in so far as the assets forming part of the Demerged Undertaking are concerned, the Encumbrances over such assets, to the extent they relate to any loans or borrowings or debentures or other debt or debt securities of the Remaining Business of TCL, shall, as and from the Effective Date, without any further act, instrument or deed, stand released and discharged and shall no longer be available as Encumbrances in relation to those Liabilities of TCL pertaining to its Remaining Business (and which shall continue with TCL).
- 9.3.5 In so far as the assets of the Remaining Businesses are concerned, the Encumbrances over such assets, to the extent they relate to any loans or borrowings forming part of the Demerged Undertaking shall, without any further act, instrument or deed be released and discharged from such Encumbrances. The absence of any formal amendment which may be required by a bank and/ or financial institution or trustee or third party in order to effect such release shall not affect the operation of this Clause.
- 9.3.6 In so far as the existing Encumbrances in respect of the loans and other Liabilities relating to a Remaining Business are concerned, such Encumbrances shall, without any further act, instrument or deed be continued with TCL, only on the assets relating to the Remaining Business and the assets of the Demerged Undertaking shall stand released therefrom.
- 9.3.7 In so far as the existing Encumbrances over the assets and other properties of TBFL or any part thereof which relate to the Liabilities of TBFL prior to the Effective Date are concerned, such Encumbrance shall, without any further act, instrument or deed continue to relate to only such assets and properties and shall not extend or attach to any of the assets and properties of the Demerged Undertaking transferred to and vested in TBFL by virtue of the Scheme.
- 9.3.8 The foregoing provisions shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security documents, all of which instruments, deeds or writings shall be deemed to have been modified and/ or superseded by the foregoing provisions. Any reference in any security documents or arrangements (to which TCL is a party) to TCL and its assets and properties, which relate to the Demerged Undertaking, shall be construed as a reference to TBFL and the assets and properties of TCL transferred to TBFL by virtue of the Scheme.
- 9.3.9 Without prejudice to the provisions of the foregoing Clauses, TCL and TBFL may enter into and execute such other deeds, instruments, documents and/ or writings and/ or do all acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the Registrar of Companies to give formal effect to the provisions of this Clause and foregoing Clauses, if required.

9.4 PERMITS, CONSENTS, LICENSES

- 9.4.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, all permits, licenses, permissions, consents, quotas, authorization, right of way, approvals, clearances, benefits, export and tax incentives/ concessions, government grants, registrations, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, pre-qualifications, bid acceptances, issued to or granted to or executed in favour of TCL and the rights and benefits under the same, in so far as they relate to the Demerged Undertaking or which may be required to carry on the operations of the Demerged Undertaking, and the benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents acquired by TCL forming part of the Demerged Undertaking and which are subsisting or in effect immediately prior to the Effective Date, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, be transferred to and vested in or deemed to have transferred to or vested in TBFL; and the concerned licensors and grantors of such approvals, clearances, permissions, etc., shall endorse, where necessary, and record, in accordance with law, the name of TBFL as the successor entity, so as to empower and facilitate the approval and vesting of the Demerged Undertaking in TBFL and continuation of operations forming part of the Demerged Undertaking in TBFL without hindrance, and that such approvals, clearances and permissions shall remain in full force and effect in favour of or against TBFL, as the case may be, and may be enforced as fully and effectually as if, instead of TCL, TBFL had been a party or beneficiary or obligee thereto.
- 9.4.2 Until such permits and approvals are transferred, vested, recorded, effected and/or perfected in the record of the Governmental Authority, in favour of TBFL, TBFL shall be deemed to be authorized to carry on the business in the name and style of TCL and under the relevant license and/or permit and/or approval, in so far as they relate to the Demerged Undertaking, as the case may be. Upon coming into effect of this Scheme, the past track record of TCL *vis-à-vis* the Demerged Undertaking shall be deemed to be the track record of TBFL for all commercial and regulatory purposes.
- 9.4.3 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, pre-qualifications, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of TCL including by any Governmental Authority, including the benefits of any applications made for any of the foregoing, shall, subject to Applicable Law, in so far as they relate to the Demerged Undertaking, stand transferred to TBFL as if the same were originally given by, issued to or executed in favour of TBFL, and TBFL shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to TBFL. TBFL shall make necessary applications / file relevant forms to any Governmental Authority as may be necessary in this behalf.

9.5 BANK ACCOUNTS

- 9.5.1 On and from the Effective Date and thereafter, TBFL shall be entitled to operate all bank accounts of TCL, in relation to or in connection with the Demerged Undertaking, and realize all monies in relation to the Demerged Undertaking.
- 9.5.2 With effect from the Effective Date and till such time that the name of the bank accounts of TCL, in relation to or in connection with the Demerged Undertaking, have been replaced with that of TBFL, TBFL shall be entitled to operate the bank accounts of TCL, in relation to or in connection with the Demerged Undertaking, in the name of TCL in so far as may be necessary. All cheques and other negotiable instruments, pay orders, electronic fund transfers (such as NEFT, RTGS, etc.) received or presented for encashment which are in the name of TCL on or after the Effective Date, as applicable, in so far as the same forms part of the Demerged Undertaking prior to the Effective Date, shall be deemed to have been in the name of TBFL and credited to the account of TBFL, if presented by TBFL or received through electronic transfers and shall be accepted by the relevant bankers and credited to the accounts of TBFL. Similarly, the banker of TBFL shall honour all cheques/ electronic fund transfer instructions issued by TCL (in relation to the Demerged Undertaking) for payment prior to the Effective Date. TBFL shall be allowed to maintain bank accounts in the name of TCL for such time as may be determined to be necessary by TBFL for presentation and deposition of cheques and pay orders that have been issued in the name of TCL, in relation to or in connection with the Demerged Undertaking. It is hereby expressly clarified that any legal proceedings by or against TCL in relation to or in connection with the Demerged Undertaking, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment

which are in the name of TCL shall be instituted, or as the case may be, continued by or against TBFL on and after the Effective Date.

9.6 STAFF, EMPLOYEES (INCLUDING WORKMEN)

- 9.6.1 On the Scheme becoming effective, all the employees (including workmen) of TCL employed in or in relation to the Demerged Undertaking immediately prior to the Effective Date ("**Demerged Undertaking Employees**") shall be deemed to have become employees of TBFL, with effect from the Effective Date, in the same capacity as they were employed with TCL, without any break or interruption in their service and with the benefit of continuity of service, and the terms and conditions of their employment with TBFL shall not be less favourable than those applicable to them with reference to their employment in TCL immediately prior to the Effective Date and in compliance with the Applicable Law.
- 9.6.2 TBFL agrees that the past service of all Demerged Undertaking Employees shall be taken into account for the purpose of any retirement benefits that may be applicable to them in TCL immediately prior to coming into effect of this Scheme. TBFL further agrees that for the purpose of payment of any retrenchment or redundancy compensation, gratuity or other terminal benefits, as may be applicable, such past service with TCL shall also be taken into account and agrees to pay the same as and when payable in compliance with the Applicable Law.
- 9.6.3 On the Scheme becoming effective, insofar as the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created by TCL or existing for the benefit of the staff and employees of TCL are concerned, such proportion of the investments made in the funds and liabilities which are attributable/referable to the Demerged Undertaking Employees (collectively referred to as the "**Demerged Undertaking Funds**") shall be transferred to the similar funds created and/or nominated by TBFL and shall be held for their benefit pursuant to this Scheme, or at the sole discretion of TBFL, maintained as separate funds by TBFL. Pending the transfer as aforesaid, the Demerged Undertaking Funds may be continued to be deposited in the existing relevant funds of TCL. Without prejudice to the aforesaid, the Board of TBFL, if it deems fit and subject to Applicable Laws, shall be entitled to: (a) retain separate trusts or funds within TBFL for the erstwhile fund(s) of TCL; or (b) merge the pre-existing funds of TCL with other similar funds of TBFL; or (c) provision for the Demerged Undertaking Funds, in any other manner, as determined by TBFL, subject to the Applicable Law.
- 9.6.4 Further to the transfer of the Demerged Undertaking Funds, for all purposes whatsoever in relation to the administration or operation of such Demerged Undertaking Funds or in relation to the obligation to make contributions to the said funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, all rights, duties, powers and obligations of TCL in relation to the Demerged Undertaking as on the Effective Date in relation to such funds shall become those of TBFL.
- 9.6.5 In relation to any other fund (including any funds set up by the government for employee benefits) created or existing for the benefit of the Demerged Undertaking Employees, TBFL shall stand substituted for TCL, for all purposes whatsoever, including in relation to the obligation to make contributions to the said funds in accordance with the provisions of such scheme, funds, bye laws, etc. in respect of the Demerged Undertaking Employees. TBFL undertakes to abide by any agreement/ settlement, if any, entered into by TCL with any Demerged Undertaking Employee / union thereof.
- 9.6.6 In so far as the existing benefits or funds created by TCL for the employees other than Demerged Undertaking Employees, the same shall continue and TCL (or its successor entity) shall continue to contribute to such benefits or funds in accordance with the provisions thereof, and TBFL shall have no liability in respect thereof.

9.7 LEGAL PROCEEDINGS

- 9.7.1 Upon the coming into effect of this Scheme, if any suit, appeal, legal, taxation or other proceeding of whatever nature, (including before any statutory or quasi-judicial authority or tribunal), under Applicable Law, by or against TCL in relation to the Demerged Undertaking, whether pending on the Effective Date or which may arise or be instituted any time thereafter, and if such proceeding is capable of being continued by or against TBFL under the Applicable Law, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in

this Scheme, but the said suit, appeal or other legal proceedings shall be continued, prosecuted and enforced by or against TBFL, as the case may be, after the Effective Date, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against TCL as if this Scheme had not been made.

- 9.7.2 If any proceedings are taken against TBFL after the Effective Date in respect of the matters which are in relation to the Remaining Business and therefore the responsibility of TCL (or its successor entity), TBFL shall defend the same in accordance with the advice of TCL (or its successor entity), and at the cost of TCL (or its successor entity), and TCL (or its successor entity) shall reimburse and indemnify TBFL against all liabilities and obligations incurred by TBFL in respect thereof. If any proceedings are taken against TCL (or its successor entity) after the Effective Date in respect of the matters which are in relation to the Demerged Undertaking and therefore the responsibility of TBFL, TCL (or its successor entity) shall defend the same in accordance with the advice of TBFL, and at the cost of TBFL, and TBFL shall reimburse and indemnify TCL (or its successor entity) against all liabilities and obligations incurred by TCL (or its successor entity) in respect thereof.
- 9.7.3 All legal or other proceedings initiated by or against TCL (or its successor entity), as applicable, referred to in Clause 9.7.1 and 9.7.2 above in relation to the Demerged Undertaking shall stand transferred to the name of TBFL on and after the Effective Date and the same shall be continued, prosecuted and enforced by or against TBFL to the exclusion of TCL (or its successor entity). TCL (or its successor entity) undertakes to have all legal or other proceedings initiated by or against TBFL after the Effective Date which are in relation to the Remaining Business and therefore the responsibility of TCL transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against TCL (or its successor entity) to the exclusion of TBFL. TCL and TBFL shall make relevant applications in that behalf.

9.8 CONTRACTS, DEEDS, ETC.

- 9.8.1 Upon coming into effect of this Scheme and subject to the other provisions of this Scheme, all contracts, deeds, bonds, schemes, insurance, letters of intent, undertakings, subsisting purchase and service orders, arrangements, policies, agreements and other instruments, if any, of whatsoever nature forming part of the Demerged Undertaking, to which TCL is a party or to the benefit of which TCL is eligible and which is subsisting or having effect on the Appointed Date, shall without any further act, instrument or deed, continue in full force and effect against or in favour of TBFL and may be enforced by or against TBFL as fully and effectually as if, instead of TCL, TBFL had been a party thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any such contracts, deeds, bonds, agreements, schemes, arrangements and other instruments to give effect to the provisions of this Clause of the Scheme.
- 9.8.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that the vesting of the Demerged Undertaking occurs by virtue of the Scheme itself, TBFL may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if required under any Applicable Law or at its sole discretion enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations in order to give formal effect to the provisions of this Scheme. TBFL shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of TCL and to implement or carry out all formalities required to give effect to the provisions of this Scheme.
- 9.8.3 On and from the Effective Date, and thereafter, TBFL shall be entitled to complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of TCL, in the name of TCL in so far as may be necessary, in relation to the Demerged Undertaking, until the transfer of rights and obligations of TCL to TBFL under this Scheme has been given effect to under such contracts and transactions.
- 9.8.4 Without prejudice to the aforesaid, it is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets) or any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to a Demerged Undertaking which TCL owns or to which TCL is a party to, cannot be transferred to TBFL for any reason whatsoever:
- (a) TCL (or its successor entity) shall hold such asset or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of TBFL, insofar as it is permissible so to do, till such time as the transfer is effected;

- (b) TCL (or its successor entity) and TBFL shall, however, between themselves, treat each other as if that all contracts, deeds, bonds, agreements, schemes, tenders, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking had been transferred to TBFL on the Effective Date; and
- (c) TBFL shall perform or assist TCL (or its successor entity) in performing all of the obligations under those contracts, deeds, bonds, agreements, schemes, tenders, arrangements or other instruments of whatsoever nature, to be discharged after the Effective Date.

It is clarified that TCL (or its successor entity) and TBFL may enter into contracts or arrangements, as may be required to give effect to the provisions of this Clause 9.8.4 and such contracts or arrangements shall not be cancelled or rendered inoperative pursuant to Clause 9.8.5 below.

- 9.8.5 Notwithstanding any such mechanism or arrangement between TCL (or its successor entity) and TBFL, the said Companies agree that TCL (or its successor entity) shall upon effectiveness of the Scheme, (i) not be responsible for performance of any obligations or for any Liabilities whatsoever arising from or in relation to the Demerged Undertaking; and (ii) not be entitled to any rights or to receive any benefits whatsoever in relation to the Demerged Undertaking, the economic, financial, technical and operational responsibility and all related costs and expenses (direct and incurred), Liabilities and taxes in connection with the Demerged Undertaking, shall rest and be borne entirely and exclusively by TBFL after the Effective Date. TBFL shall promptly pay, indemnify and hold harmless TCL (or its successor entity) for and from any such costs and expenses, losses, damages, Liabilities and taxes or requirements under any contract(s) after the Effective Date if arising pursuant to the arrangement between TCL and TBFL under Clause 9.8.4.

10. VALIDITY OF EXISTING RESOLUTIONS

Upon the coming into effect of the Scheme, the resolutions, if any, of TCL relating to the Demerged Undertaking, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of TBFL.

11. TAXATION MATTERS

- 11.1. With effect from the Appointed Date and upon the Scheme becoming effective, the benefits of any tax credits (excluding corporate advance-tax/TDS) whether central, state, or local, availed in relation to the Demerged Undertaking and the obligations, if any (including the past period), for payment of taxes on any assets of the Demerged Undertaking shall be deemed to have been availed by TBFL, or as the case may be deemed to be the obligation of TBFL.
- 11.2. With effect from the Appointed Date and upon the Scheme becoming effective, all Taxes, duties, cess, receivables/payables by TCL relating to the Demerged Undertaking including all or any refunds (excluding income-tax refunds) /credits/GST input tax credits (excluding corporate advance-tax/TDS) /claims/tax losses/unabsorbed depreciation relating thereto shall be treated as the assets/liability or refunds (excluding income-tax refunds)/credits/ GST input tax credits (excluding corporate advance-tax/TDS) /claims/tax losses/unabsorbed depreciation, as the case may-be, of TBFL.
- 11.3. TCL and TBFL are expressly permitted to revise their tax returns, electronically or physically, after taking credit for taxes paid including TDS certificates/ returns, wealth tax returns, service tax, excise duty, sales tax, value added tax, GST, entry tax, cess, professional tax or any other statutory returns, if required, and shall be entitled to claim credit for advance tax paid, claim for sum(s) prescribed under Section 43B of the IT Act on payment basis, claim for deduction of provisions written back by TCL pertaining to Demerged Undertaking, previously disallowed in the hands of TCL under the IT Act, credit of tax under section 115JB read with section 115JAA of the IT Act, credit of foreign tax paid/withheld, if any, pertaining to Demerged Undertaking of TCL, consequent to implementation of this Scheme and where necessary to give effect to this Scheme, even if the prescribed time limit for filing or revising such returns have lapsed without incurring any liability on account of interest, penalty or any other sum to claim refunds, advance tax credits, GST, excise and service tax credits, set off, etc, on the basis of the accounts of the Demerged Undertaking of TCL, upon the coming into effect of this Scheme.

12. REMAINING BUSINESS OF THE DEMERGED COMPANY

- 12.1 The Remaining Business and all the assets, properties, rights, Liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by TCL (or its successor entity), and TBFL shall have no right, claim or obligation in relation to the Remaining Business of TCL pursuant to the Demerger.
- 12.2 All legal, taxation and other proceedings of whatever nature (including before any statutory or quasi-judicial authority or tribunal) by or against TCL with respect to the Remaining Business, under any statute, whether relating to the period prior to or after the Appointed Date and whether pending on the Appointed Date or which may be instituted in future, whether or not in respect of any matter arising before the Appointed Date and relating to the Remaining Business of TCL, (including those relating to any property, right, power, liability, obligation or duty of TCL in respect of the Remaining Business and any income tax related liabilities) shall be continued and enforced by or against TCL (or its successor entity), as applicable.

13. CONSIDERATION

- 13.1 Upon this Scheme becoming effective and in consideration of transfer and vesting of the Demerged Undertaking in TBFL in terms of this Scheme, TCPL, being the holding company of TBFL and accordingly, a Resulting Company in terms of Section 2(41A) of the IT Act, shall, without any further application, act or deed, issue and allot equity shares, credited as fully paid-up, to the members of TCL, except TCPL, holding fully paid up equity shares and whose names appear in the register of members, including register and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, of TCL, on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the Record Date in the following manner:

“1 (one) fully paid up equity share of Re. 1/- each of TCPL shall be issued and allotted for every 22 (twenty-two) fully paid up equity shares of Re. 1/- each held in TCL.” (“Share Entitlement Ratio”)

- 13.2 The consideration in the form of equity shares pursuant to Clause 13.1 above shall be issued and allotted to all the members of TCL, respectively, except TCPL, in demat form i.e. dematerialized shares into the account in which shares of TCL are held or such other account as is intimated in writing by the shareholders to TCL and/ or its registrar provided such intimation has been received by TCL and/or its registrar at least 7 (seven) days before the Record Date. All those shareholders who hold shares of TCL in physical form shall also receive the equity shares to be issued by TCPL, in dematerialized form provided the details of their account with the depository participant are intimated in writing to TCL and/ or its registrar provided such intimation has been received by TCL and/or its registrar at least 7 (seven) days before the Record Date. If no such intimation is received from any shareholder who holds shares of TCL in physical form 7 (seven) days before the Record Date, or if the details furnished by any shareholder do not permit electronic credit of the shares of TCPL, then such shares shall be kept in escrow or with a trustee nominated by the Board of TCPL for the benefit of such shareholders or shall be dealt with as provided under the Applicable Law and will be credited to the respective depository participant accounts of such shareholders as and when the details of such shareholder's account with the depository participant are intimated in writing to TCPL, if permitted under Applicable Law.
- 13.3 In the event of any increase in the issued, subscribed or paid up share capital of TCL or TCPL (other than any such increase contemplated or specified in this Scheme), issuance of any instruments convertible into equity shares or restructuring of their respective equity share capital including by way of consolidation, share split, issue of bonus shares, or other similar action, that occurs in accordance with the Applicable Law before the issuance of equity shares to the shareholders of TCL pursuant to Clause 13.1 above, the Share Entitlement Ratio, as applicable, may be appropriately adjusted to take into account the effect of such issuance or corporate actions and assuming conversion of any such issued instruments convertible into equity shares.
- 13.4 The equity shares to be issued and allotted by TCPL pursuant to Clause 13.1 above, shall be subject to the Scheme, the memorandum and articles of association of TCPL and Applicable Law and shall rank *pari passu* in all respects with the then existing equity shares of TCPL.
- 13.5 No shares shall be allotted in respect of fractional entitlements, by TCPL to which the members of TCL may be entitled on allotment of shares as per Clause 13.1. Fractional entitlements, if any, shall

be consolidated and thereupon allotted in lieu thereof to a trustee authorized by the Board of TCPL in this behalf who shall hold the shares in trust on behalf of the members of TCL, entitled to fractional entitlements with the express understanding that such person shall sell the shares of TCPL so allotted on the Stock Exchanges at such time or times and at such price or prices and to such person, as such person/ trustee deems fit but within a period of 90 (ninety) days from the date of allotment of such shares, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the members of TCL in proportion to their respective fractional entitlements. In case the number of such new shares to be allotted to a person authorized by the Board of TCPL by virtue of consolidation of fractional entitlements is a fraction, it shall be rounded off to the next higher integer.

- 13.6** In the event of there being any pending share transfers, whether lodged or outstanding, of any members of TCL, the Board of TCL shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in TCL, after the effectiveness of this Scheme. The Board of TCPL shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in TCPL on account of difficulties faced in the transaction period.
- 13.7** Without prejudice to the generality of Clause 13.1 above, the Board of TCPL shall, if and to the extent required, apply for and obtain any approvals from concerned Governmental Authority and undertake necessary compliance for the issue and allotment of equity shares, pursuant to Clause 13.1 of the Scheme.
- 13.8** The equity shares to be issued by TCPL, pursuant to Clause 13.1 above, in respect of any equity shares of TCL which are held in abeyance under Applicable Law (including the provisions of Section 126 of the Act) or which TCPL is unable to issue due to non-receipt of relevant approvals or due to Applicable Law or otherwise shall, pending allotment or settlement of dispute by order of NCLT or otherwise, be held in abeyance by TCPL.
- 13.9** Approval of this Scheme by the equity shareholders of TCPL shall be deemed to be the due compliance of the provisions of Sections 42 and 62 of the Act, and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the equity shares by TCPL to the members of TCL, pursuant to Clause 13.1, as on the Record Date, as provided in this Scheme and no separate approval from the shareholders to that extent shall be required to be sought for the matters specified in this Scheme.
- 13.10** The equity shares to be issued by TCPL to the members of TCL, pursuant to Clause 13.1 of this Scheme will be listed and/ or admitted to trading on the Stock Exchanges. TCPL shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the Applicable Law or regulations with the formalities of the said Stock Exchange. The equity shares of TCPL allotted pursuant to the Scheme shall remain frozen in the depositories system till listing and trading permission is given by the designated Stock Exchanges.

14. ACCOUNTING TREATMENT IN THE BOOKS OF THE COMPANIES

- 14.1** Upon the Scheme being effective and with effect from the Appointed Date, TCPL and TBFL shall account for the demerger including transfer of allocated reserves to TBFL all at book values, in accordance with Appendix C of Indian Accounting Standard - 103 on Business Combinations and other Indian Accounting Standards, as applicable, and notified under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India.
- 14.2** TCL shall, upon Scheme becoming effective, derecognise the assets and liabilities and transfer allocated reserves of the Demerged Undertaking vested in TBFL pursuant to this Scheme at their respective book values as on the Appointed Date with a corresponding debit to Capital Reserves, in terms of Indian Accounting Standards and accounting principles generally accepted in India.

15. CONDUCT OF DEMERGED COMPANY

- 15.1** Except as provided under this Scheme, from the date of the Scheme being approved by the Board of the Companies and up to the Effective Date.

- (a) TCL undertakes that it will preserve and carry on the business of the Demerged Undertaking in the ordinary course of business, consistent with past practice in good faith and in accordance with Applicable Law;
- (b) TCL shall not (i) sell, alienate, charge, hypothecate, encumber or otherwise deal with or dispose of the assets or any business or any part thereof or undertake any financial commitments of any nature whatsoever, except in the ordinary course of business; (ii) execute, amend, modify or terminate any contract, agreement, order, undertaking or understanding, which contract or modification thereof is material in nature; (iii) undertake any new business or substantially expand its existing business; or (iv) make any change in its share capital structures either by way of any increase, decrease, reduction, reclassification, sub-division or consolidation, re-organization or in any other manner, which would have the effect of re-organization of capital of TCL, in each case as specified in (i) to (iv) above, without the consent of TCPL and TBFL (acting through their respective Boards).

16. WRONG POCKET ASSETS

- 16.1** If any part of the Demerged Undertaking is not transferred to TBFL on the Effective Date pursuant to the Demerger, TCL (or its successor entity), shall take such actions as may be reasonably required to ensure that such part of the Demerged Undertaking is transferred to TBFL promptly and for no further consideration. TBFL shall bear all costs and expenses as may be incurred by TCL or its successor entity, subject to the prior written consent of TBFL, for giving effect to this Clause.
- 16.2** No part of the Remaining Business shall be transferred to TBFL pursuant to the Demerger. If any part of the Remaining Business is inadvertently held by TBFL after the Effective Date, TBFL shall take such actions as may be reasonably required to ensure that such part of the Remaining Business is transferred back to TCL (or its successor entity), promptly and for no consideration. TBFL shall bear all costs and expenses as may be required to be incurred by each of TCL (or its successor entity) or TBFL for giving effect to this Clause.
- 16.3** If TCL (or its successor entity) realizes any amounts after the Effective Date that form part of the Demerged Undertaking, it shall immediately make payment of such amounts to TBFL. It is clarified that all receivables relating to the Demerged Undertaking, relating to the period prior to the Effective Date, but received after the Effective Date, shall be paid to TBFL for no additional consideration. If TBFL realizes any amounts after the Effective Date that pertains to the Remaining Business, TBFL shall immediately pay such amounts to TCL (or its successor entity).
- 16.4** Given that TCL (consisting of the Remaining Business) will be amalgamated into TCPL immediately following the Demerger, in accordance with Part C below, it is hereby clarified that any action required to be undertaken by TCL after the effectiveness of the Scheme shall be discharged by TCPL as the successor entity of TCL pursuant to the Amalgamation of the Remaining Business.

PART C - AMALGAMATION OF TCL INTO TCPL

17. TRANSFER AND VESTING

Upon the coming into effect of the Scheme and with effect from the Appointed Date, but after the Demerger has been given effect to and subject to the provisions of this Scheme and Sections 230 to 232 of the Act and other applicable provisions of the Act, if any, the Transferor Company shall stand amalgamated into Transferee Company and the Remaining Business shall be and stand transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company at the values appearing in the books of accounts of the Transferor Company i.e. at book value immediately before the amalgamation, as a going concern, in terms of Sections 2(1B) of the IT Act, without any further act, instrument, deed, matter or thing for the consideration provided in Clause 20.1, so as to become, the business, undertaking, assets, estate, liabilities, legal proceedings, properties, right, title, interest and authorities (including accretions and appurtenances) of the Transferee Company by virtue of the Scheme and in the manner set out below.

17.1 TRANSFER OF ASSETS

- 17.1.1** In respect of such of the assets of the Transferor Company, in relation to the Remaining Business,

as are movable in nature (including cash, bank balances, units of mutual funds, shares, including shares and ownership rights held in any subsidiaries or joint ventures, and marketable securities) or incorporeal property or are otherwise capable of transfer by manual or constructive delivery and/ or by novation and/ or by endorsement and/ or delivery and/ or by the operation of law pursuant to the NCLT sanction, the same shall stand transferred by the Transferor Company to the Transferee Company pursuant to the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, if any, without requiring any deed or instrument of conveyance for transfer of the same, and shall become the property of the Transferee Company as an integral part of the Remaining Business absolutely and forever, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/ or financial institutions, upon the Scheme becoming effective, with effect from the Appointed Date. These transfers shall happen at book values.

- 17.1.2 In respect of movable assets and properties of the Transferor Company, in relation to the Remaining Business, other than those referred to in Clause 17.1.1 above, including but not limited to sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits, all kind of banking accounts including but not limited to current and saving accounts, term deposits, with any Governmental Authorities or any other bodies and/ or customers or any other person, whether recoverable in cash or in kind or for value to be received, bank balances, etc., the same shall stand transferred to and vested in the Transferee Company without any notice or other intimation to any third person in pursuance of the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law to the end and intent that the right of the Transferor Company to recover or realize the same stands transferred to the Transferee Company, and that appropriate entries should be passed in their respective books to record the aforesaid change, without any notice or other intimation to such debtors, depositors or persons as the case may be. The Transferee Company may, at its sole discretion but without being obliged, give notice in such form as it may deem fit and proper, to such person, as the case may be, that the said sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits and all kind of banking accounts stands transferred to and vested in the Transferee Company and be paid or made good or held on account of the Transferee Company as the person entitled thereto. These transfers shall happen at book values.
- 17.1.3 All the rights, title, interest, remedies, claims, rights of actions and authorities of the Transferor Company, in any immovable properties² including any freehold/ leasehold/ leave and license/ right of way, security deposits, accretions and appurtenances of the Transferor Company, in relation to the Remaining Business (including freehold and leasehold properties in Karnataka, Tamil Nadu, and Telengana, details of which are specified in Schedule II of this Scheme), whether or not included in the books of the Transferor Company, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to or vested in the Transferee Company on the same terms and conditions. The Transferee Company shall upon the NCLT sanctioning the Scheme and upon this Scheme becoming effective, be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and taxes and fulfil all obligations in relation to or applicable to such immovable properties. Upon this Scheme becoming effective, the title to such properties shall be deemed to have been mutated and recognised as that of the Transferee Company and the mere filing thereof with the relevant Government Authority, if and as may be required, shall suffice as record of continuing title with the Transferee Company and shall be constituted as a deemed mutation and substitution thereof. The Transferee Company shall subsequent to this Scheme becoming effective be entitled to the delivery and possession of all documents of title to such immovable property in this regard. It is hereby clarified that all the rights, title and interest of the Transferor Company in any leasehold properties shall without any further act, instrument or deed, be vested in or deemed to have been vested in the Transferee Company. It is clarified that the Transferee Company shall be entitled to engage in such correspondence and make such representations, as may be necessary for the purposes of the aforesaid mutation and/or substitution. For the purposes this Clause, the Board of the relevant Companies may, in their absolute discretion mutually decide the manner of giving effect to the transfer or vesting of

² Immovable properties include the properties of the Transferor Company, comprising of land and buildings, which are located in Tamil Nadu and are being used for the purposes of the Remaining Business, having a market value of Rs 46.63 crs (Instant Coffee factory at Theni) and Rs 15.61 crs (Property at Chennai), which are being specified herein for the purposes of Section 9 of the Indian Stamp Act, 1899 (as applicable to the State of Tamil Nadu) read with Notification No. II(2)/CTR/148(b)/2020 issued by the Commercial Taxes and Registration Department, Government of Tamil Nadu.

the whole or part of the right, title and interest in all or any of the immovable properties along with any attendant formalities involved, including by way of execution of deed(s) of conveyance, assignment, transfer or rectification, in order to give effect to the objectives of the Scheme.

- 17.1.4 Upon the coming into effect of this Scheme and with effect from the Appointed Date, all intellectual property and rights thereto of the Transferor Company, anywhere in the world and whether owned, licensed or otherwise and whether registered or unregistered, along with all rights of commercial nature including attached goodwill, title, interest, quality certifications and approvals, trademarks, trade and business names, service marks, copy rights, moral rights and related rights, patents, project designs, marketing authorization, approvals, marketing intangibles, permits, permissions, incentives, privileges, special status, geographical indicators, domain names, designs, trade secrets, research and studies, technical knowhow and all such other industrial or intellectual rights of whatsoever nature and all other interests relating to the goods or services forming part of the Remaining Business and which are subsisting or in effect immediately prior to the Effective Date, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, be transferred to and vested in or deemed to have transferred to or vested in the Transferee Company without any further act, instrument or deed.
- 17.1.5 In so far as various incentives, subsidies, exemptions, remissions, reductions, export benefits, all indirect tax related benefits, RoDTEP incentive, MEIS, transport marketing assistance (TMA), GST benefits, service tax benefits, all indirect tax related assets / credits, including but not limited to GST input credits, service tax input credits, value added/ sales tax/ entry tax credits or set-off, income tax holiday/ benefit/ losses / minimum alternative tax, unabsorbed depreciation and other benefits or exemptions or privileges enjoyed, granted by any Governmental Authority or by any other person, or availed of by the Transferor Company and any interest thereon, with regard to any law, act or rule or scheme made by, the Governmental Authority forming part of the Remaining Business of the Transferor Company shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, without any further act, instrument or deed, vest with and be available to the Transferee Company on the same terms and conditions as if the same had been allotted and/ or granted and/ or sanctioned and/ or allowed to the Transferee Company to the end and intent that the right of the Transferor Company to recover or realize the same, stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.
- 17.1.6 For avoidance of doubt, in order to ensure the smooth transition and sales of products and inventory of the Transferor Company branded and/ or labelled and/ or packed in the name of the Transferor Company prior to the Effective Date insofar as they relate to the Remaining Business, the Transferee Company shall have the right to own, use, market, sell, exhaust or to in any manner deal with any such products and inventory (including packing material) pertaining to the Transferor Company at manufacturing locations or warehouses or elsewhere, without making any modifications whatsoever to such products and /or their branding, packing or labelling. All invoices/ payment related documents pertaining to such products and inventory (including packing material) may be raised in the name of the Transferee Company after the Effective Date.
- 17.1.7 Notwithstanding the fact that vesting of the Remaining Business occurs automatically by virtue of this Scheme, it is clarified that in order to ensure (i) implementation of the provisions of the Scheme; (ii) uninterrupted transfer of the relevant consents, approvals, patents, permissions, licenses, registrations, certificates etc.; and (iii) continued vesting of the benefits, exemptions available to the Transferor Company in relation to the Remaining Business in favour of the Transferee Company, the Boards of the Transferor Company and the Transferee Company shall be deemed to be authorized to execute or enter into necessary discussions and documentation with any Governmental Authority or third parties, if applicable and the same shall be considered as giving effect to the sanction order of the NCLT(s) and shall be considered as an integral part of the Scheme.

17.2 TRANSFER OF LIABILITIES

- 17.2.1 Upon coming into effect of this Scheme and with effect from the Appointed Date, the Liabilities (including contingent liabilities), debt (secured and unsecured), duties of every kind, nature and description of the Transferor Company, in relation to the Remaining Business, whether or not recorded in the books of the Transferor Company, shall, under Sections 230 to 232 of the Act, and all other applicable provisions of Applicable Law, if any without any further act, instrument or deed be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company, and the same shall be assumed by the Transferee Company to the extent

that they are outstanding as on the Effective Date so as to become the Liabilities of the Transferee Company which it undertakes to meet, discharge and satisfy to the exclusion of the Transferor Company such that the Transferor Company shall in no event be responsible or liable in relation to any such debts, duties, obligations, and liabilities transferred by the Transferor Company. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen, in order to give effect to the provisions of this Clause. Transfer of all recorded liabilities shall happen at book values.

- 17.2.2 In so far as the Liabilities pertaining to the Remaining Business are concerned, such Liabilities transferred to the Transferee Company in terms of this Clause 17.2 hereof shall without any further act, instrument or deed, become loans and borrowings of the Transferee Company, and all rights, powers, duties and obligations in relation thereto shall stand transferred to and vested in and shall be exercised by or against the Transferee Company as if it had entered into such loans and incurred such borrowings. Thus, with effect from the Effective Date, the primary obligation to redeem or repay such Liabilities pertaining to the Remaining Business shall be that of the Transferee Company.
- 17.2.3 Save as mentioned in this Scheme, no other term or condition of the Liabilities transferred to the Transferee Company as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
- 17.2.4 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Transferee Company alone shall be liable to perform all obligations in respect of Liabilities pertaining to the Remaining Business.
- 17.2.5 The provisions of this Clause and that of Clause 17.3 below shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security documents, all of which instruments, deeds or writings shall be deemed to have been modified and/ or superseded by the foregoing provisions.
- 17.2.6 Upon the coming into effect of this Scheme, the borrowing limits of the Transferee Company in terms of Section 180(1)(c) of the Act shall be deemed increased without any further act, instrument or deed to the equivalent of the aggregate borrowings forming part of the Liabilities transferred by the Transferor Company to the Transferee Company pursuant to the Scheme. Such limits shall be incremental to the existing borrowing limits of the Transferee Company.

17.3 ENCUMBRANCES

- 17.3.1 The transfer and vesting of the assets comprised in the Remaining Business to and in the Transferee Company under Clause 17.1 above shall be subject to the Encumbrances, if any, affecting the same as hereinafter provided.
- 17.3.2 In so far as the existing Encumbrances in respect of the Liabilities of the Transferor Company are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Remaining Business, which have already been Encumbered in respect of the Liabilities as transferred to the Transferee Company pursuant to this Scheme. Provided that if any of the assets comprised in the Remaining Business which are being transferred to the Transferee Company pursuant to this Scheme have not been Encumbered in respect of the Liabilities pertaining to the Remaining Business, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets.
- 17.3.3 The Scheme shall not operate to enlarge the Encumbrances in respect of the Liabilities of the Remaining Business over the properties, assets, rights, benefits and interest of the Transferee Company (as existing immediately prior to the effectiveness of the Scheme) nor shall the Transferee Company be obliged to create any further or additional security after the Scheme has become effective or otherwise. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.
- 17.3.4 In so far as the existing Encumbrances over the assets and other properties of the Transferee Company or any part thereof which relate to the Liabilities of the Transferee Company prior to the Effective Date are concerned, such Encumbrances shall, without any further act, instrument or deed continue to relate to only such assets and properties and shall not extend or attach to any of the assets and properties of the Remaining Business transferred to and vested in the Transferee Company by virtue of the Scheme.

- 17.3.5 The foregoing provisions shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security documents, all of which instruments, deeds or writings shall be deemed to have been modified and/ or superseded by the foregoing provisions. Any reference in any security documents or arrangements (to which a Transferor Company is a party) to the Transferor Company and its assets and properties, which relate to the Remaining Business, shall be construed as a reference to the Transferee Company and the assets and properties of the Transferor Company transferred to the Transferee Company by virtue of the Scheme.
- 17.3.6 Without any prejudice to the provisions of the foregoing Clauses, the Transferor Company and the Transferee Company may enter into and execute such other deeds, instruments, documents and/ or writings and/ or do all acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the Registrar of Companies to give formal effect to the provisions of this Clause and foregoing Clauses, if required.

17.4 PERMITS, CONSENTS, LICENSES

- 17.4.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, all permits, licenses, permissions, consents, quotas, authorization, right of way, approvals, clearances, benefits, export and tax incentives/ concessions, government grants, registrations, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, pre-qualifications, bid acceptances, issued to or granted to or executed in favour of the Transferor Company and the rights and benefits under the same, and the benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents acquired by the Transferor Company forming part of the Remaining Business and which are subsisting or in effect immediately prior to the Effective Date, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, be transferred to and vested in or deemed to have transferred to or vested in the Transferee Company; and the concerned licensors and grantors of such approvals, clearances, permissions, etc., shall endorse, where necessary, and record, in accordance with Applicable Law, the name of the Transferee Company as the successor entity, so as to empower and facilitate the approval and vesting of the Remaining Business in the Transferee Company and continuation of operations forming part of the Remaining Business in the Transferee Company without hindrance, and that such approvals, clearances and permissions shall remain in full force and effect in favour of or against the Transferee Company, as the case may be, and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto.
- 17.4.2 Until such permits and approvals are transferred, vested, recorded, effected and/or perfected in the record of the Governmental Authority, in favour of the Transferee Company, the Transferee Company shall be deemed to be authorized to carry on the business in the name and style of the Transferor Company and under the relevant license and/or permit and/or approval, in so far as they relate to the Remaining Business, as the case may be. Upon coming into effect of this Scheme, the past track record of the Transferor Company *vis-à-vis* the Remaining Business shall be deemed to be the track record of the Transferee Company for all commercial and regulatory purposes.
- 17.4.3 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, pre-qualifications, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Company including by any Governmental Authority, including the benefits of any applications made for any of the foregoing, shall, subject to Applicable Law, in so far as they relate to the Remaining Business, stand transferred to the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall make necessary applications / file relevant forms to any Governmental Authority as may be necessary in this behalf.

17.5 BANK ACCOUNTS

- 17.5.1 On and from the Effective Date and thereafter, the Transferee Company shall be entitled to operate all bank accounts of the Transferor Company, in relation to or in connection with the Remaining Business, and realize all monies in relation to the Remaining Business.

- 17.5.2 With effect from the Effective Date and till such time that the name of the bank accounts of the Transferor Company, in relation to or in connection with the Remaining Business, have been replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company in the name of the Transferor Company in so far as may be necessary. All cheques and other negotiable instruments, pay orders, electronic fund transfers (such as NEFT, RTGS, etc.) received or presented for encashment which are in the name of the Transferor Company after the Effective Date, as applicable, shall be deemed to have been in the name of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company or received through electronic transfers and shall be accepted by the relevant bankers and credited to the accounts of the Transferee Company. Similarly, the banker of the Transferee Company shall honour all cheques/ electronic fund transfer instructions issued by the Transferor Company for payment prior to the Effective Date. The Transferee Company shall be allowed to maintain bank accounts in the name of the Transferor Company for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Transferor Company. It is hereby expressly clarified that any legal proceedings by or against the Transferor Company in relation to or in connection with the Remaining Business, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company shall be instituted, or as the case may be, continued by or against the Transferee Company after the Effective Date.

17.6 STAFF, EMPLOYEES (INCLUDING WORKMEN)

- 17.6.1 On the Scheme becoming effective, all the permanent employees (including workmen) of the Transferor Company employed in or in relation to the Remaining Business immediately prior to the Effective Date ("**Remaining Business Employees**") shall be deemed to have become employees of the Transferee Company, with effect from the Effective Date, in the same capacity as they were employed with the Transferor Company, without any break or interruption in their service and with the benefit of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to their employment in the Transferor Company immediately prior to the Effective Date and in compliance with Applicable Law.
- 17.6.2 The Transferee Company agrees that the past service of all Remaining Business Employees shall be taken into account for the purpose of any retirement benefits that may be applicable to them in the Transferor Company immediately prior to coming into effect of this Scheme. The Transferee Company further agrees that for the purpose of payment of any retrenchment or redundancy compensation, gratuity or other terminal benefits, as may be applicable, such past service with the Transferor Company shall also be taken into account and agrees to pay the same as and when payable in compliance with the Applicable Law.
- 17.6.3 On the Scheme becoming effective, insofar as the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff and employees of the Transferor Company are concerned, such proportion of the investments made in the funds and liabilities which are attributable/referable to the Remaining Business Employees (collectively referred to as the "**Remaining Business Funds**") shall be transferred to the similar funds created and/or nominated by the Transferee Company and shall be held for their benefit pursuant to this Scheme, or at the sole discretion of the Transferee Company, maintained as separate funds by the Transferee Company. Pending the transfer as aforesaid, the Remaining Business Funds may be continued to be deposited in the existing relevant funds of the Transferor Company. Without prejudice to the aforesaid, the Board of the Transferee Company, if it deems fit and subject to Applicable Laws, shall be entitled to: (a) retain separate trusts or funds within the Transferee Company for the erstwhile fund(s) of the Transferor Company; or (b) merge the pre-existing funds of the Transferor Company with other similar funds of the Transferee Company; or (c) provision for the Remaining Business Funds, in any other manner, as determined by the Transferee Company, subject to the Applicable Law.
- 17.6.4 Further to the transfer of the Remaining Business Funds, for all purposes whatsoever in relation to the administration or operation of such Remaining Business Funds or in relation to the obligation to make contributions to the said funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, all rights, duties, powers and obligations of the Transferor Company in relation to the Remaining Business as on the Effective Date in relation to such funds shall become those of the Transferee Company.

- 17.6.5 In relation to any other fund (including any funds set up by the government for employee benefits) created or existing for the benefit of the Remaining Business Employees, the Transferee Company shall stand substituted for the Transferor Company, for all purposes whatsoever, including relating to the obligation to make contributions to the said funds in accordance with the provisions of such scheme, funds, bye laws, etc. in respect of the Remaining Business Employees. The Transferee Company undertakes to abide by any agreement/ settlement, if any, entered into by the Transferor Company with any Remaining Business Employee / union thereof.
- 17.6.6 Upon the coming into effect of this Scheme, the directors or key managerial personnel of the Transferor Company will not become directors or key managerial personnel of the Transferee Company merely by virtue of the provisions of this Scheme. It is clarified that this Scheme will not affect any directorship or key managerial position of a person who is already a director / or key managerial personnel in the Transferee Company as of the Effective Date, if any.

17.7 LEGAL PROCEEDINGS

- 17.7.1 Upon the coming into effect of this Scheme, if any suit, appeal, legal, taxation or other proceeding of whatever nature, (including before any statutory or quasi-judicial authority or tribunal), under Applicable Law, by or against the Transferor Company in relation to the Remaining Business, whether pending on the Effective Date or which may arise or be instituted any time thereafter, and if such proceeding is capable of being continued by or against the Transferee Company under the Applicable Law, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings shall be continued, prosecuted and enforced by or against the Transferee Company, as the case may be, after the Effective Date, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if this Scheme had not been made.
- 17.7.2 All legal or other proceedings initiated by or against the Transferor Company, as applicable, referred to in Clause 17.7.1 above shall stand transferred to the name of the Transferee Company on and after the Appointed Date and the same shall be continued, prosecuted and enforced by or against the Transferee Company to the exclusion of the Transferor Company. The Transferor Company and the Transferee Company, as the case may be, shall make relevant applications in that behalf.

17.8 CONTRACTS, DEEDS, ETC.

- 17.8.1 Upon coming into effect of this Scheme and subject to the other provisions of this Scheme, all contracts, deeds, bonds, schemes, insurance, letters of intent, undertakings, subsisting purchase and service orders, arrangements, policies, agreements and other instruments, if any, of whatsoever nature forming part of the Remaining Business, to which the Transferor Company is a party or to the benefit of which the Transferor Company is eligible and which is subsisting or having effect on the Appointed Date, shall without any further act, instrument or deed, continue in full force and effect against or in favour of the Transferee Company and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any such contracts, deeds, bonds, agreements, schemes, arrangements and other instruments to give effect to the provisions of this Clause of the Scheme.
- 17.8.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that the vesting of the Remaining Business occurs by virtue of the Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if required under any Applicable Law or at its sole discretion enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations in order to give formal effect to the provisions of this Scheme.
- 17.8.3 The Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required to give effect to the provisions of this Scheme.
- 17.8.4 On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes

in respect of the Transferor Company, in the name of the Transferor Company in so far as may be necessary, in relation to the Remaining Business, until the transfer of rights and obligations of the Transferor Company to the Transferee Company under this Scheme has been given effect to under such contracts and transactions.

- 17.8.5 Any *inter-se* contracts between the Transferor Company (on the one hand) and the Transferee Company (on the other hand) shall stand cancelled and cease to operate upon the effectiveness of this Scheme.

18. VALIDITY OF EXISTING RESOLUTIONS

Upon the coming into effect of the Scheme, the resolutions, if any, of the Transferor Company relating to the Remaining Business, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company.

19. TAXATION MATTERS

- 19.1 With effect from the Appointed Date and upon the Scheme becoming effective, all Taxes, duties, cess receivable/payable by the Transferor Company, including all or any refunds/credit (including export and tax credits) /claims/tax losses /unabsorbed depreciation relating thereto shall be treated as the asset/liability or refunds/credit/claims/tax losses /unabsorbed depreciation, as the case may be, of the Transferee Company. It is also clarified that the Transferee Company shall have the right to claim refunds, tax credits, set-offs and/or adjustments relating to the income or transactions it has entered into, by virtue of this Scheme with effect from the Appointed Date. The taxes or duties paid by, for, or on behalf of the Transferor Company, relating to the period up to the Effective Date, shall be deemed to be the taxes or duties paid by the Transferee Company, which shall be entitled to claim credit or refund for such taxes or duties.

- 19.2 Further, it will be deemed that the benefit of any tax credits whether central, state or local, availed by the Transferor Company and the obligations, if any, for payment of Taxes on any assets etc. shall be deemed to have been availed by Transferee Company.

- 19.3 The Transferee Company is expressly permitted to revise its tax returns, either electronically or physically, including TDS certificates/ returns, wealth tax returns, service tax, excise duty, sales tax, value added tax, entry tax, cess, professional tax or any other statutory returns, if required, and shall be entitled to claim credit for advance tax paid, claim for sums prescribed under Section 43B of the IT Act on payment basis, claim for deduction of provisions written back by Transferee Company previously disallowed in the hands of Transferor Company under the IT Act, credit of tax under section 115JB read with section 115JAA of the IT Act, credit of foreign tax paid/withheld, if any, pertaining to Transferor Company consequent to implementation of this Scheme and where necessary to give effect to this Scheme, even if the prescribed time limit for filing or revising such returns have lapsed without incurring any liability on account of interest, penalty or any other sum to claim refunds, advance tax credits, GST, excise and service tax credits, set off, etc., on the basis of the accounts of the Transferor Company upon the coming into effect of this Scheme.

20. CONSIDERATION FOR AMALGAMATION

- 20.1 Upon this Scheme becoming effective and in consideration of transfer and vesting of the Remaining Business of the Transferor Company in the Transferee Company in terms of this Scheme, Transferee Company shall, without any further application, act or deed, issue and allot equity shares, credited as fully paid-up, to the members of the Transferor Company, except the Transferee Company, holding fully paid up equity shares in the Transferor Company and whose names appear in the register of members including register and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, of the Transferor Company on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the Record Date in the following manner:

“14 (fourteen) fully paid up equity share of Re.1/- each of TCPL shall be issued and allotted for every 55 (fifty-five) fully paid up equity shares of Re.1/- each held in TCL” (“Share Exchange Ratio”)

- 20.2** The consideration in the form of equity shares as per Clause 20.1 above shall be issued and allotted by the Transferee Company to all the members of the Transferor Company, except the Transferee Company itself.
- 20.3** In the event of any increase in the issued, subscribed or paid up share capital of any of the Transferor Company or the Transferee Company (other than any increase in the issued, subscribed or paid up share capital contemplated or specified in this Scheme), issuance of any instruments convertible into equity shares or restructuring of their respective equity share capital including by way of consolidation, share split, issue of bonus shares, or other similar action, that occurs in accordance with the Applicable Law before issuance of shares to the shareholders of the Transferor Company pursuant to Clause 20.1 above, the Share Exchange Ratio may be appropriately adjusted to take into account the effect of such issuance or corporate actions and assuming conversion of any such issued instruments convertible into equity shares.
- 20.4** The equity shares to be issued and allotted by the Transferee Company pursuant to Clause 20.1 above, shall be subject to the Scheme, the memorandum and articles of association of the Transferee Company and Applicable Law, and shall rank *pari passu* in all respects with the then existing equity shares of the Transferee Company.
- 20.5** No shares shall be allotted in respect of fractional entitlements, by the Transferee Company to which the members of the Transferor Company may be entitled on allotment of shares as per Clause 20.1. Fractional entitlements, if any, shall be consolidated and thereupon allotted in lieu thereof to a trustee authorized by the Board of the Transferee Company in this behalf who shall hold the shares in trust on behalf of the members of the Transferor Company, entitled to fractional entitlements with the express understanding that such person shall sell the shares of the Transferee Company so allotted on the Stock Exchanges at such time or times and at such price or prices and to such person, as such person/ trustee deems fit but within a period of 90 (ninety) days from the date of allotment of such shares, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the members of the Transferor Company in proportion to their respective fractional entitlements. In case the number of such new shares to be allotted to a person authorized by the Board of the Transferee Company by virtue of consolidation of fractional entitlements is a fraction, it shall be rounded off to the next higher integer.
- 20.6** In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Transferor Company, the Board of the Transferor Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in the Transferor Company, as applicable, after the effectiveness of this Scheme. The Board of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in the Transferee Company on account of difficulties faced in the transaction period.
- 20.7** Without prejudice to the generality of Clause 20.1 above, the Board of the Transferee Company shall, if and to the extent required, apply for and obtain any approvals from concerned Governmental Authorities and undertake necessary compliance for the issue and allotment of equity shares to the members of the Transferor Company, except for the Transferee Company, pursuant to Clause 20.1 above.
- 20.8** The equity shares to be issued by the Transferee Company shall be issued in dematerialized form to those shareholders who hold shares of the Transferor Company in dematerialized form, into the account in which shares of the Transferor Company are held or such other account as is intimated in writing by the shareholders to the Transferor Company and/ or its registrar provided such intimation has been received by the Transferor Company and/or its registrar at least 7 (seven) days before the Record Date. All those shareholders who hold shares of the Transferor Company in physical form shall also receive the equity shares to be issued by the Transferee Company, as the case may be, in dematerialized form provided the details of their account with the depository participant are intimated in writing to the Transferor Company and/ or its registrar provided such intimation has been received by the Transferor Company and/or its registrar at least 7 (seven) days before the Record Date. If no such intimation is received from any shareholder who holds shares of the Transferor Company in physical form 7 (seven) days before the Record Date, or if the details furnished by any shareholder do not permit electronic credit of the shares of the Transferee Company, then such shares shall be kept in escrow or with a trustee nominated by the Board of the

Transferee Company for the benefit of such shareholders or shall be dealt with as provided under the Applicable Law and will be credited to the respective depository participant accounts of such shareholders as and when the details of such shareholder's account with the depository participant are intimated in writing to the Transferee Company, if permitted under Applicable Law.

- 20.9** The equity shares to be issued by the Transferee Company, pursuant to Clause 20.1 above, in respect of any equity shares of the Transferor Company which are held in abeyance under the provisions of Section 126 of the Act or which the Transferee Company is unable to issue due to non-receipt of relevant approvals or due to Applicable Law or otherwise shall, pending allotment or settlement of dispute by order of NCLT or otherwise, be held in abeyance by the Transferee Company.
- 20.10** Approval of this Scheme by the equity shareholders of the Transferee Company shall be deemed to be the due compliance of the provisions of Section 42 and Section 62 of the Act, and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the equity shares by the Transferee Company to the members of the Transferor Company as on the Record Date, as provided in this Scheme.
- 20.11** The equity shares to be issued by the Transferee Company to the members of the Transferor Company, pursuant to Clause 20.1 of this Scheme will be listed and/ or admitted to trading on the Stock Exchanges. The Transferee Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the Applicable Law. The equity shares of the Transferee Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing and trading permission is given by the designated Stock Exchanges.

21. CANCELLATION OF SHARE CAPITAL

- 21.1** Notwithstanding anything contained under the Act, pursuant to the provisions of Sections 230 to 232 of the Act, the existing shareholding of the Transferee Company in the Transferor Company shall stand cancelled and extinguished without any further act, instrument or deed immediately following the issuance of the equity shares in accordance with Clause 20 above.
- 21.2** The consequent reduction of share capital of the Transferor Company shall be an integral part of this Scheme and the Companies shall not be required to follow the process under Section 66 of the Act or any other provisions of Applicable Law separately.
- 21.3** The reduction would not involve either a diminution of liability in respect of unpaid share capital, if any or payment to any shareholder of any unpaid share capital.

22. ACCOUNTING TREATMENT IN THE BOOKS OF TCPL

Upon the Scheme being effective and with effect from the Appointed Date, TCPL shall account for the amalgamation, at book values, in accordance with Appendix C of Indian Accounting Standard 103 on Business Combinations and other Indian Accounting Standards, as applicable, and notified under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India.

23. CONDUCT OF BUSINESS

- 23.1** Except as provided under this Scheme, from the date of the Scheme being approved by the Board of the Companies and up to the Effective Date.
- (a) the Transferor Company undertakes that it will preserve and carry on its Remaining Business, in the ordinary course of business, consistent with past practice in good faith and in accordance with Applicable Law; and

- (b) the Transferor Company shall not (i) sell, alienate, charge, hypothecate, encumber or otherwise deal with or dispose of the assets or any business or any part thereof or undertake any financial commitments of any nature whatsoever, except in the ordinary course of business (ii) execute, amend modify or terminate any contract, agreement, order, undertaking or understanding, which contract or modification thereof is material in nature; (iii) undertake any new business or substantially expand its existing business; or (iv) make any change in its share capital structures either by way of any increase, decrease, reduction, reclassification, sub-division or consolidation, re-organisation or in any other manner, which would have the effect of re-organisation of capital of the Transferor Company, in each case as specified in (i) to (iv) above, without the consent of the Transferee Company (acting through their respective Boards).

24. DISSOLUTION OF TRANSFEROR COMPANY AND CHANGE IN THE NAME OF TBFL

- 24.1** On the Effective Date, pursuant to the Demerger and the subsequent Amalgamation, the Transferor Company shall stand dissolved without being wound-up and without any further act, instrument or deed.
- 24.2** On and with effect from the Effective Date, the status of the Transferor Company shall be changed to 'amalgamated' in the records of the Registrar of Companies, Bengaluru. TCPL will make the necessary filings in this regard.
- 24.3** Subject to Applicable Law and the separate approval of the Board of TBFL, as a part of the Scheme and upon effectiveness of the Amalgamation, the name of TBFL shall stand changed to "Tata Coffee Limited", being the name of the Transferor Company and the memorandum of association and the articles of association of TBFL shall, without any further act, instrument or deed, be and stand altered, modified and amended and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting the amendment and no further resolution(s) under Section 13 and Section 16 of the Act or any other applicable provisions of the Act would be required to be passed separately. Notwithstanding the above, it is clarified that TBFL may take all necessary steps to give effect to such change of name.
- 24.4** From the Effective Date till the time necessary formalities relating to the change of name is completed, TBFL shall be eligible to use its present name 'TCPL Beverages & Foods Limited' to ensure continuity of its operations.
- 24.5** The above shall be effected as an integral part of the Scheme and shall be deemed to be in due compliance of the applicable provisions of the Act.

PART D - GENERAL TERMS AND CONDITIONS

The provisions of this Part D shall be applicable to both the Demerger pursuant to Part B and the Amalgamation pursuant to Part C hereof.

25. INCREASE OF AUTHORISED SHARE CAPITAL OF TCPL

- 25.1** As an integral part of the Scheme, and, upon this Scheme becoming effective, the authorised share capital of TCL aggregating to INR 25,00,00,000 (Rupees Twenty Five Crores) divided into 25,00,00,000 (Twenty Five Crore) equity shares of Re. 1/- each, shall stand transferred to and combined with the authorised share capital of TCPL. The authorized share capital of TCPL will automatically stand increased to INR 150,00,00,000 (Rupees One Hundred and Fifty Crores) comprising of 150,00,00,000 (One Hundred and Fifty Crore) equity shares of Re. 1/- each, by filing the requisite forms with the Governmental Authority and no separate procedure or instrument or deed shall be required to be executed and/ or process shall be required to be followed under the Act. The filing fees and stamp duty already paid by TCL on its authorised share capital shall be deemed to have been so paid by TCPL on the combined authorised share capital and accordingly TCPL shall not be required to pay any fees/stamp duty on the authorised share capital so increased.
- 25.2** Consequently, Clause V of the memorandum of association of TCPL shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Sections 13 and 61 of the Act and other applicable provisions of the Act, as the case may be, and be replaced by the

“V. The authorized share capital of the Company is Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores) divided into 150,00,00,000 (One Hundred and Fifty Crores) Equity Shares of Re. 1 (Rupee One) each, with the power to increase and reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time provided by the Articles of the Company and the legislative provisions for the time being in force.”

25.3 Pursuant to this Scheme, TCPL shall file the requisite forms with the jurisdictional Registrar of Companies for alteration of its authorized share capital and amendment of its memorandum of association.

25.4 Under the accepted principle of single window clearance, it is hereby provided that the amendments pursuant to this Clause shall become operative on the Scheme becoming effective by virtue of the fact that the shareholders of TCPL, while approving the Scheme as a whole, have approved and accorded the relevant consents as required under the Act for amendment of the memorandum of association of TCPL and shall not be required to pass separate resolutions under the applicable provisions of the Act.

25.5 It is hereby clarified that the consent of the shareholders of TCPL to the Scheme shall be deemed to be their consent/ approval also to the consequential alteration of the memorandum of association of TCPL and TCPL shall not be required to seek separate consent/ approval of its shareholders for such alteration to the memorandum of association as required under Sections 13 and Section 61 of the Act or any other applicable provisions of the Act.

26. APPLICATION TO NCLT

26.1 The Companies shall simultaneously make all necessary applications and petitions to the jurisdictional NCLTs for sanctioning this Scheme under Sections 230 to 232 of the Act and other applicable provisions of the Act, and obtaining such other approvals, as required under Applicable Law.

26.2 The Companies shall be entitled, pending the effectiveness of the Scheme, to apply to any Governmental Authority or other persons, if required, under any Applicable Law for such consents and approvals, as agreed between the Companies, which the Companies may require to effect the transactions contemplated under the Scheme, subject to the terms as may be mutually agreed between the Companies.

27. MODIFICATION OR AMENDMENTS TO THE SCHEME

27.1 The Companies (acting through their Board) may, in their full and absolute discretion, jointly and as mutually agreed in writing, modify, vary or withdraw this Scheme at any time prior to the Effective Date in any manner (including pursuant to any direction by any Governmental Authority), provided that any modification or variation after receipt of the sanction by the NCLT shall be made with the prior approval of the NCLT and/ or any other appropriate Governmental Authority, if such approval is required to be sought in accordance with Applicable Law.

27.2 Each of the Companies agree that if, at any time, either of the NCLT or any Governmental Authority directs or requires any modification or amendment of the Scheme, such modification or amendment shall not, to the extent it adversely affects the interests of any of the Companies, be binding on each of the Companies, as the case may be, except where the prior written consent of the affected party, as the case may be, has been obtained for such modification or amendment.

27.3 The Companies through mutual consent and acting through their respective Boards, jointly and as mutually agreed in writing may:

- (a) give such directions (acting jointly) and agree to take steps, as may be necessary, desirable or proper, to resolve all doubts, difficulties or questions arising under this Scheme, whether by reason of any orders of NCLT or of any directive or orders of any Governmental Authority, under or by virtue of this Scheme in relation to the arrangement contemplated in this Scheme and/ or matters concerning or connected therewith or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any manner

whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those to the extent permissible under Applicable Law; and/or

- (b) do all such acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect.

27.4 In case of any question that may arise as to whether any particular asset, liability, employee, legal or other proceedings pertain or do not pertain to the Plantation Business or the Remaining Business or whether it arises out of the activities or operations of the Plantation Business or the Remaining Business, the same shall be decided by mutual agreement between the Board of TCL (or its successor entity), TCPL and TBFL.

27.5 If any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B) or Section 2(19AA) read with section 2(41A) of the IT Act with respect to the Amalgamation or the Demerger, respectively, at a later date, including as a result of any amendment of law or for any other reason whatsoever, the provisions of Section 2(1B) and Section 2(19AA) read with section 2(41A) of the IT Act, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) and Section 2(19AA) read with section 2(41A) of the IT Act. Such modifications shall however not affect the other parts of the Scheme.

28. DIVIDENDS

28.1 The Companies shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date. Any distribution of dividend or other distribution of capital or income by the Companies shall be consistent with the past practice of such Company.

28.2 Prior to the effectiveness of the Scheme, the holders of the shares of each of the Companies shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing rights under their respective articles of association including the right to receive dividends.

28.3 It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Companies to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Board of the Companies, and subject to the approval, if required, of the respective shareholders of such of the Companies.

29. CONDITIONALITY OF THE SCHEME

29.1 This Scheme is and shall be conditional upon and subject to:

- (a) the fulfilment, satisfaction or waiver (as the case may be) of any approvals or consents from third parties, as may be mutually agreed by the Companies as being required for completion of the transactions contemplated under this Scheme;
- (b) receipt of observation or no-objection letters by TCPL and TCL from the Stock Exchanges under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, in accordance with the SEBI Scheme Circular in respect of the Scheme, on terms acceptable to the Companies;
- (c) the Scheme being approved by the requisite majority of each class of members and/or creditors (where applicable) of the Companies in accordance with the Act and as may be directed by the NCLT;
- (d) the Scheme being approved by the public shareholders of TCPL and TCL through e-voting as required under the SEBI Scheme Circular;
- (e) the Scheme being sanctioned by the NCLT(s) in terms of Section 230 to Section 232 and other relevant provisions of the Act on terms acceptable to the Companies; and

- (f) the certified copies of the sanction order(s) of the NCLT(s) approving this Scheme being filed with the relevant RoCs having jurisdiction over the Companies.

29.2 Upon fulfillment of the conditions specified herein, the Companies shall mutually acknowledge in writing that all the conditions specified above have been fulfilled and/or waived.

29.3 Upon the sanction of the Scheme and upon the Scheme becoming effective pursuant to this Clause 29, the Demerger shall take effect and subsequently the Amalgamation shall be made effective in the manner specified in Clause 7 above. Notwithstanding anything specified in the Scheme, the issuance of equity shares pursuant to the Demerger and the Amalgamation, in accordance with Clauses 13.1 and 20.1 respectively, shall be undertaken by TCPL simultaneously.

30. EFFECT OF NON-RECEIPT OF APPROVALS

30.1 The Companies (through their respective Boards) may mutually agree to withdraw this Scheme at any time prior to the Effective Date.

30.2 Upon the withdrawal of this Scheme as set out in Clause 30.1 above, no rights and liabilities shall accrue to or be incurred by respective Companies or their shareholders or creditors or employees or any other person. In such case, each Company shall bear its own costs and expenses or as may be otherwise mutually agreed.

31. RESIDUAL PROVISIONS

31.1 The Companies shall be entitled to file/ revise its respective income tax returns, financial statements, TDS certificates, TDS returns, wealth tax returns and other statutory returns, if required, and shall have the right to claim refunds, advance tax credits, credit of TDS, dividend distribution tax credits, credit of foreign taxes paid/ withheld, GST, excise, service tax credits, set off, sales tax, value added tax, etc., if any, as may be required consequent to implementation of this Scheme.

31.2 Upon this Scheme becoming effective, the accounts of the Companies, as on the Appointed Date shall be reconstructed, as may be required, in accordance with the terms of this Scheme.

32. COMPOSITE SCHEME AS AN INTEGRAL WHOLE AND SEVERABILITY

32.1 The provisions contained in this composite Scheme are inextricably inter-linked with the other provisions and the Scheme constitutes an integral whole. The Scheme would be given effect to only if the Scheme, and in particular the Demerger and the Amalgamation, is approved in its entirety and are given effect to in accordance with the terms of the Scheme.

32.2 Subject to Clause 32.1 above, if any part of this Scheme is found to be unworkable or unenforceable for any reason whatsoever, then it is the intention of the Companies that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to the Companies, in which case the Companies, acting through their respective Boards, shall attempt to bring about a modification in this Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such part, which is invalid, ruled illegal or rejected by the NCLT or any court of competent jurisdiction, or unenforceable under present or future Applicable Laws.

33. COSTS, CHARGES & EXPENSES

Subject to the provisions of this Scheme, the costs, charges and expenses, in relation to or in connection with or incidental to the transfer of the Demerged Undertaking pursuant to Demerger shall be borne by TBFL and the costs, charges and expenses, in relation to or in connection with or incidental to the Amalgamation shall be borne by TCPL, or as may be mutually agreed between the Companies.

SCHEDULE I

Freehold and Leasehold Properties which form part of the Demerged Undertaking³

State	Locations	Address
Karnataka	Anandapur	Anandapura Estate, TATA Coffee Ltd., P.B. No. 1, Ammathi P. & T.O-571 211, Virajpet, Kodagu Dist.
	Balmany	Balmany Devaracadoo Estate, Tata Coffee Ltd., Thithimati - 571 213, Kodagu Dist.
	Cannoncadoo	Cannoncadoo Estate, TATA Coffee Ltd., Abyathmangala, P.B. No. 22, Siddapura - 571 253, Virajpet, Kodagu Dist.
	Cottabetta	Cottabetta Estate, Nullagetaly Village, PO Box No. 16, Pollibetta 571215 Virajpete Taluk, Kodagu Dist.
	Coovercolly	Coovercolly Estate, DBD Division, (Tata Coffee Ltd.), P.B.No.3, Somwarpet - 571 236, Kodagu Dist.
	Jumboor	Jumboor Estate, Old Lind Division, (TCL) Kumboor Beligiri Village, P.B.No.25, Madapura - 571 251, Somwarpet, Kodagu Dist.
	Margolly	Margolly Estate, (Gattadhulla Division), P.B. No. 20, (TATA Coffee Estate)Badaga Bangangala Village, Virajpet Taluk, Kodagu
	Nullore	Bhuthanahadlu Estate,/ Nullore Estate , Tata Coffee Ltd., P.B. No.27 Suntikoppa - 571237, Somvarpet Taluk, Kodagu Dist.
	Pollibetta	Pollibetta Estate, P.B.No24, Pollibetta, Virajpet Taluk, Kodagu Dist.
	Sunticoppa	Suntikoppa Estate, Tata Coffee Limited, PO Box No. 2, Sunticoppa - 571 237, Somvarpet Taluk, Kodagu Dist.
	Woshully	Woshully Estate, Hope Division, TATA Coffee Ltd., P.B. No.28, Pollibetta - 571 215, Kodagu Dist.
	Yemmigoondi	Yemmigoondi Estate-III, Tata Coffee Limited, Siddapura Division, P.B.No.11, Siddapura Village, Virajpet Taluk, Kodagu Dist.
	Glenlorna	Glenlorna Estate, Tata Coffee Ltd., Hodikeri Post, South Kodagu, Virajpet
	Goorghully	Goorghully Estate, Tata Coffee Limited, Arehalli Post - 573 101, Belur Taluk, Hassan Dist.
	Gubgul	Gubgul Estate, Tata Coffee Limited, Coove Village, Balur Hobli, Gubgul Post - 577 160, Chikmagalur Dist.
	Karadibetta	Karadibetta Estate, Tata Coffee limited, Karadi Betta Village, Rayarkoppalu - 573 139, Hassan Dist.
	Merthikhan	Merthikhan Estate, Tata Coffee Limited, Thotadur Village - 577 179, Kalasa Hobli, Mudigere Taluk, Chikmagalur Dist.
	Mylemoney	Mylemoney Estate-Tata Coffee Ltd., Mylemane Village, Vastare Hobli, Joldal Post -577130, Chikmagalur Taluk and Dist.

³ The details specified herein may be updated, as required and mutually agreed by the Companies (acting through their Boards).

TATA CONSUMER PRODUCTS

	Ubban	Ubban Estate, Tata Coffee Limited, P.B. No-8, Ballupet Post S.K.Pura, Hassan Dist.
	Kushal Nagar Facility	Kushalnagar works, SH 91, Kudige, Karnataka 571232
	Baikampady Facility	Plot No 128 & 129, Baikampady Industrial Area, Surathkal Hobli, Mangalore
	Kushalnagar Petrol bunk property	Mullusoge Village, Somwarpet Taluk, Kushalnagar
TamilNadu	Pachaimallai	Pachamalai Estate, Valparai Post - 642127, Coimbatore Dist. Tamil Nadu
	Pannimade	Pannimade Estate, Pannimede P.O. -642131, Valparai Taluk, Coimbatore Dist. Tamil Nadu
	Uralikal	Uralikal Estate, Uralikal B.P.O. -642127 Valparai Taluk, Coimbatore Dist. Tamil Nadu
	Velonie	Velonie Estate, Old Valparai B.P.O 642127, Valparai Taluk, Coimbatore Dist. Tamil Nadu
	Valparai	Valparai Estate, Old Valparai B.P.O 642127 Valparai Taluk, Coimbatore Dist. Tamil Nadu
Kerala	Malakiparai	Malakiparai Estate, Athirappilly, Malakipparai, Pariyaram Post, Chalakudy Via, Thrissur, Kerala, 680 721

SCHEDULE II

Freehold and Leasehold Properties which form part of the Remaining Business⁴

State	Locations	Address
Karnataka	Corporate Office	No 57, Railway Parallel Road, Kumara Park West, Bengaluru 560020
	Guest House (Jointly owned with Tata Consumer Products Limited)	12, Spencer Road, Pulikeshinagar, Bangalore
TamilNadu	Property at Chennai	Block I, TVH Beliciaa Towers, MRC Nagar Main Road, MRC Nagar, Chennai - 600028 (Floor 1)
	Instant Coffee Factory	Jayamangalam, Gullapuram and Melmangalam villages, Periyakulam (TK), Theni district
Telangana	Instant Coffee Factory	Brahmanpally village, Toopran Mandal, Medak - 502 334, Telangana
	Sanath Nagar Land	Sanathnagar, Fathenagar Village, Balangar Mandal, Medchal Malkajgiri District

⁴ The details specified herein may be updated, as required and mutually agreed by the Companies (acting through their Boards).



SSPA & CO.

Chartered Accountants

PwC Business Consulting Services LLP, The Millenia, Tower D, 7 th Floor, Murphy Road, Ulsoor, Bangalore – 560008	SSPA & CO., Chartered Accountants 1 st Floor, "Arjun" Plot No. 6A, V.P. Road, Andheri (West) Mumbai – 400 058
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Dated: 29 March 2022

To,

The Board of Directors	The Board of Directors	The Board of Directors
Tata Consumer Products Limited 1, Bishop Lefroy Road Kolkata – 700 020,	Tata Coffee Limited No. 57, Railway Parallel Road Kumara Park (W) Bangalore – 560 020	TCPL Beverages & Foods Limited Kirkoskar Business Park, Block C, 3rd & 4th Floor, New Airport Road, Hebbal, Bangalore – 560 024

Sub: Recommendation of the following:

- Fair equity share entitlement ratio for the proposed demerger of the Plantation Business of Tata Coffee Limited into TCPL Beverages & Foods Limited, a wholly owned subsidiary of Tata Consumer Products Limited, and;
- Fair equity share exchange ratio for the proposed amalgamation of Tata Coffee Limited (which would include Non-Plantation Business or Remaining Business, excluding the Planation business proposed to be demerged) into Tata Consumer Products Limited

Dear Sir / Madam,

We refer to

- The engagement letter dated 18 March 2022 whereby Tata Consumer Products Limited (hereinafter referred to as "TCPL"), Tata Coffee Limited (hereinafter referred to as "TCL") and TCPL Beverages & Foods Limited (hereinafter referred to as "TBFL") have appointed PwC Business Consulting Services LLP, Registered Valuer, (hereinafter referred to as 'PwC BCS LLP'); and
- The engagement letter dated 28 February 2022 whereby TCPL, TCL and TBFL have appointed SSPA & CO., Chartered Accountants - Registered Valuer. (hereinafter referred to as 'SSPA');

to recommend the following:

- Fair equity share entitlement ratio for the proposed demerger of the Plantation Business of TCL into TBFL, a wholly owned subsidiary of TCPL ("Transaction 1" or "Demerger"); and
- Fair equity share exchange ratio for the proposed amalgamation of TCL (which would include Non-Plantation Business or Remaining Business excluding the Planation business proposed to be demerged) (hereinafter referred to as 'Remaining TCL') into TCPL ("Transaction 2" or "Amalgamation")..

TCPL and TCL are together hereinafter referred to as the "Companies". Further, Plantation Business and Remaining TCL are together hereinafter referred to as the "Specified Businesses".

PwC BCS LLP and SSPA have been hereinafter referred to as "Valuers" or "we" or "us" and individually referred to as "Valuer" in this joint Entitlement / Exchange Ratio report ("Valuation Report" or "report").





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Chartered Accountants

BACKGROUND OF COMPANIES

TCPL was incorporated on October 18, 1962 under the provisions of the Companies Act, 1956, and is a public limited company within the meaning of the Companies Act, 2013 ("Act") having CIN: L15491WB1962PLC031425. Its registered office is at 1, Bishop Lefroy Road Kolkata - 700020, West Bengal. TCPL along with its subsidiaries, joint ventures and associates is *inter alia* engaged in the business of manufacturing, marketing, distribution and/ or sales of consumer products, with offerings across food and beverage categories which includes tea, coffee, water and ready-to-drink beverages and is also engaged in the business of out-of-home retail which includes concept and premium cafes. The equity shares of TCPL are listed on National Stock Exchange of India Limited ("NSE"), BSE Limited ("BSE") and Calcutta Stock Exchange Limited ("CSE") and its global depository receipts are listed on the London Stock Exchange and the Luxembourg Stock Exchange.

TCL was incorporated on November 19, 1943 under the provisions of the Companies Act, 1913, and is a public limited company within the meaning of the Act having CIN: L01131KA1943PLC000833. Its registered office is at Polibetta-571215 Kodagu, Karnataka. TCL is a subsidiary of TCPL; 57.48% equity stake in TCL is held by TCPL. TCL, along with its subsidiaries joint ventures and associates is *inter alia* engaged in the plantation business of cultivation, curing and processing of coffee, tea, pepper and allied plantation products and in the manufacture and sale of instant, soluble coffee powders and branded coffee products. The equity shares of TCL are listed on NSE and BSE.

TCL owns 18 coffee estates, 6 tea estates and 1 combined coffee and tea estate. The plantation business of TCL means the business relating to the cultivation, curing, processing, manufacture and sale of tea, coffee, pepper and other plantation crops including other plantation allied business and the roast and ground coffee facility in Kushalnagar works (hereinafter referred to as the "Plantation Business").

TBFL was incorporated on February 25, 2022 under the provisions of the Act, and is a public limited company within the meaning of the Act having CIN U15400KA2022PLC158373. Its registered office is at Kirlskar Business Park, Block C, 3rd & 4th Floor, New Airport Road, Hebbal, Bangalore, Bangalore, Karnataka, India, 560024, Karnataka. TBFL is a wholly owned subsidiary of TCPL. The main objects of TBFL include, *inter alia*, to carry on the business of manufacturing, trading, producing, cultivating and selling beverages and foods of all kind and of cultivating coffee, tea, etc.

SCOPE AND PURPOSE OF THIS REPORT

We understand that the management of TCPL and TCL (hereinafter collectively referred to as the 'Management') are evaluating the following, pursuant to a Composite Scheme of Arrangement under the provisions of Section 230 to 232 of the Companies Act, 2013 (including any statutory modifications, enactments, re-enactment or amendments thereof) and other applicable securities and capital market laws and rules issued thereunder to the extent applicable ("the Proposed Scheme"):

1. A demerger of the Plantation Business of TCL into TBFL, a wholly owned subsidiary of TCPL;
2. An amalgamation of Remaining TCL with TCPL.

We understand that the Demerger and Amalgamation are being planned as all-share deals (together referred to as "Transaction"), which would involve issue of equity shares of TCPL to the minority shareholders of TCL. Further, the shareholding of TCPL in TCL post completion of the Transaction shall stand cancelled in accordance with the Proposed Scheme. We have been informed that the consideration for Demerger of Plantation Business of TCL into TBFL would be discharged by TCPL, which is the holding company of TBFL.

The Transaction is proposed to be carried out with effect from the appointed date, as specified in the Proposed Scheme.

For the aforesaid purpose, the Board of Directors of TCL and TCPL have appointed PwC BCS LLP and SSPA to submit a joint valuation report recommending the following::

- a. Fair equity share entitlement ratio for the Demerger, based on the valuations of the Plantation Business of TCL and TCPL ("Entitlement Ratio") and
- b. Fair equity share exchange ratio for the Amalgamation, based on the valuations of the Remaining TCL and TCPL ("Exchange Ratio")





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(Entitlement Ratio and Exchange Ratio have together been referred to as 'Ratios')

The Ratios have been recommended for consideration of the Board of Directors (including Audit Committee and Committee of Independent Directors, as applicable) of the Companies, in accordance with the applicable relevant laws, rules and regulations of Securities and Exchange Board of India ("SEBI") and the relevant stock exchanges.

The report will be placed before the Audit Committees, Committee of Independent Directors and the Board of Directors of TCPL and TCL, and before the Board of Directors of TBFL, as applicable, as per the relevant SEBI circulars, and, to the extent mandatorily required under applicable laws of India, this report may be produced before the judicial regulatory or governmental authorities, stock exchanges, shareholders in connection with the Transaction.

The scope of our services is to conduct a relative (and not absolute) valuation of the Plantation Business, the Remaining TCL and TCPL and to issue a joint report on the fair equity share entitlement / exchange ratio for the Transaction in accordance with the International Valuation standards / ICAI Valuation Standards 2018 ('ICAI VS 2018') issued by the Institute of Chartered Accountants of India ('ICAI').

The Valuers have been appointed severally and not jointly and have worked independently in their analysis and after arriving at a consensus on fair equity share entitlement / exchange ratios, are issuing this Valuation Report.

We have been provided with the historical carved out financial information of Plantation Business, Remaining TCL and TCPL. We have considered the same in our analysis and made adjustments for further facts made known (past or future) to us till the date of our report. The current valuation does not factor the impact of any event which is unusual or not in normal course of business, other than the events specifically mentioned in this report.

We have relied on the above while arriving at the fair Ratios for the Proposed Scheme.

For the purpose of this Report, the bases of value is 'Relative Value' and the valuation is based on 'Going Concern' premise. For the purpose of this valuation, March 28, 2022 has been considered as the 'Valuation Date'.

This report is our deliverable for the above engagement.

This report is subject to the scope, assumptions, exclusions, limitations, and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.





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BACKGROUND OF VALUERS

SSPA & Co., Chartered Accountants

SSPA is a partnership firm, located at 1st Floor, Arjun Building, Plot No. 6A, V. P. Road, Andheri (West), Mumbai - 400 058, India. SSPA is engaged in providing various corporate consultancy services.

SSPA is a firm of practising Chartered Accountants registered with The Institute of Chartered Accountants of India ('ICAI'). SSPA is also registered with the Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class – 'Securities or Financial Assets' with Registration No. IBBI/RV-E/06/2020/126.

PwC Business Consulting Services LLP

PwC Business Consulting Services LLP is a limited liability partnership firm, with registered office at 11-A, Sucheta Bhawan, 1st Floor, Vishnu Digambar Marg, New Delhi, 110 002, India. PwC BCS LLP is engaged in providing valuation and related advisory services.

PwC BCS LLP is registered with the IBBI as a Registered Valuer for asset classes - 'Securities or Financial Assets' and 'Plant and Machinery' with Registration No. IBBI/RV-E/02/2022/158.

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management and gathered from public domain:

- Draft Scheme of Arrangement;
- Standalone and Consolidated audited financial statements of TCPL for the fiscal years ending 31 March 2019, 2020 and 2021;
- Standalone and Consolidated limited reviewed financial results of TCPL for the 9-month period ended 31 Dec 2021 ("YTD Dec-21");
- Carved-out unaudited financial statements of the Plantation Business and Remaining TCL for the fiscal years ending 31 March 2019, 2020, 2021 and YTD Dec-21;
- Estimated segment-wise financials for 3 months ending 31 March 2022 and forecasted financials for the 3 fiscal years ending 31 March 2023, 2024, and 2025;
- Discussions with the Management to obtain requisite explanation and clarification of data provided;
- Discussions with the Management to inter-alia understand their perception of historical and expected future performance, macro-economic parameters and key value drivers affecting TCPL, and the Plantation Business and Remaining TCL;
- Market comparables and transactions, to the extent information on comparable companies/transactions is available in the public domain;
- General market data, including economic, governmental, and environmental forces, and industry information that may affect the Value;
- Other information and documents for the purpose of this engagement.

During the discussions with the Management of Companies, we have also obtained explanations and information considered reasonably necessary for our exercise. The Companies have been provided with the opportunity to review the draft report (excluding the recommended Ratios) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final report.

PROCEDURES ADOPTED AND VALUATION METHODS FOLLOWED

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and qualitative information from the Management.
- Used data available in public domain related to the Companies and its peers.
- Discussions (physical/over call) with the Management to understand the business and fundamental factors that affect companies' earning-generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance.





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- Research publicly available market data including economic factors and industry trends that may impact the valuation.
- Analysis of valuation multiples of comparable companies/comparable transactions using information available in public domain and / or proprietary databases subscribed by us or our network firms.
- Selection of well accepted valuation methodology/(ies) as considered appropriate by us.
- Arriving at relative values of Company / Specified Business in order to determine the fair equity share entitlement / exchange ratio for the Proposed Transaction.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

This report, its contents and the results herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement; (ii) the date of this report and (iii) and are based on the balance sheets as at 31 December 2021 of TCPL and the Specified Businesses. The Management has represented that the business activities of TCL (both Plantation Business and Remaining TCL) and TCPL have been carried out in the normal and ordinary course between 31 December 2021 and the report date and that no material adverse change has occurred in their respective operations and financial position between 31 December 2021 and the report date.

The recommendation(s) rendered in this report only represent our recommendation(s) based upon information till 28 March 2022, furnished by the Companies (or its representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). We have no obligation to update this report.

A valuation of this nature is necessarily based on the prevailing stock market, financial, economic, and other conditions in general and industry trends in particular, and the information made available to us. The report is issued on the understanding that the management of the Companies have drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies and any other matter, which have an impact on our opinion, on the fair equity share entitlement / exchange ratio for the Proposed Transaction as on the Valuation Date. We have considered only circumstances existing at the Valuation Date and events occurring up to the Valuation Date. Events and circumstance may have occurred since the Valuation date concerning the financial position of TCPL and the Specified Businesses or any other matter and such events or circumstances might be considered material by the Companies or any third party. We have taken into account, in our value analysis, such events and circumstances occurring after the Valuation Date as disclosed to us by the Companies, to the extent considered appropriate by us based on our professional judgment. Further, we have no responsibility to update the report for any events and circumstances occurring after the date of this report. Our valuation analysis was completed on a date subsequent to the Valuation Date and accordingly we have taken into account such valuation parameters and over such period, as we considered appropriate and relevant, up to a date close to such completion date.

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion by the Valuers and judgment taking into account all the relevant factors. There will always be several factors, e.g., present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions.

The determination of exchange ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no indisputable single entitlement / exchange ratio. While we have provided our recommendation of the equity share entitlement / exchange ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the fair equity share entitlement / exchange ratio. The final responsibility for the determination of the equity share entitlement / exchange ratio at which the Proposed Transaction shall take place will be with the Board of Directors who should take into account other factors such as their own assessment of the proposed Transaction and input of other advisors.





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In the course of the valuation, we were provided with both written and verbal information, including market, technical, financial, and operating data. In accordance with the terms of our respective engagements, we have assumed and relied upon, without independent verification, (i) the accuracy of the information that was publicly available and formed a substantial basis for this report and (ii) the accuracy of information made available to us by the Companies. While information obtained from the public domain or external sources have not been verified for authenticity, accuracy, or completeness, we have obtained information as far as possible, from sources generally considered to be reliable. We assume no responsibility for such information. Our valuation does not constitute an audit or review in accordance with the auditing standards applicable in India, accounting/ financial/ commercial/ legal/ tax/ environmental due diligence or forensic or investigation services and does not include verification or validation work. In accordance with our Engagement Letter and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed, certified, carried out a due diligence or otherwise investigated the historical financial information provided to us. We have not independently investigated or otherwise verified the data provided by the Companies. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the historical financials/ financial statements and projections. The assignment did not involve us to conduct any financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of TCPL or the Specified Businesses. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusions are based on the assumptions and information given by/on behalf of the Companies. The Management of the Companies has indicated to us that they have understood that any omissions, inaccuracies, or misstatements may materially affect our valuation analysis/results. Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and their impact on the report. Nothing has come to our attention to indicate that the information provided was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the report. Also, we assume no responsibility for technical information (if any) furnished by the Companies.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this valuation report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited/unaudited balance sheet of the Companies. Our conclusion of value assumes that the assets and liabilities of the companies, reflected in their respective latest balance sheets remain intact as of the Valuation Report date.

We are not advisors with respect to legal, tax and regulatory matters for the Transaction.

This report does not look into the business/ commercial reasons behind the Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

No investigation of the Companies' claim to title of assets has been made for the purpose of this report and the Companies claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

We must emphasize that realizations of free cash flow forecast used in the analysis will be dependent on the continuing validity of assumptions on which they are based. Our analysis, therefore, will not, and cannot be directed to providing any assurance about the achievability of the final projections. Since the financial forecasts relate to future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences may be material.

We have not conducted or provided an analysis or prepared a model for any individual assets/ liabilities and have wholly relied on the information provided by the Companies in this regard.

We are independent of the Companies and have no current or expected interest in the Companies or its assets. The fee for the engagement is not contingent upon the results reported.





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We owe responsibility to only the Boards of Directors of the respective company that has appointed us under the terms of our respective engagement letters and nobody else. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions of or advice given by any other to the Companies. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or willful default on part of the Companies, their directors, employees, or agents. In no circumstances shall the liability of a Valuer, its partners, its directors, or employees, relating to the services provided in connection with the engagement set out in this report shall exceed the amount paid to such Valuer in respect of the fees charged by it for these services.

This valuation report is subject to the laws of India.

Neither the valuation report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the Proposed Transaction, without our prior written consent. In addition, this report does not in any manner address the prices at which TCPL's equity shares will trade following consummation of the Transaction and we express no opinion or recommendation as to how the shareholders/ creditors of either Company should vote at any shareholders'/ creditors' meeting(s) to be held in connection with the Transaction. Our report and the opinion/ valuation analysis contained herein is not and nor should it be construed as advice relating to investing in, purchasing, selling, or otherwise dealing in securities or as providing management services or carrying out management functions. It is understood that this analysis does not represent a fairness opinion.

Any discrepancies in any table/ annexure between the total and the sums of the amounts listed are due to rounding-off.

BACKGROUND OF COMPANIES

Tata Consumer Products Limited

The issued and subscribed equity share capital of TCPL as at 31 December 2021 is INR 921.55 million consisting of 92,15,51,715 equity shares of face value of INR 1 each. The shareholding pattern is as follows:

Shareholding Pattern as on 31-12-2021	No of Shares	% Share Holding
Promoter & Group	31,96,29,733	34.69%
Non-Promoter (Institutions)	35,97,85,522	39.04%
Non-Promoter (Others-public)	24,12,72,050	26.18%
Non-Promoter (Nonpublic)	8,64,410	0.09%
Total Non-Promoter¹	60,19,21,982	65.31%
Grand Total	92,15,51,715	100.0%

Source: BSE filing (As at 31 December 2021)

Tata Coffee Limited

The current issued and subscribed equity share capital of TCL as at 31 December 2021 is INR 186.77 million consisting of 18,67,70,370 equity shares of face value of INR 1 each. The shareholding pattern is as follows:

Shareholding Pattern as on 31-12-2021	No of Shares	% Share Holding
Promoter & Group	10,73,59,820	57.48%
Non-Promoter (Institutions)	89,70,643	4.80%
Non-Promoter (Others-public)	7,04,39,907	37.72%
Total Non-Promoter	7,94,10,550	42.52%
Grand Total	18,67,70,370	100.0%

Source: BSE filing (As at 31 December 2021)

¹ We understand that TCPL has implemented a share based long term incentive scheme in 2021, pursuant to which certain performance share units (65,780 units) are granted. The exercise of such performance share units may result in an increase in the issued and paid up capital of TCPL.





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APPROACH - BASIS OF TRANSACTION

The Proposed Composite Scheme of Arrangement under the provisions of Section 230 to 232 of the Companies Act, 2013 contemplates a demerger of the Plantation Business of TCL into TBFL, a wholly owned subsidiary of TCPL; and amalgamation of Remaining TCL with TCPL.

Arriving at the fair equity share entitlement / exchange ratios for the proposed demerger of Plantation Business into TBFL, and the proposed amalgamation of Remaining TCL with TCPL, would require determining the relative equity valuation of the Plantation Business, Remaining TCL and TCPL, based on methodologies explained herein and various qualitative factors relevant to the Specified Businesses and TCPL.

The three main valuation approaches are the market approach, income approach and asset approach. There are several commonly used and accepted methods within the market approach, income approach and asset approach, for determining the relative fair value of equity shares of a company, which can be considered in the present valuation exercise, to the extent relevant and applicable, to arrive at the fair equity Share Entitlement / Exchange Ratio for the purpose of the Proposed Transaction, such as:

1. Asset Approach- Net Asset Value (NAV) Method
2. Income Approach
 - Discounted Cash Flow (DCF) Method
3. Market Approach
 - Market Price Method
 - Comparable Companies Multiples (CCM) Method
 - Price of Recent Investment Method

It should be understood that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the Companies, and other factors which generally influence the valuation of companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a value can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Asset Approach - Net Asset Value method

The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in cases where the firm is to be liquidated i.e., it does not meet the "going concern" criteria or in case where the assets base dominates earnings capability. A Scheme of amalgamation / demerger would normally be proceeded with, on the assumption that the companies/ business would continue as going concerns and an actual realization of the operating assets is not contemplated. In such a going concern scenario, the relative earning power is of importance to the basis of amalgamation / demerger, with the values arrived at on the net asset basis being of limited relevance.

The above assertions would hold true for asset heavy businesses such as Plantation as well. Considering the extent of land involved and their end use restrictions, portion of land not cultivable, etc. any potential prudent buyer of the entire land parcel would not pay a price higher than that based on the earning capacity from such lands by operating Plantations. Conversely, if the land parcels were to be sold piecemeal, there are significant costs, both direct (in terms of time, efforts and costs of sale) and indirect (closure costs for the business on piece-meal land sale). Hence the underlying asset value has limited relevance for this exercise.





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Income Approach

Income approach is a valuation approach that converts maintainable or future amounts (e.g., Cash flows or income and expenses) to a single current (i.e., discontinued or capitalised amount). This value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.

- **Discounted Cash Flows (DCF) Method**

Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital. The sum of the discounted value of such free cash flows is the value of the firm.

Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company/ business that are available to all providers of the companies' business' capital – both debt and equity.

Appropriate discount rate to be applied to cash flows i.e., the cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company/ business. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

Market Approach: Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e. similar) assets, liabilities or a group of assets and liabilities, such as business

- **Market Price (MP) Method**

The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. Further, in the case of amalgamation / demerger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

- **Comparable Companies Multiple (CCM) method**

Under this method, value of a business / company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

- **Price of Recent Investment ('PRI') method**

Where there has been any recent investment in the investee company, the price of that investment provides a basis of the valuation of the investment at fair value, subject to the changes or events subsequent to the relevant transaction, at each reporting date. If there are any indications of change in the fair value of the investee company after the investment, a suitable adjustment to PRI may be considered.

Out of the above methods, the Valuers have used approaches / methods, as considered appropriate by them respectively.





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BASIS OF FAIR EQUITY SHARE ENTITLEMENT RATIO - DEMERGER

The basis of demerger of the Plantation Business into TBFL has been determined after taking into consideration all the factors and methodologies mentioned hereinabove. Though different values have been arrived at under each of the above methodologies, it is finally necessary to arrive at a single value for Demerger. It is important to note that we are not attempting to arrive at the absolute equity values of TCPL, and Plantation Business of TCL, but at their relative values to facilitate the determination of a fair equity share entitlement ratio for Demerger. For this purpose, it is necessary to give appropriate weights to the values arrived at under each methodology.

We have considered appropriate weights to values arrived at under Income and Market Approaches.

Under the Market Approach we have relied on the CCM method / Market Price method. Considering that the traded share price of TCL reflects the value of company as a whole, rather than the value of individual business, valuing the Plantation Business under the Market Price method is not feasible.

The fair equity share entitlement ratio has been arrived at on the basis of a relative equity valuation (on a per share basis) of TCPL and the Plantation Business of TCL based on the various methodologies explained herein earlier and various qualitative factors relevant to each business and the business dynamics and growth potentials of the businesses of the Companies, having regard to information base, key underlying assumptions, and limitations.

Our recommendation of fair equity share entitlement ratio for the Demerger is in accordance with ICAI Valuation Standards, 2018 issued by the ICAI / International Valuation Standards.

The computation of fair equity share entitlement ratio as derived by PwC BCS LLP for demerger of Plantation Business into TBFL, is given below:

Valuation Approach	TCPL		Plantation Business	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach*	NA	NA	NA	NA
Income Approach				
- DCF Method	781.18	60%	36.15	60%
Market Approach				
- Market Price Method	754.26	24%	-	-
- CCM Method	720.67	16%	32.58	40%
Relative Value per Share	765.04		34.72	
Fair Equity Share Entitlement Ratio (rounded off)	1:22			

NA = Not Applied / Not Applicable

The computation of fair equity share entitlement ratio as derived by SSPA for demerger of Plantation Business into TBFL, is given below:

Valuation Approach	TCPL		Plantation Business	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach *	NA	NA	NA	NA
Income Approach				
- DCF Method	804.25	50%	34.35	50%
Market Approach				
- Market Price Method	726.06	50%	-	-
- CCM Method	-	-	35.30	50%
Relative Value per Share	765.16		34.83	
Fair Equity Share Entitlement Ratio (rounded off)	1:22			

NA = Not Applied / Not Applicable

*Since, the business of TCPL and Plantation Business are both intended to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset (Cost) Approach is not adopted for the present valuation exercise





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In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the fair equity share entitlement ratio for the demerger of Plantation Business into TFBL as under:

1 (One) equity share of TCPL (of INR 1/- each fully paid up) for every 22 (Twenty Two) equity shares of TCL (of INR 1/- each fully paid up).

BASIS OF FAIR EQUITY SHARE EXCHANGE RATIO - AMALGAMATION

The basis of amalgamation of Remaining TCL with TCPL has been determined after taking into consideration all the factors and methodologies mentioned hereinabove. Though different values have been arrived at under each of the above methodologies, it is finally necessary to arrive at a single value for Amalgamation. It is important to note that we are not attempting to arrive at the absolute equity values of TCPL and Remaining TCL but at their relative values to facilitate the determination of a fair equity share exchange ratio for Amalgamation. For this purpose, it is necessary to give appropriate weights to the values arrived at under each methodology.

We have considered appropriate weights to the values arrived at under Income and Market Approaches.

Under the Market Approach we have relied on the CCM method / Market Price method. Considering that the traded share price of TCL reflects the value of company as a whole, rather than the value of individual business, valuing the Remaining TCL under the Market Price method is not feasible.

The fair equity share exchange ratio has been arrived at on the basis of a relative equity valuation (on a per share basis) of TCPL and Remaining TCL based on the various methodologies explained herein earlier and various qualitative factors relevant to each business and the business dynamics and growth potentials of the businesses of the Companies, having regard to information base, key underlying assumptions, and limitations.

Our recommendation of fair equity share exchange ratio for the Amalgamation is in accordance with ICAI Valuation Standards, 2018 issued by the ICAI / International Valuation Standards.

The computation of the fair equity share exchange ratio as derived by PwC BCS LLP for amalgamation of Remaining TCL with TCPL, is given below:

Valuation Approach	TCPL		Remaining TCL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach*	NA	NA	NA	NA
Income Approach				
- DCF Method	781.18	60%	203.15	60%
Market Approach				
- Market Price Method	754.26	24%	-	-
- CCM Method	720.67	16%	183.18	40%
Relative Value per Share	765.04		195.16	
Fair Equity Share Exchange Ratio (rounded off)	14:55			

NA = Not Applied / Not Applicable





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The computation of the fair equity share exchange ratio as derived by SSPA for amalgamation of Remaining TCL with TCPL, is given below:

Valuation Approach	TCPL		Remaining TCL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach	NA	NA	NA	NA
Income Approach				
- DCF Method	804.25	50%	194.44	50%
Market Approach				
- Market Price Method	726.06	50%	-	-
- CCM Method	-	-	196.12	50%
Relative Value per Share	765.16		195.28	
Fair Equity Share Exchange Ratio (rounded off)	14:55			

NA = Not Applied / Not Applicable

*Since, the business of TCPL and Plantation Business are both intended to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset (Cost) Approach is not adopted for the present valuation exercise

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the fair equity share exchange ratio for the amalgamation of Remaining TCL with TCPL as under:

14 (Fourteen) equity shares of TCPL (of INR 1/- each fully paid up) for every 55 (Fifty Five) equity shares of TCL (of INR 1/- each fully paid up).

Respectfully submitted,

PwC Business Consulting Services LLP
IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158

Vishnu Giri
Partner
Registered Valuer No.: IBBI/RV/02/2021/14260



Date: 29 March 2022
Place: Mumbai

For SSPA & CO., Chartered Accountants
ICAI Firm Registration No.: 128851W
IBBI Registered Valuer No.: IBBI/RV-E/06/2020/126

Parag Ved
Partner
ICAI Membership No: 102432
Registered Valuer No.: IBBI/RV/06/2018/10092
UDIN: 22102432AFVDYX6286
Date: 29 March 2022
Place: Mumbai



Annexure 2B



SSPA & CO.
Chartered Accountants

PwC Business Consulting Services LLP, The Millenia, Tower D, 7 th Floor, Murphy Road, Ulsoor, Bangalore – 560008	SSPA & CO., Chartered Accountants 1 st Floor, "Arjun" Plot No. 6A, V P. Road, Andheri (West) Mumbai – 400 058
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Date: 27 April 2022

To,

The Board of Directors	The Board of Directors	The Board of Directors
Tata Consumer Products Limited 1, Bishop Lefroy Road Kolkata – 700 020,	Tata Coffee Limited No. 57, Railway Parallel Road Kumara Park (W) Bangalore – 560 020	TCPL Beverages & Foods Limited Kiroloskar Business Park, Block C, 3rd & 4th Floor, New Airport Road, Hebbal, Bangalore – 560 024

Sub: Addendum to the joint valuation report dated 29 March 2022 with respect to the recommendation of the following:

- Fair equity share entitlement ratio for the proposed demerger of the Plantation Business of Tata Coffee Limited ("TCL") into TCPL Beverages & Foods Limited ("TBFL"), a wholly owned subsidiary of Tata Consumer Products Limited ("TCPL"), and;
- Fair equity share exchange ratio for the proposed amalgamation of TCL (which would include Non-Plantation Business or Remaining Business, excluding the Plantation business proposed to be demerged) ("Remaining TCL") into TCPL.

Dear Sir / Madam,

Reference is invited to the joint valuation report ("Valuation Report") issued by PwC Business Consulting Services LLP ("PwC") and SSPA & Co., Chartered Accountants ("SSPA") (together referred to as "Joint Valuers"), dated 29 March 2022 on the recommendation of (a) Fair equity share entitlement ratio for the proposed demerger of the Plantation Business of TCL into TBFL and; (b) Fair equity share exchange ratio for the proposed amalgamation of Remaining TCL into TCPL.

It has come to our attention that the footnote to the table on page 12 of the Valuation Report recommending the fair equity share exchange ratio for the proposed amalgamation of Remaining TCL and TCPL, makes reference to Plantation Business (as defined in the Valuation Report) instead of Remaining TCL.

The above is a typographic error. Given that the table on page 12 of the Valuation Report gives recommendation of fair equity share exchange ratio for the proposed amalgamation of Remaining TCL and TCPL, the footnote to such table ought to be read in the above context, and therefore, relates to Remaining TCL and not the Plantation Business. Accordingly, the words "Plantation Business" used in the footnote on page 12 of the Valuation Report shall be read as "Remaining TCL".



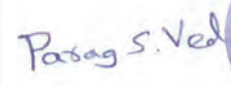


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Given the above, the footnote to the table on page 12 of the Valuation Report should be read as under:

"Since, the business of TCPL and Remaining TCL are both intended to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset (Cost) Approach is not adopted for the present valuation exercise".

Respectfully submitted,

PwC Business Consulting Services LLP IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158   Vishnu Giri Partner Registered Valuer No.: IBBI/RV/02/2021/14260 Date: 27 April 2022 Place: Bangalore	For SSPA & CO., Chartered Accountants ICAI Firm Registration No.: 128851W IBBI Registered Valuer No.: IBBI/RV-E/06/2020/126   Parag Ved Partner ICAI Membership No: 102432 Registered Valuer No.: IBBI/RV/06/2018/10092 Date: 27 April 2022 Place: Mumbai
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Annexure 2B



SSPA & CO.
Chartered Accountants

PwC Business Consulting Services LLP, The Millenia, Tower D, 7 th Floor, Murphy Road, Ulsoor, Bangalore – 560008	SSPA & CO., Chartered Accountants 1 st Floor, "Arjun" Plot No. 6A, V.P. Road, Andheri (West) Mumbai – 400 058
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Date: 27 April 2022

To,

Mr. Neelabja Chakrabarty Company Secretary Tata Consumer Products Limited 1, Bishop Lefroy Road Kolkata – 700 020	Mr. Anantha Murthy N Head – Legal & Company Secretary Tata Coffee Limited No. 57, Railway Parallel Road Kumara Park (W) Bangalore – 560 020
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Sub: Response to the clarification sought on the joint valuation report dated 29 March 2022 ("Valuation Report") with respect to the recommendation of the following:

- Fair equity share entitlement ratio for the proposed demerger of the Plantation Business of Tata Coffee Limited ("TCL") into TCPL Beverages & Foods Limited ("TBFL"), a wholly owned subsidiary of Tata Consumer Products Limited ("TCPL"), and;
- Fair equity share exchange ratio for the proposed amalgamation of TCL (which would include Non-Plantation Business or Remaining Business, excluding the Plantation business proposed to be demerged) ("Remaining TCL") into TCPL

Dear Sir / Madam,

We refer to our joint valuation report ("Valuation Report") issued by PwC Business Consulting Services LLP ("PwC") and SSPA & Co., Chartered Accountants ("SSPA") (together referred to as "Joint Valuers"), dated 29 March 2022 on the recommendation of (a) Fair equity share entitlement ratio for the proposed demerger of the Plantation Business of TCL into TBFL and; (b) Fair equity share exchange ratio for the proposed amalgamation of Remaining TCL into TCPL.

We have been informed by the management of TCPL and TCL (hereinafter collectively referred to as the "Management") that in connection with the application made to the BSE Limited ("BSE") under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to the proposed Composite Scheme of Arrangement between TCPL, TCL and TBFL, BSE has requested clarification in respect of footnote to the table on page 12 of the Valuation Report recommending the fair equity share exchange ratio for the proposed amalgamation of Remaining TCL and TCPL.

The footnote as appearing on Page 12 of the Valuation Report is reproduced as below:





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"Since, the business of TCPL and Plantation Business are both intended to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset (Cost) Approach is not adopted for the present valuation exercise."

Kindly note that the above is a typographic error. Given that the table on page 12 of the Valuation Report gives recommendation of fair equity share exchange ratio for the proposed amalgamation of Remaining TCL and TCPL, the footnote to such table ought to be read in the above context, and therefore, relates to Remaining TCL and not the Plantation Business. Accordingly, the words "Plantation Business" used in the footnote on page 12 of the Valuation Report shall be read as "Remaining TCL".

The rectified footnote has been captured below for ease of reference:

"Since, the business of TCPL and Remaining TCL are both intended to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset (Cost) Approach is not adopted for the present valuation exercise".

Respectfully submitted,

PwC Business Consulting Services LLP IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158   Vishnu Giri Partner Registered Valuer No. IBBI/RV/02/2021/14280 Date: 27 April 2022 Place: Bangalore	For SSPA & CO., Chartered Accountants ICAI Firm Registration No.: 128851W IBBI Registered Valuer No.: IBBI/RV-E/06/2020/126   Parag Ved Partner ICAI Membership No: 102432 Registered Valuer No.: IBBI/RV/06/2018/10092 Date: 27 April 2022 Place: Mumbai
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Investment Banking

Date: March 29, 2022

The Board of Directors
Tata Consumer Products Limited,
 1, Bishop Lefroy Road,
 Kolkata - 700020, West Bengal

Dear Sirs,

Sub: Proposed composite scheme of arrangement amongst Tata Consumer Products Limited ("TCPL" or the "Company"), Tata Coffee Limited ("TCL"), TCPL Beverages & Foods Limited ("TBFL") and their respective shareholders and creditors

The Company has requested us to issue a fairness opinion ("**Opinion**") from a financial point of view on the Share Entitlement Ratio (*as defined below*) in relation to demerger of the Demerged Undertaking (comprising of the plantation business) (*as set out in the scheme*) of TCL into TBFL ("**Demerger**") and Share Exchange Ratio (*as defined below*) in relation to the amalgamation of TCL post Demerger (comprising of the Remaining Business of TCL (*as set out in the scheme*)) with TCPL ("**Amalgamation**") and together with the Demerger, the "**Transaction**", described in the Scheme (*as defined below*).

Background of the Companies

TCPL along with its subsidiaries, joint ventures and associates is *inter alia* engaged in the business of manufacturing, marketing, distribution and/ or sales of consumer products, with offerings across food and beverage categories which includes tea, coffee, water and ready-to-drink beverages and is also engaged in the business of out-of-home retail which includes concept and premium cafes. The equity shares of TCPL are listed on National Stock Exchange of India Limited ("**NSE**"), BSE Limited ("**BSE**") and the Calcutta Stock Exchange Limited (collectively referred to as the "**Stock Exchanges**") and its global depository receipts are listed on the London Stock Exchange and the Luxembourg Stock Exchange.

TCL is a subsidiary of TCPL and TCL (along with its subsidiaries, joint ventures and associates) is *inter alia* engaged in the plantation business of cultivation, curing and processing of coffee, tea, pepper and allied plantation products and-in manufacture and sale of instant, soluble coffee powders and branded coffee products. The equity shares of TCL are listed on NSE and BSE.

TBFL was incorporated on February 25, 2022 and is a wholly owned subsidiary of TCPL. The main objects of TBFL include, *inter alia*, to carry on the business of manufacturing, trading, producing, cultivating and selling beverages and foods of all kind and of cultivating coffee, tea, etc.

Proposed Transaction

Composite scheme of arrangement is being proposed to be entered amongst TCPL, TCL, TBFL and their respective shareholders and creditors ("**Scheme**"), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 providing for the following ("**Proposed Transaction**"):

Kotak Mahindra Capital Company Limited

CIN 67120MH1995PLC134050

Registered Office:

27BKC

C - 27, "G" Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India

T +91 22 43360000

F +91 22 67132445

www.investmentbank.kotak.com



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- a) demerger of the Demerged Undertaking of TCL into TBFL and in consideration, the consequent issuance of equity shares by TCPL to all the shareholders of TCL (other than TCPL); and
- b) amalgamation of TCL post Demerger (comprising the Remaining Business of TCL) with TCPL and in consideration, the consequent issuance of equity shares by TCPL to all the shareholders of TCL (other than TCPL);

Our scope is restricted to providing an Opinion on the Share Entitlement Ratio and Share Exchange Ratio as prescribed by PwC Business Consulting Services LLP ("PwC") and SSPA & Co ("SSPA") in their joint valuation report dated March 29, 2022.

In arriving at our Opinion, we have reviewed the historical financials and future projections, business information of TCPL, the Demerged Undertaking and TCL (comprising the Remaining Business of TCL) and listed stock price data of TCPL and TCL. We have also reviewed certain publicly available information which the Company has confirmed as being reasonable for the purposes of providing our fairness opinion, and have also taken into account such other matters as we deemed necessary including our assessment of general economic, market and monetary conditions. We have also reviewed the joint valuation report dated March 29, 2022 issued by PwC, Registered Valuer with Insolvency and Bankruptcy Board of India ("IBBI") and SSPA, Chartered Accountants and Registered Valuer with IBBI recommending the share entitlement ratio for the Demerger as 1 (one) fully paid up equity share of face value of Re 1 each of TCPL to be issued for every 22 (twenty two) fully paid up equity shares of face value Re 1 each of TCL (the "**Share Entitlement Ratio**") and the share exchange ratio for the Amalgamation as 14 (fourteen) fully paid up equity shares of face value of Re 1 each of TCPL to be issued for every 55 (fifty five) fully paid up equity shares of face value Re 1 each of TCL (the "**Share Exchange Ratio**"). The shareholding of TCPL in TCL as on the record date will get cancelled in accordance with the Scheme.

We have also assumed that the final Scheme will be substantially the same as the scheme discussed with and reviewed by us and that there will no material changes between the draft shared with us and the final approved scheme. Any such material changes will require us to reevaluate our opinion herein.

In addition to above, we have had discussions with members of the management of TCPL and TCL on the past and current business operations of the concerned businesses, their future prospects and operations, and have received management representation letter from TCPL dated March 29, 2022.

Further, we have had discussions with PwC and SSPA, the valuation advisors, on such matters which we believed were necessary or appropriate for the purpose of issuing this Opinion.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed good and marketable and we would urge TCPL, TCL and TBFL to carry out an independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment. We have further assumed that the Proposed Transaction would be carried out in compliance with applicable laws, rules and regulations.

In giving our Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in oral or written form, discussed with or reviewed by or for us, or publicly available. We have been given to understand that all information that was relevant for the purpose of our exercise was disclosed to us. We have not conducted any evaluation or appraisal of any assets or liabilities of TCPL or Demerged Undertaking or

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TCL (comprising the Remaining Business of TCL) nor have we evaluated the solvency or fair value of TCPL or Demerged Undertaking or TCL (comprising the Remaining Business of TCL), under any laws relating to bankruptcy, insolvency or similar matters. In addition, we have not assumed any obligation to conduct any physical inspection of the properties or facilities of TCPL or Demerged Undertaking or TCL (comprising the Remaining Business of TCL).

Our Opinion does not factor overall economic environment risk and other risks and is purely based on the information and representations provided to us. We have not assumed the risk of any material adverse change having an impact on the businesses of TCPL, Demerged Undertaking and TCL (comprising the Remaining Business of TCL) in arriving at our final Opinion. The Company has prepared the financial projections in good faith and on the basis of the information as available with the Company. A multitude of factors including, but not limited to, changes in demand, competition, technology, the effect of COVID 19 in India and globally, any geo-political risks, wars, insurrections and any macroeconomic conditions in India and globally can cause actual events, performance or results to differ significantly from the financial projections.

We express no view as to, and our Opinion does not address, the underlying business decision of TCPL, TCL and TBFL to effect the Proposed Transaction or the merits of the Proposed Transaction. Our Opinion does not constitute a recommendation to any shareholder or creditor of TCPL, TCL or TBFL as to how such shareholder or creditor should vote on the Proposed Transaction or any matter related thereto. In addition, this Opinion does not address the fairness to, or any other consideration, to the creditors or other constituencies of TCPL. We are not expressing any opinion herein as to the prices at which the equity shares of TCPL or TCL will trade following the announcement or consummation of the proposed transaction or as to the prices at which the equity shares of TCPL or TCL may be transacted.

We will receive a fee for our services in connection with the delivery of this Opinion from TCPL and for providing certain financial advisory services to TCPL in connection with the Transaction. In addition, TCPL has agreed to indemnify us from any claims arising out of our engagement in providing the Opinion.

We or our affiliates in the past five years have provided, and currently provide, services to TCPL and/or TCL and/or their affiliates unrelated to the Proposed Transaction for which we or such affiliates have received and expect to receive compensation, including, without limitation as lenders and creditors to TCPL and TCL (as the case may be).

In the ordinary course of business, we and our affiliates may actively trade or hold securities of companies that may be the subject matter of this transaction for our own account or for the account of our customers and, accordingly, may at any time hold long or short position in such securities. In addition, we and our affiliates maintain relationships with TCPL and TCL and their respective affiliates.

This Opinion is provided solely for the benefit of the Board of Directors of TCPL and is for the purpose of submission to the Stock Exchanges under the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, and shall not confer rights or remedies upon, any shareholder of TCPL, TCL or TBFL, or any other person including any company involved in the Scheme other than the members of the Board of Directors of TCPL and shall not be used for any other purpose. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party for any purpose whatsoever or disclosed, referred to or communicated by you (in whole or in part) except with our prior written consent in each instance. Provided however, this opinion may only be disclosed as may be required under any applicable law in India and may be kept open for inspection by shareholders of TCPL, but we take no responsibility or liability for or arising out of any such disclosure. We specifically





Investment Banking

disclaim any responsibility to any third party to whom this Opinion may be shown or who may acquire a copy of this Opinion.

The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

With respect to any suit, action or any other proceedings relating to this Opinion, the courts of competent jurisdiction at India shall have exclusive jurisdiction.

On the basis of and subject to the foregoing, it is our view that, as of the date hereof, the proposed Share Entitlement Ratio and Share Exchange Ratio prescribed by PwC and SSPA, in their joint valuation report dated March 29, 2022, is fair and reasonable from a financial point of view.

Yours faithfully,

For **Kotak Mahindra Capital Company Limited**

A handwritten signature in blue ink, appearing to read "Anupam", written over a horizontal line.

Authorised Signatory

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Corporate Identity Number: L67120MH2005PLC155188



DCS/AMAL/MJ/IP/2360/2022-23

“E-Letter”

June 08, 2022

The Company Secretary,
TATA CONSUMER PRODUCTS LIMITED
1, Bishop Lefroy Road,
Kolkata, West Bengal- 700020.

Dear Sir,

Sub: Observation Letter regarding the Composite Scheme of Arrangement amongst Tata Consumer Products Limited and Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective Shareholders and Creditors.

We are in receipt of the draft Composite Scheme of Arrangement filed by Tata Consumer Products Limited as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated June 07, 2022, has inter alia given the following comment(s) on the draft scheme of Amalgamation:

- i. “Company shall duly comply with various provisions of the Circular.”
- ii. “Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter, is displayed on the websites of the listed Company and the Stock Exchanges.”
- iii. “Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.”
- iv. “Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and Shareholders, while seeking approval of the scheme.”
- v. “Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.”
- vi. “Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.”
- vii. “Company shall ensure that all the details submitted with SEBI are also incorporated in the explanatory statement accompanying resolution to be passed sent to the Shareholders while seeking approval of the scheme.”
- viii. “Company shall ensure to disclose the details of all the actions taken/initiated by SEBI or any other regulator against any of the entities, its directors/promoters and promoter group, in the petition to be filed before NCLT.”
- ix. “Company shall ensure that the “Scheme” shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.”

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- x. **“Company to ensure that no changes to the draft Scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.”**
- xi. **“Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT.”**
- xii. **“The entities involved in the scheme shall duly comply with various provisions of the Circular and all other applicable laws for the time being in force.”**
- xiii. **“Company is advised that the proposed Equity Shares to be issued in terms of the ‘Scheme’ shall mandatorily be in demat form only.”**
- xiv. **“It is to be noted that the petitions are filed by the Company before Hon'ble NCLT after processing and communication of comments/observations on draft Scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.”**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- i. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- ii. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- iii. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

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

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

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In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.
Yours faithfully,

Sd/-

Prasad Bhide
Manager



June 16, 2022

To,
The General Manager
Department of Corporate Services,
BSE Limited,
P.J.Towers, Dalal Street,
Mumbai – 400 001

Sub: Observation Letter regarding the Composite Scheme of Arrangement amongst Tata Consumer Products Limited and Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective Shareholders and Creditors (“the Scheme”).

Ref: You E-Letter DCS/AMAL/MJ/IP/2360/2022-23 date June 08, 2022

Dear Sir/Madam,

With reference to your captioned observation letter, please find below the reply to your observations:

i. **“Company shall duly comply with various provisions of the Circular.”**

Response: Tata Consumer Products Limited (“**the Company**”) will comply with the applicable provisions of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended from time to time (“**SEBI Circulars**”) concerning the Scheme of Arrangement, and other applicable circulars/ legal provisions, as and when it becomes applicable.

ii. **“Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter, is displayed on the websites of the listed Company and the Stock Exchanges.”**

Response: The Company has complied with this requirement till the date of this letter and shall continue to comply with the aforesaid requirement as and when become applicable.

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



- iii. **“Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.”**

Response: The details of the proposed Scheme, under consideration, as provided by the Company to the stock exchanges, shall be prominently disclosed in the notice to be sent to the shareholders by the Company.

- iv. **“Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and Shareholders, while seeking approval of the scheme.”**

Response: Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action is taken, if any, against the Company, its promoters, and directors, in relation to the business of the Company in the usual course of business/operations of the Company, will be disclosed as a part of first motion petition which will be submitted before the respective Hon'ble NCLTs and the Company will disclose the said details to the shareholders while seeking their approval of the scheme.

- v. **“Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.”**

Response: Information pertaining to TCPL Beverages & Foods Limited, the unlisted company involved in the Scheme, in the format specified for the abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, shall be included in the explanatory statement to the notice of the shareholders' meeting, which will be sent to the shareholders for seeking approval for the Scheme.

- vi. **“Company shall ensure that the financials in the scheme including financials considered for valuation report are not for the period more than 6 months old.”**

Response: This has been complied with.

TATA CONSUMER PRODUCTS LIMITED

11/13 Botawala Building 1st Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India

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- vii. **“Company shall ensure that all the details submitted with SEBI are also incorporated in the explanatory statement accompanying resolution to be passed sent to the Shareholders while seeking approval of the scheme.”**

Response: Details submitted to SEBI, which are required to be provided under applicable law in the explanatory statement accompanying the resolution to be passed and sent to the shareholders while seeking approval for the Scheme, shall be provided thereunder.

- viii. **“Company shall ensure to disclose the details of all the actions taken/initiated by SEBI or any other regulator against any of the entities, its directors/promoters and promoter group, in the petition to be filed before NCLT.”**

Response: Details of all the actions taken/initiated by SEBI or any other regulator against any of the entities involved in the Scheme, its directors, promoters, and promoter group, outstanding as on the date of filing of the first motion petition before the NCLT, will be disclosed before Hon'ble NCLT as a part of the petition and the Company will disclose the said details to the shareholders while seeking their approval for the Scheme.

- ix. **“Company shall ensure that the “Scheme” shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.”**

Response: The Company will ensure compliance with this requirement.

- x. **“Company to ensure that no changes to the draft Scheme except those mandated by the regulators/authorities/tribunals shall be made without the specific written consent of SEBI.”**

Response: The Company will ensure compliance with this requirement.

- xi. **“Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT.”**

Response: The Company will incorporate the Observation Letters issued by the Stock Exchanges, as well as the Company's response to the Observation Letters, in the form of annexures to the petition to be filed before the Hon'ble NCLT.

TATA CONSUMER PRODUCTS LIMITED

11/13 Botawala Building 1st Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India

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- xii. **“The entities involved in the scheme shall duly comply with various provisions of the Circular and all other applicable laws for the time being in force.”**

Response: The Company and the other entities involved in the Scheme have duly complied with and shall continue to duly comply with the various provisions of the SEBI Circulars and all other applicable laws for the time being in force.

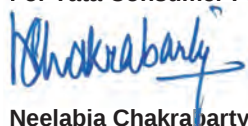
- xiii. **“Company is advised that the proposed Equity Shares to be issued in terms of the ‘Scheme’ shall mandatorily be in demat form only.”**

Response: The Company will issue the new equity shares pursuant to the Scheme only in Demat form.

The other contents of the captioned observation letter have been duly noted and the Company shall take the necessary action as required.

Yours faithfully,

For Tata Consumer Products Limited



Neelabja Chakrabarty
Company Secretary

TATA CONSUMER PRODUCTS LIMITED

11/13 Botawala Building 1st Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India

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Registered Office: 1, Bishop Lefroy Road, Kolkata – 700 020

Corporate Identity Number (CIN): L15491WB1962PLC031425

Email: investor.relations@tataconsumer.com

Website: www.tataconsumer.com

**National Stock Exchange Of India Limited**

Ref: NSE/LIST/30594_II

June 07, 2022

The Company Secretary
Tata Consumer Products Limited
11/1, Botawala Building,
1st floor Office No 2-6,
Homiman Circle Fort,
Mumbai - 400 001.

Kind Attn.: Mr. Neelabja Chakrabarty

Dear Sir,

Sub: Observation Letter for Draft Composite Scheme of Arrangement among Tata Consumer Products Limited and Tata Coffee Limited and TCPL Beverages and Foods Limited and their respective shareholders and creditors.

We are in receipt of Draft Composite Scheme of Arrangement among Tata Consumer Products Limited and Tata Coffee Limited and TCPL Beverages and Foods Limited and their respective shareholders and creditors.

Based on our letter reference no. NSE/LIST/30594 dated May 11, 2022, submitted to SEBI and pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, for comments on the Draft Scheme of Arrangement, kindly find following comments on the draft scheme:

- a. *Company shall ensure compliance with the SEBI circular.*
- b. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter is displayed on the websites of the listed company and the Stock Exchanges.*
- c. *Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice sent to the shareholder.*
- d. *Company shall ensure disclosure of all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.*
- e. *Company shall ensure that the information pertaining to all the unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*



Signer: DIPTI VIPIL CHINCHKEDE
Date: Tue, Jun 7, 2022 18:29:14 IST
Location: NSE

National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
India +91 22 26598100 | www.nseindia.com | CIN U67120MH1992PLC069769



Continuation Sheet

- f. *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- g. *Company shall ensure that all the details submitted with SEBI are also incorporated in the explanatory statement accompanying resolution to be passed sent to the shareholders while seeking approval of the scheme.*
- h. *Company shall ensure to disclose the details of all the actions taken/initiated by SEBI or any other regulator against any of the entities, its directors/promoters and promoter group, in the petition to be filed before NCLT.*
- i. *Company shall ensure that the “scheme” shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*
- j. *Company shall ensure that no changes in the draft scheme except those mandated by the regulators/ tribunals shall be made without specific written consent of SEBI.*
- k. *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*
- l. *The entities involved in the scheme shall duly comply with various provisions of the said Circular and all other applicable laws for the time being in force.*
- m. *Company shall ensure that the proposed equity shares to be issued in terms of the “scheme” shall mandatorily be in a demat form only.*
- n. *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/Stock Exchanges. Hence, the company is not required to send notice for representation as mandated under Section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

This Document is Digitally Signed



Signer: DIPTI VIPIL CHINCHKEDE
Date: Tue, Jun 7, 2022 18:29:14 IST
Location: NSE



Continuation Sheet

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities. The validity of this "Observation Letter" shall be six months from June 07, 2022, within which the scheme shall be submitted to NCLT.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Dipti Chinchkhede
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:
<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

This Document is Digitally Signed



Signer: DIPTI VIPIL CHINCHKHEDE
Date: Tue, Jun 7, 2022 18:29:14 IST
Location: NSE



June 16, 2022

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

Sub: Observation Letter for Composite Scheme of Arrangement amongst Tata Consumer Products Limited and Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective Shareholders and Creditors ("the Scheme").

Ref: Your Letter NSE/LIST/30594_II date June 07, 2022

Dear Sir/Madam,

With reference to your captioned observation letter, please find below the reply to your observations:

a. Company shall ensure compliance with the SEBI circular

Response: Tata Consumer Products Limited ("the Company") will comply with the applicable provisions of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended from time to time ("SEBI Circulars") concerning the Scheme of Arrangement, and other applicable circulars/ legal provisions, as and when it becomes applicable.

b. Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter is displayed on the websites of the listed company and the Stock Exchanges

Response: The Company has complied with this requirement till the date of this letter and shall continue to comply with the aforesaid requirement as and when become applicable.

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



- c. Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice sent to the shareholder.**

Response: The details of the proposed Scheme, under consideration, as provided by the Company to the stock exchanges, shall be prominently disclosed in the notice to be sent to the shareholders by the Company.

- d. Company shall ensure disclosure of all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.**

Response: Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action is taken, if any, against the Company, its promoters, and directors, in relation to the business of the Company in the usual course of business/operations of the Company, will be disclosed as a part of first motion petition which will be submitted before the respective Hon'ble NCLTs and the Company will disclose the said details to the shareholders while seeking their approval of the scheme.

- e. Company shall ensure that the information pertaining to all the unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.**

Response: Information pertaining to TCPL Beverages & Foods Limited, the unlisted company involved in the Scheme, in the format specified for the abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, shall be included in the explanatory statement to the notice of the shareholders' meeting, which will be sent to the shareholders for seeking approval for the Scheme.

- f. Company shall ensure that the financials in the scheme including financials considered for valuation report are not for the period more than 6 months old.**

Response: This has been complied with.

TATA CONSUMER PRODUCTS LIMITED

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- g. Company shall ensure that all the details submitted with SEBI are also incorporated in the explanatory statement accompanying resolution to be passed sent to the Shareholders while seeking approval of the scheme.**

Response: Details submitted to SEBI, which are required to be provided under applicable law in the explanatory statement accompanying the resolution to be passed and sent to the shareholders while seeking approval for the Scheme, shall be provided thereunder.

- h. Company shall ensure to disclose the details of all the actions taken/initiated by SEBI or any other regulator against any of the entities, its directors/promoters and promoter group, in the petition to be filed before NCLT.**

Response: Details of all the actions taken/initiated by SEBI or any other regulator against any of the entities involved in the Scheme, its directors, promoters, and promoter group, outstanding as on the date of filing of the first motion petition before the NCLT, will be disclosed before Hon'ble NCLT as a part of the petition and the Company will disclose the said details to the shareholders while seeking their approval for the Scheme.

- i. Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.**

Response: The Company will ensure compliance with this requirement.

- j. Company to ensure that no changes to the draft Scheme except those mandated by the regulators /tribunals shall be made without the specific written consent of SEBI.**

Response: The Company will ensure compliance with this requirement.

- k. Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT.**

Response: The Company will incorporate the Observation Letters issued by the Stock Exchanges, as well as the Company's response to the Observation Letters, in the form of annexures to the petition to be filed before the Hon'ble NCLT.

TATA CONSUMER PRODUCTS LIMITED

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- l. The entities involved in the scheme shall duly comply with various provisions of the Circular and all other applicable laws for the time being in force.***

Response: The Company and the other entities involved in the Scheme have duly complied with and shall continue to duly comply with the various provisions of the SEBI Circulars and all other applicable laws for the time being in force.

- m. "Company is advised that the proposed Equity Shares to be issued in terms of the 'Scheme' shall mandatorily be in demat form only."***

Response: The Company will issue the new equity shares pursuant to the Scheme only in Demat form.

The other contents of the captioned observation letter have been duly noted and the Company shall take the necessary action as required.

Yours faithfully,

For Tata Consumer Products Limited

A handwritten signature in blue ink, appearing to read 'Neelabja Chakrabarty'.

**Neelabja Chakrabarty
Company Secretary**

TATA CONSUMER PRODUCTS LIMITED

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Website: www.tataconsumer.com

The Calcutta Stock Exchange Ltd.

7, Lyons Range, Kolkata - 700 001
 Phone : +91 33 4025 3000, Fax : +91 33 4025 3030 / 3017
 Website : www.cse-india.com, E-mail : cseadm@seadmn@cse-india.com
 CIN: U67120WB1923PLC004707

Ref.No. CSE/LD/15512/2022

June 9 2022

The Company Secretary,
TATA CONSUMER PRODUCTS LIMITED
 1, Bishop Lefroy Road,
 Kolkata, West Bengal- 700020

Dear Sir

Sub: Observation Letter regarding the Composite Scheme of Arrangement amongst Tata Consumer Products Limited and Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective Shareholders and Creditors.

We are in receipt of the draft Composite Scheme of Arrangement filed by Tata Consumer Products Limited as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10 2017. SEBI vide its letter dated June 07, 2022, has inter alia given the following comment(s) on the draft scheme of Amalgamation:

- i. "Company shall duly comply with various provisions of the Circular."
- ii. "Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter, is displayed on the websites of the listed Company and the Stock Exchanges."
- iii. "Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
- iv. "Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and Shareholders, while seeking approval of the scheme."
- v. "Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- vi. "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."

The Calcutta Stock Exchange Ltd.

7, Lyons Range, Kolkata - 700 001

Phone : +91 33 4025 3000, Fax : +91 33 4025 3030 / 3017

Website : www.cse-india.com, E-mail : cseadm@sebi.gov.in

CIN: U67120WB1923PLC004707

- vii. "Company shall ensure that all the details submitted with SEBI are also incorporated in the explanatory statement accompanying resolution to be passed sent to the Shareholders while seeking approval of the scheme."
- viii. "Company shall ensure to disclose the details of all the actions taken/initiated by SEBI or any other regulator against any of the entities, its directors/promoters and promoter group, in the petition to be filed before NCLT."
- ix. "Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."
- x. "Company to ensure that no changes to the draft Scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."
- xi. "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT."
- xii. "The entities involved in the scheme shall duly comply with various provisions of the Circular and all other applicable laws for the time being in force."
- xiii. "Company is advised that the proposed Equity Shares to be issued in terms of the 'Scheme' shall mandatorily be in demat form only."
- xiv. "It is to be noted that the petitions are filed by the Company before Hon'ble NCLT after processing and communication of comments/observations on draft Scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- i. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- ii. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- iii. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

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CIN: U67120WB1923PLC004707

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders while seeking approval of the scheme it shall disclose information about the company involved in the format prescribed for abridged prospectus as specified in the Circular dated March 10, 2017.

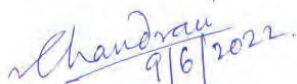
Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

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

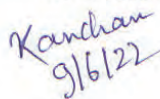
Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act) read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 of the Companies Act, 2013, the case may be is required to be served upon the Exchange seeking representations or objections if any.

Yours faithfully,


(CS Chandrani Datta)

The Calcutta Stock Exchange Ltd.


9/6/22



June 16, 2022

To,
The Calcutta Stock Exchange Limited (CSE)
7, Lyons Range, Dalhousie,
Kolkata-700001

Sub: Observation Letter regarding the Composite Scheme of Arrangement amongst Tata Consumer Products Limited and Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective Shareholders and Creditors ("the Scheme").

Ref: You Letter CSE/LD/15512/2022 date June 09, 2022

Dear Sir/Madam,

With reference to your captioned observation letter, please find below the reply to your observations:

i. "Company shall duly comply with various provisions of the Circular."

Response: Tata Consumer Products Limited ("**the Company**") will comply with the applicable provisions of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended from time to time ("**SEBI Circulars**") concerning the Scheme of Arrangement, and other applicable circulars/ legal provisions, as and when it becomes applicable.

ii. "Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter, is displayed on the websites of the listed Company and the Stock Exchanges."

Response: The Company has complied with this requirement till the date of this letter and shall continue to comply with the aforesaid requirement as and when become applicable.

iii. "Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."

Response: The details of the proposed Scheme, under consideration, as provided by the Company to the stock exchanges, shall be prominently disclosed in the notice to be sent to the shareholders by the Company.

TATA CONSUMER PRODUCTS LIMITED

11/13 Botawala Building 1st Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India

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Website: www.tataconsumer.com



- iv. **“Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and Shareholders, while seeking approval of the scheme.”**

Response: Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action is taken, if any, against the Company, its promoters, and directors, in relation to the business of the Company in the usual course of business/operations of the Company, will be disclosed as a part of first motion petition which will be submitted before the respective Hon'ble NCLTs and the Company will disclose the said details to the shareholders while seeking their approval of the scheme.

- v. **“Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.”**

Response: Information pertaining to TCPL Beverages & Foods Limited, the unlisted company involved in the Scheme, in the format specified for the abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, shall be included in the explanatory statement to the notice of the shareholders' meeting, which will be sent to the shareholders for seeking approval for the Scheme.

- vi. **“Company shall ensure that the financials in the scheme including financials considered for valuation report are not for the period more than 6 months old.”**

Response: This has been complied with.

- vii. **“Company shall ensure that all the details submitted with SEBI are also incorporated in the explanatory statement accompanying resolution to be passed sent to the Shareholders while seeking approval of the scheme.”**

Response: Details submitted to SEBI, which are required to be provided under applicable law in the explanatory statement accompanying the resolution to be passed and sent to the shareholders while seeking approval for the Scheme, shall be provided thereunder.

TATA CONSUMER PRODUCTS LIMITED

11/13 Botawala Building 1st Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India

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- viii. **“Company shall ensure to disclose the details of all the actions taken/initiated by SEBI or any other regulator against any of the entities, its directors/promoters and promoter group, in the petition to be filed before NCLT.”**

Response: Details of all the actions taken/initiated by SEBI or any other regulator against any of the entities involved in the Scheme, its directors, promoters, and promoter group, outstanding as on the date of filing of the first motion petition before the NCLT, will be disclosed before Hon'ble NCLT as a part of the petition and the Company will disclose the said details to the shareholders while seeking their approval for the Scheme.

- ix. **“Company shall ensure that the “Scheme” shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.”**

Response: The Company will ensure compliance with this requirement.

- x. **“Company to ensure that no changes to the draft Scheme except those mandated by the regulators/authorities/tribunals shall be made without the specific written consent of SEBI.”**

Response: The Company will ensure compliance with this requirement.

- xi. **“Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT.”**

Response: The Company will incorporate the Observation Letters issued by the Stock Exchanges, as well as the Company's response to the Observation Letters, in the form of annexures to the petition to be filed before the Hon'ble NCLT.

- xii. **“The entities involved in the scheme shall duly comply with various provisions of the Circular and all other applicable laws for the time being in force.”**

Response: The Company and the other entities involved in the Scheme have duly complied with and shall continue to duly comply with the various provisions of the SEBI Circulars and all other applicable laws for the time being in force.

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- xiii. **"Company is advised that the proposed Equity Shares to be issued in terms of the 'Scheme' shall mandatorily be in demat form only."**

Response: The Company will issue the new equity shares pursuant to the Scheme only in Demat form.

The other contents of the captioned observation letter have been duly noted and the Company shall take the necessary action as required.

Yours faithfully,

For Tata Consumer Products Limited



Neelabja Chakrabarty
Company Secretary

TATA CONSUMER PRODUCTS LIMITED

11/13 Botawala Building 1st Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India

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Website: www.tataconsumer.com



May 2, 2022

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Sub: Application for grant of approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Complaint report in relation to Scheme of Arrangement between Tata Consumer Products Limited and Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective Shareholders and Creditors (the Scheme)

Dear Sir/Madam,

This is with reference to the captioned application filed by the Company on March 31, 2022, and subsequently hosting of Scheme related documents on BSE Limited's website on April 6, 2022. Please find attached Complaints Report for the period from April 6, 2022, to April 27, 2022 as per the prescribed format.

Kindly take the same on record and provide us necessary "No objection" letter at the earliest to enable us to file the Scheme with the National Company Law Tribunal.

Yours Truly,

For **Tata Consumer Products Limited**


Neelabja Chakrabarty
Company Secretary

Encls : as above

TATA CONSUMER PRODUCTS LIMITED

11/13 Botawala Building 1st Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India
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Website: www.tataconsumer.com



Complaints Report

(Period: April 6, 2022, to April 27, 2022)

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			

Yours Truly,

For Tata Consumer Products Limited


Neelabja Chakrabarty
Company Secretary

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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Corporate Identity Number (CIN): L15491WB1962PLC031425
Email: investor.relations@tataconsumer.com
Website: www.tataconsumer.com



Annexure 7B

May 2, 2022

To,

The Calcutta Stock Exchange Limited

7 Lyons Range

Kolkata 700 001.

Sub: Application for grant of approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Complaint report in relation to Scheme of Arrangement between Tata Consumer Products Limited and Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective Shareholders and Creditors (the Scheme)

Dear Sir/Madam,

This is with reference to the captioned application filed by the Company on March 31, 2022, and subsequently hosting of Scheme related documents on The Calcutta Stock Exchange Limited's website on April 6, 2022. Please find attached Complaints Report for the period from April 6, 2022, to April 27, 2022 as per the prescribed format.

Kindly take the same on record and provide us necessary "No objection" letter at the earliest to enable us to file the Scheme with the National Company Law Tribunal.

Yours Truly,

For Tata Consumer Products Limited



Neelabja Chakrabarty
Company Secretary

Encls : as above

TATA CONSUMER PRODUCTS LIMITED

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Website: www.tataconsumer.com

TATA
Complaints Report

(Period: April 6, 2022, to April 27, 2022)

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			

Yours Truly,

For Tata Consumer Products Limited


Neelabja Chakrabarty
Company Secretary

TATA CONSUMER PRODUCTS LIMITED

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Website: www.tataconsumer.com



Annexure 7C

May 4, 2022

To,
National Stock Exchange of India Ltd,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051

Sub: Application for grant of approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Complaint report in relation to Scheme of Arrangement between Tata Consumer Products Limited and Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective Shareholders and Creditors (the Scheme)

Dear Sir/Madam,

This is with reference to the captioned application filed by the Company on March 31, 2022, and subsequently hosting of Scheme related documents on National Stock Exchange of India Limited's website on April 12, 2022. Please find attached Complaints Report for the period from April 12, 2022, to May 3, 2022 as per the prescribed format.

Kindly take the same on record and provide us necessary "No objection" letter at the earliest to enable us to file the Scheme with the National Company Law Tribunal.

Yours Truly,

For Tata Consumer Products Limited


Neelabja Chakrabarty
Company Secretary

TATA CONSUMER PRODUCTS LIMITED

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Website: www.tataconsumer.com

TATA
Complaints Report

(Period: April 12, 2022, to May 3, 2022)

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			

Yours Truly,

For Tata Consumer Products Limited


Neelabja Chakrabarty
Company Secretary

TATA CONSUMER PRODUCTS LIMITED

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REPORT ADOPTED BY THE BOARD OF DIRECTORS OF TATA CONSUMER PRODUCTS LIMITED ("THE COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON MARCH 29, 2022

1. Based on the recommendations of the Audit Committee and Committee of Independent Directors of the Company at their respective meetings held on March 29, 2022, a draft of the proposed composite scheme of arrangement amongst the Company, Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") (the Company, TCL and TBFL are collectively referred to as, the "**Companies**") and their respective shareholders and creditors pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and or regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**Companies Act**") and other applicable laws including the master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 issued by the Securities and Exchange Board of India ("**SEBI**") on November 23, 2021 (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**") was placed before and approved by the Board of Directors of the Company ("**Board**") and such scheme, the "**Scheme**") at its meeting held on March 29, 2022.
2. The Scheme, *inter alia*, provides for:
 - (a) as a first step, the demerger of the Demerged Undertaking (*as defined in the Scheme*) (comprising of the Plantation Business (*as defined in the Scheme*)) of TCL into TBFL and in consideration, the consequent issuance of equity shares by the Company (as the holding company of TBFL) to all the shareholders of TCL (other than the Company) in accordance with the Share Entitlement Ratio (*as defined below*), pursuant to the provisions of Section 2(19AA) read with Section 2(41A) and other relevant provisions of the Income Tax Act, 1961 (including any statutory modifications, re-enactments or amendments thereof and the rules made thereunder, for the time being in force) ("**IT Act**") ("**Demerger**");
 - (b) as a second step, followed immediately by the amalgamation of TCL (*comprising the Remaining Business of TCL (as defined in the Scheme)*) with the Company and in consideration, the consequent issuance of equity shares by the Company to all the shareholders of TCL (other than the Company) in accordance with the Share Exchange Ratio (*as defined below*), pursuant to the provisions of Section 2(1B) and other relevant provisions of the IT Act ("**Amalgamation**"); and
 - (c) various other matters consequential or otherwise integrally connected therewith.

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Words and expressions, used in capitalized form but not defined in this report, shall have the meaning ascribed to them in the Scheme.

3. The draft Scheme will be filed with the stock exchanges on which the shares of the Company are listed i.e. BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Calcutta Stock Exchange Limited ("CSE") (CSE, BSE and NSE are collectively referred to as the "Stock Exchanges"), pursuant to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") read with the SEBI Scheme Circular, for obtaining a no-objection letter from the Stock Exchanges.
4. The Scheme will be presented before the National Company Law Tribunal ("NCLT"), benches at Kolkata and Bengaluru, under Sections 230 to 232 and other applicable provisions of the Companies Act, and will also be in compliance with Section 2(19AA) read with Section 2(41A) (in relation to the Amalgamation) and Section 2(1B) (in relation to the Demerger) and other applicable provisions of the IT Act and the SEBI Scheme Circular.
5. The Scheme was approved by the Audit Committee of the Company at its meeting held on March 29, 2022 and by the Committee of Independent Directors at its meeting held on March 29, 2022.
6. As per Section 232(2)(c) of the Companies Act, a report is required to be adopted by the Board of Directors of the Company explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company, laying out in particular, the Share Entitlement Ratio and Share Exchange Ratio, specifying any special valuation difficulties, if any ("Report"). Accordingly, this report of the Board is prepared to comply with the requirements of Section 232(2)(c) of the Companies Act.
7. Having regard to the applicability of the aforesaid provisions, a draft of the Scheme and the following documents are placed before the Board:
 - (i) **Independent Valuation Report** dated March 29, 2022 ("Valuation Report") issued jointly by SSPA & Co, Independent Chartered Accountants & Registered Valuers (IBBI Registered Valuer Number IBBI/RV-E/06/2020/126) and PWC Business Consulting Services LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158), describing, *inter alia*, the methodologies adopted by them in arriving at the recommended Share Entitlement Ratio and Share Exchange Ratio and setting out the detailed computation of Share Entitlement Ratio for the proposed Demerger and the Share Exchange Ratio for the proposed Amalgamation;

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- (ii) **Fairness opinion dated March 29, 2022 (“Fairness Opinion”)** issued by Kotak Mahindra Capital Company Limited, SEBI registered Category I Merchant Banker, Mumbai (SEBI Registration No. INM000008704), providing its opinion on the fairness of the Share Entitlement Ratio and the Share Exchange Ratio, as recommended in the Valuation Report;
- (iii) **Auditors’ Certificate** dated March 29, 2022 issued by Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018), the statutory auditors of the Company, as required under Section 232(3) of the Companies Act certifying that the accounting treatment contained in the draft Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act;
- (iv) **Report** dated March 29, 2022 prepared by the Audit Committee of the Company in terms of the requirements of the SEBI Scheme Circular;
- (v) **Report** dated March 29, 2022 prepared by the Committee of Independent Directors of the Company in terms of the requirements of the SEBI Scheme Circular; and
- (vi) Other presentations, reports, documents and information made to/ furnished before the Board pertaining to the draft Scheme.

8. Rationale of the Scheme

- 8.1. The Company is currently engaged in a consumer product business, with a food and beverage portfolio, with operations across the globe. The operations of TCL and its subsidiaries are substantially in instant coffee extraction, branded coffee and plantation businesses. TCL is currently a subsidiary of the Company. The Scheme is being proposed with a view to simplifying the management and operational structures of the Companies in order to increase efficiencies and generate synergies.
- 8.2. The proposed Scheme would be in the best interest of the Companies and their respective shareholders, employees, creditors and other stakeholders as the proposed restructuring pursuant to the Scheme is expected, inter alia, to result in the following benefits:

Benefits of the Demerger

- (a) Creating a dedicated plantation vertical with focused attention on the plantation business, which will enable increased efficiencies and generate synergies amongst the various plantation businesses wholly or partly owned by the Company and better resource allocation, resulting in enhancement of shareholders’ value.

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- (b) The shareholders of TCL (other than the Company) will be allotted shares of the Company and therefore will be shareholders of a larger branded consumer products business with multiple growth avenues and at the same time, will continue to participate in the plantation business.
- (c) The profile, operations, management risk and return associated with the Plantation Business is distinct from that of the Remaining Business and therefore the Scheme would lead to sharper focus on both the businesses.

Benefits of the Amalgamation

- (a) Integration of TCL and the Company's extraction business activities under a single entity through the amalgamation will result *inter alia* in focused management attention, operational efficiencies, revenue and cost synergies including from commonality of customers, sales and supply chain opportunities through enhanced geographical reach with a wider variety of product offerings which will help in gaining market share, optimization of capital, operational (including promotion) expenditure, leveraging sales and distribution network and simplification of overlapping infrastructure.
 - (b) The amalgamation of TCL with the Company would bring about synergy of operations and benefit of scale and additionally, the legal and regulatory compliances of both the listed entities will be unified and streamlined.
 - (c) The amalgamation will enable efficient consolidation of ownership interests in the international branded business owned by the Company and TCL which will result in cost benefits, higher operating and other efficiencies.
- 8.3. Therefore, in view of the above, the implementation of the Scheme will result in the following benefits:
- (a) Dedicated and specialized management focus on the specific needs of the respective businesses.
 - (b) Having one listed company for consumer and related businesses and convergence of minority interests from TCL into the Company.
 - (c) Benefit to all the stakeholders of the Company, TCL and TBFL, leading to opportunity for growth and value creation in the long run and maximizing the value and returns to the shareholders.

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- (d) Unified approach on customer engagement, distribution and supply chain management would lead to operational and financial efficiencies in all these functions.

9. Effect of the Scheme on stakeholders

S. No.	CATEGORY OF STAKEHOLDER	EFFECT OF THE SCHEME ON STAKEHOLDERS
9.1.	Shareholders	(a) The Company has equity shareholders. The Company has no other class of shareholders. (b) Upon the Scheme becoming effective and in consideration of the Demerger, the Company shall issue and allot equity shares, credited as fully paid-up, to the members of TCL, except the Company, who are holding fully paid up equity shares and whose names appear in the register of members, including register and index of beneficial owners maintained by the depositories under Section 11 of the Depositories Act, 1996 of TCL on the record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner: <i>"1 (one) fully paid up equity share of Re. 1/- each of the Company shall be issued and allotted for every 22 (twenty-two) fully paid up equity shares of Re. 1/- each held in TCL." ("Share Entitlement Ratio")</i> (c) Upon the Scheme becoming effective and in consideration of the Amalgamation, the Company shall issue and allot equity shares, credited as fully paid-up, to the members of TCL, except the Company, who are holding fully paid up equity shares and whose names appear in the register of members, including register and index of beneficial owners maintained by the depositories under Section 11 of the Depositories Act, 1996 of TCL on the record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner:

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S. No.	CATEGORY OF STAKEHOLDER	EFFECT OF THE SCHEME ON STAKEHOLDERS
		"14 (fourteen) fully paid up equity shares of Re. 1/- each of the Company shall be issued and allotted for every 55 (fifty-five) fully paid up equity shares of Re. 1/- each held in TCL." ("Share Exchange Ratio") (d) Following the issuance of the equity shares in accordance with paragraph (c) above, the existing shareholding of the Company in TCL shall stand cancelled and extinguished without any further act, instrument or deed. (e) As far as the existing shareholders of the Company are concerned (promoter shareholders as well as non-promoter shareholders), the issuance of fully paid up equity shares in the Company to the eligible shareholder of TCL will result in dilution of holding of promoter & promoter group in the Company's shares by approximately 0.87% and in turn will increase the public shareholding of the Company's shares to that extent. Pursuant to the Scheme, all the public shareholders of TCL will get equity shares of the Company and there will be no change in economic interest of any of the current shareholders of the Company as on March 29, 2022 pre and post Scheme coming into effect. (f) The equity shares to be issued and allotted by the Company in the manner set out in paragraphs (b) and (c) above shall be issued simultaneously following effectiveness of the scheme and shall rank <i>pari passu</i> in all respects with the then existing equity shares of the Company. (g) As an integral part of the Scheme, and, upon the Scheme becoming effective, the authorized share capital of TCL aggregating to INR 25,00,00,000 (Rupees Twenty-five Crores only) divided into

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S. No.	CATEGORY OF STAKEHOLDER	EFFECT OF THE SCHEME ON STAKEHOLDERS
		25,00,00,000 (twenty-five crores) equity shares of INR 1 (Rupee One only) each, shall stand transferred to and combined with the authorised share capital of the Company and accordingly, the authorized share capital of the Company will automatically stand increased to INR 150,00,00,000 (Rupees One Hundred and Fifty Crores) comprising of 150,00,00,000 (one hundred and fifty crores) equity shares of INR 1 (Rupee One only) each, by filing the requisite forms with the concerned governmental or regulatory authority. (h) The Scheme is expected to have several benefits for the Company, as indicated in the rationale of the Scheme set out in the Scheme and is expected to be in the best interests of the shareholders of the Company.
9.2.	Promoter(s)	Please refer to paragraph 9.1 above for details regarding effect on the shareholders.
9.3.	Non-Promoter Shareholders	Please refer to paragraph 9.1 above for details regarding effect on the shareholders.
9.4.	Key Managerial Personnel ("KMP")	The KMPs of the Company shall continue as key managerial personnel of the Company after effectiveness of the Scheme.

10. Share Entitlement Ratio and Share Exchange Ratio

- 10.1. For the purpose of arriving at the recommended Share Entitlement Ratio and the Share Exchange Ratio, the Valuation Report was obtained by all the three Companies in terms of the SEBI Scheme Circular, circular no. LIST/COMP/02/2017-18 dated May 29, 2017 issued by BSE and circular no. NSE/CML/2017/12 dated June 1, 2017 issued by NSE.
- 10.2. The independent registered valuers appointed to determine the recommended Share Entitlement Ratio for the Demerger and Share Exchange Ratio for the Amalgamation have not expressed any difficulty while determining the same.

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- 10.3. The Fairness Opinion issued by Kotak Mahindra Capital Company Limited also does not indicate any special valuation difficulties.
- 10.4. The independent valuers have considered the Asset Approach Method, the Income Approach Method and the Market Approach Method, to arrive at the recommended Share Entitlement Ratio and Share Exchange Ratio for the Scheme.
- 10.5. However, considering the nature of the transactions contemplated in the Scheme, the valuers are of the opinion that Asset Approach Method are of limited relevance and have based their valuation on Income Approach & Market Approach Methods.
- 10.6. The recommendation of the Share Entitlement Ratio for the Demerger and the Share Exchange Ratio for the Amalgamation has been certified as being fair and has been approved by the Board of the Company, the Audit Committee of the Company and the Committee of Independent Directors of the Company.

11. Adoption of the Report by the Board of Directors

The Board of Directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any fully authorized committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.



Sunil D'Souza
Managing Director & CEO
DIN: 07194259
Date: March 29, 2022
Place: Mumbai



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REPORT ADOPTED BY THE AUDIT COMMITTEE OF TATA CONSUMER PRODUCTS LIMITED ("THE COMPANY") RECOMMENDING THE DRAFT COMPOSITE SCHEME OF ARRANGEMENT AMONGST THE COMPANY, TATA COFFEE LIMITED AND TCPL BEVERAGES & FOODS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

1 Background

- 1.1 A meeting of the Audit Committee of the Company was held on March 29, 2022, to consider and recommend to the Board of Directors, the proposed composite scheme of arrangement amongst the Company, Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") (the Company, TCL and TBFL are collectively referred to as, the "Companies") and their respective shareholders and creditors pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and/or regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Companies Act") and other applicable laws including the master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 issued by the Securities and Exchange Board of India ("SEBI") on November 23, 2021 (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" and such scheme, the "Scheme").
- 1.2 The Company is a listed public limited company incorporated under the provisions of the Companies Act, 1956. The equity shares of the Company are listed on BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Calcutta Stock Exchange Limited ("CSE") (CSE, BSE and NSE are collectively referred to as the "Stock Exchanges").
- 1.3 TCL is a listed public limited company incorporated under the provisions of the Companies Act, 1913, and is a subsidiary of the Company. The equity shares of TCL are listed on the BSE and NSE.
- 1.4 TBFL is a public limited company incorporated under the provisions of the Companies Act, 2013, and is a wholly owned subsidiary of the Company.
- 1.5 In terms of the SEBI Scheme Circular, a report from the Audit Committee recommending the draft Scheme is required, taking into consideration *inter alia* the Valuation Report (as defined *hereinafter*), and commenting on the need for the Scheme, rationale of the Scheme, synergies of business of the entities involved in the Scheme, impact of the Scheme on the shareholders and cost benefit analysis of the Scheme. This report of the Audit Committee is made in compliance with the requirements of the SEBI Scheme Circular issued by SEBI pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

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2 Salient features of the Scheme

2.1 *Inter alia* the following are proposed under the Scheme:

- (a) as a first step, the demerger of the Demerged Undertaking (*as defined in the Scheme*) (comprising of the Plantation Business (*as defined in the Scheme*)) of TCL into TBFL and in consideration, the consequent issuance of equity shares by the Company (*as the holding company of TBFL*) to all the shareholders of TCL (other than the Company) in accordance with the Share Entitlement Ratio (*as defined below*), pursuant to the provisions of Section 2(19AA) read with Section 2(41A) and other relevant provisions of the Income Tax Act, 1961 (including any statutory modifications, re-enactments or amendments thereof and the rules made thereunder, for the time being in force) ("**IT Act**") ("**Demerger**");
- (b) as a second step, followed immediately by the amalgamation of TCL (*comprising the Remaining Business of TCL (as defined in the Scheme)*) with the Company and in consideration, the consequent issuance of equity shares by the Company to all the shareholders of TCL (other than the Company) in accordance with the Share Exchange Ratio (*as defined below*), pursuant to the provisions of Section 2(1B) and other relevant provisions of the IT Act ("**Amalgamation**"); and
- (c) various other matters consequential or otherwise integrally connected therewith.

- 2.2 Upon the Scheme becoming effective and in consideration of the Demerger, the Company shall issue and allot equity shares, credited as fully paid-up to the members of TCL (except the Company) who are holding fully paid up equity shares and whose names appear in the register of members, including register and index of beneficial owners maintained by the depositories under Section 11 of the Depositories Act, 1996, of TCL, on the record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner:

*"1 (one) fully paid up equity share of Re. 1/- each of the Company shall be issued and allotted for every 22 (twenty-two) fully paid up equity shares of Re. 1/- each held in TCL. ("**Share Entitlement Ratio**")"*

- 2.3 Upon the Scheme becoming effective and in consideration of the Amalgamation, the Company shall issue and allot equity shares, credited as fully paid-up to the members of TCL (except the Company) who are holding fully paid up equity shares and whose names appear in the register of members, including register and index of beneficial owners maintained by the depositories under Section 11 of the Depositories Act, 1996, of TCL, on the record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner:

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"14 (fourteen) fully paid up equity shares of Re. 1/- each of the Company shall be issued and allotted for every 55 (fifty-five) fully paid up equity shares of Re. 1/- each held in TCL." ("Share Exchange Ratio")

- 2.4 The issuance of equity shares in accordance with paragraph 2.2 above, in consideration of the Demerger and in accordance with paragraph 2.3 above in consideration of the Amalgamation, will be undertaken simultaneously following effectiveness of the Scheme. Following the issuance of the equity shares in accordance with paragraph 2.3 above, the existing shareholding of the Company in TCL shall stand cancelled and extinguished without any further act, instrument or deed.
- 2.5 The equity shares to be issued by the Company to the members of TCL (other than the Company) who hold shares of TCL on the record date, pursuant to the Scheme, will be listed and admitted to trading on the Stock Exchanges.
- 2.6 The Appointed Date for the proposed Scheme is the same date as the Effective Date or such other date as may be mutually agreed by the Companies. The Effective Date for the proposed Scheme is the date which will be the first day of the month following the month in which the last of the conditions and matters referred to in Clause 29.1 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with the Scheme.
- 2.7 On the Effective Date, the Demerger shall be made effective and operative first; and the Amalgamation shall be made effective immediately after the Demerger.
- 2.8 The Scheme is and shall be subject to certain conditions precedent therein, including:
- (a) the fulfilment, satisfaction or waiver (as the case may be) of any approvals or consents from third parties, as may be mutually agreed by the Companies as being required for completion of the transactions contemplated under the Scheme;
 - (b) receipt of observation or no-objection letters by the Company from the Stock Exchanges and by TCL from BSE and NSE under Regulation 37 of the SEBI LODR Regulations, 2015, in accordance with the SEBI Scheme Circular in respect of the Scheme, on terms acceptable to the Companies;
 - (c) the Scheme being approved by the requisite majority of each class of members and/or creditors (where applicable) of the Companies in accordance with the Companies Act and as may be directed by the National Company Law Tribunal(s) ("NCLT(s)");
 - (d) the Scheme being approved by the public shareholders of the Company and TCL through e-voting as required under the SEBI Scheme Circular;
 - (e) the Scheme being sanctioned by the NCLT(s) in terms of Section 230 to Section 232 and other relevant provisions of the Companies Act on terms acceptable to the Companies; and
 - (f) the certified copies of the sanction order(s) of the NCLT(s) approving the Scheme being filed with the relevant registrar of companies having jurisdiction over the Companies.

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2.9 Impact of the Scheme on the shareholders:

The Scheme is expected to be beneficial to the shareholders of the Company leading to opportunity for growth and value creation in the long run and maximizing the value and returns to the shareholders, achieving cost and operational efficiencies. The equity shares will be issued by the Company on account of the Scheme which will result in dilution of the existing shareholding in the Company and the shareholders of the Company in turn will benefit on account of a) synergies which are expected to accrue to the Company; b) creation of efficient management and administration which will in help in creating the future ready organogram and c) focused alignment of business verticals of the Company.

2.10 Need for the arrangement:

With the objective of creating future ready organization, the Company is of the view that converging the minority interests of subsidiaries of TCPL will lead to a single listed entity resulting in faster decision making. The Scheme will result in consolidation of TCL with the Company and of the shareholding of Consolidated Coffee Inc., which holds Eight O' Clock business, in the Company resulting in simplification of the group structure and higher stakeholder accountability.

2.11 Cost benefit analysis of the Scheme:

The Scheme is expected to provide an opportunity to improve the economic value for the Companies involved in the Scheme and their stakeholders pursuant to the consolidation. This is primarily on account of revenue and cost synergies which are expected to accrue to the Company on account of the Scheme and more particularly detailed out in paragraph 2.12 below. While the proposed Scheme would lead to transaction costs relating to its implementation, the benefits of the Scheme outweigh such costs for the Company and its stakeholders.

2.12 Synergies of business of the entities involved in the Scheme:

The Scheme would enable integration of TCL and TCPL's extraction business activities under a single entity which will result *inter alia* in focused management attention, operational efficiencies, revenue and cost synergies including from commonality of customers, sales and supply chain opportunities through enhanced geographical reach with a wider variety of product offerings which will help in gaining market share, optimization of capital, operational (including promotion) expenditure, leveraging sales and distribution network and simplification of overlapping infrastructure. The Scheme is expected to provide opportunity to the Company to unlock potential synergies on the following areas:

- Revenue and distribution: Integration of extraction business, leveraging sales and distribution network and simplification of overlapping infrastructure. Supply chain

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opportunities through enhanced geographical reach with a wider variety of product offerings

- Manpower: Dedicated and specialized management focus on the specific needs of the respective businesses and optimization of cost structure
- Other efficiencies: Better resource allocation, unified approach on customer engagement and the legal and regulatory compliances of both the listed entities will be unified and streamlined

3 Rationale of the Scheme

- 3.1 The Company is currently engaged in a consumer product business, with a food and beverage portfolio, with operations across the globe. The operations of TCL and its subsidiaries are substantially in instant coffee extraction, branded coffee and plantation businesses. TCL is currently a subsidiary of the Company. The Scheme is being proposed with a view to simplifying the management and operational structures of the Companies in order to increase efficiencies and generate synergies.
- 3.2 The proposed Scheme would be in the best interest of the Companies and their respective shareholders, employees, creditors and other stakeholders as the proposed restructuring pursuant to the Scheme is expected, inter alia, to result in the following benefits:

Benefits of the Demerger

- (a) Creating a dedicated plantation vertical with focused attention on the plantation business, which will enable increased efficiencies and generate synergies amongst the various plantation businesses wholly or partly owned by the Company and better resource allocation, resulting in enhancement of shareholders' value.
- (b) The shareholders of TCL (other than the Company) will be allotted shares of the Company and therefore will be shareholders of a larger branded consumer products business with multiple growth avenues and at the same time, will continue to participate in the plantation business.
- (c) The profile, operations, management risk and return associated with the Plantation Business is distinct from that of the Remaining Business and therefore the Scheme would lead to sharper focus on both the businesses.

Benefits of the Amalgamation

- (a) Integration of TCL and the Company's extraction business activities under a single entity through the amalgamation will result *inter alia* in focused management attention, operational efficiencies, revenue and cost synergies including from commonality of

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customers, sales and supply chain opportunities through enhanced geographical reach with a wider variety of product offerings which will help in gaining market share, optimization of capital, operational (including promotion) expenditure, leveraging sales and distribution network and simplification of overlapping infrastructure.

- (b) The amalgamation of TCL with the Company would bring about synergy of operations and benefit of scale and additionally, the legal and regulatory compliances of both the listed entities will be unified and streamlined.
- (c) The amalgamation will enable efficient consolidation of ownership interests in the international branded business owned by the Company and TCL which will result in cost benefits, higher operating and other efficiencies.

3.3 Therefore, in view of the above, the implementation of the Scheme will result in the following benefits:

- (a) Dedicated and specialized management focus on the specific needs of the respective businesses.
- (b) Having one listed company for consumer and related businesses and convergence of minority interests from TCL into the Company.
- (c) Benefit to all the stakeholders of the Company, TCL and TBFL, leading to opportunity for growth and value creation in the long run and maximizing the value and returns to the shareholders.
- (d) Unified approach on customer engagement, distribution and supply chain management would lead to operational and financial efficiencies in all these functions.

4 Documents placed before the Audit Committee

- (a) Draft Scheme, duly initialed by the Company Secretary of the Company for the purpose of identification;
- (b) **Independent Valuation Report** dated March 29, 2022 ("**Valuation Report**") issued jointly by SSPA & Co, Independent Chartered Accountants & Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/06/2020/126) and PWC Business Consulting Services LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158), describing, *inter alia*, the methodologies adopted by them in arriving at the recommended Share Entitlement Ratio and Share Exchange Ratio and setting out the detailed computation of Share Entitlement Ratio for the proposed Demerger and the Share Exchange Ratio for the proposed Amalgamation;

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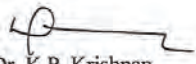




- (c) **Fairness opinion dated March 29, 2022 ("Fairness Opinion")** issued by Kotak Mahindra Capital Company Limited, SEBI registered Category I Merchant Banker, Mumbai (SEBI Registration No. INM000008704), providing its opinion on the fairness of the Share Entitlement Ratio and the Share Exchange Ratio, as recommended in the Valuation Report;
- (d) **Auditors' Certificate** dated March 29, 2022 issued by Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018), the statutory auditors of the Company, as required under Section 232(3) of the Companies Act certifying that the accounting treatment contained in the draft Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act; and
- (e) other presentations, reports, documents and information made to/ furnished before the Audit Committee pertaining to the draft Scheme.

5 Recommendation of the Audit Committee

- 5.1 The Audit Committee has reviewed the Valuation Report and noted the recommendations made therein. Further, the Fairness Opinion has confirmed that the recommended Share Entitlement Ratio and the Share Exchange Ratio by the valuers in the Valuation Report are fair to the shareholders of the Company.
- 5.2 Taking into consideration the draft Scheme, Valuation Report, Fairness Opinion, need for the Scheme, rationale of the scheme, synergies of business of the entities involved in the scheme, impact of the Scheme on the shareholders, cost benefit analysis of the Scheme, and other relevant documents, as placed, the Audit Committee recommends the draft Scheme for favourable consideration and approval by the Board of Directors of the Company, Stock Exchanges, SEBI and other appropriate authorities.


Dr. K.P. Krishnan
Chairperson
Audit Committee
DIN: 01099097



Date: March 29, 2022

Place: Mumbai

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Annexure 10

REPORT ADOPTED BY THE COMMITTEE OF INDEPENDENT DIRECTORS OF TATA CONSUMER PRODUCTS LIMITED ("THE COMPANY") RECOMMENDING THE DRAFT COMPOSITE SCHEME OF ARRANGEMENT AMONGST THE COMPANY, TATA COFFEE LIMITED AND TCPL BEVERAGES & FOODS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

1 Background

- 1.1 A meeting of the Committee of Independent Directors of the Company was held on March 29, 2022, to consider and recommend to the Board of Directors, the proposed composite scheme of arrangement amongst the Company, Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") (the Company, TCL and TBFL are collectively referred to as, the "Companies") and their respective shareholders and creditors pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and/or regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Companies Act") and other applicable laws including the master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 issued by the Securities and Exchange Board of India ("SEBI") on November 23, 2021 (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" and such scheme, the "Scheme").
- 1.2 The Company is a listed public limited company incorporated under the provisions of the Companies Act, 1956. The equity shares of the Company are listed on BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Calcutta Stock Exchange Limited ("CSE") (CSE, BSE and NSE are collectively referred to as the "Stock Exchanges").
- 1.3 TCL is a listed public limited company incorporated under the provisions of the Companies Act, 1913, and is a subsidiary of the Company. The equity shares of TCL are listed on the BSE and NSE.
- 1.4 TBFL is a public limited company incorporated under the provisions of the Companies Act, 2013, and is a wholly owned subsidiary of the Company.
- 1.5 In terms of the SEBI Scheme Circular, a report from the Committee of Independent Directors recommending the draft Scheme is required, taking into consideration, *inter alia*, that the Scheme is not detrimental to the shareholders of the Company. This report of the Committee of Independent Directors is made in compliance with the requirements of the SEBI Scheme Circular issued by SEBI pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").



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2 Salient features of the Scheme

2.1 *Inter alia* the following are proposed under the Scheme:

- (a) as a first step, the demerger of the Demerged Undertaking (*as defined in the Scheme*) (comprising of the Plantation Business (*as defined in the Scheme*)) of TCL into TBFL and in consideration, the consequent issuance of equity shares by the Company (*as the holding company of TBFL*) to all the shareholders of TCL (other than the Company) in accordance with the Share Entitlement Ratio (*as defined in the Scheme*), pursuant to the provisions of Section 2(19AA) read with Section 2(41A) and other relevant provisions of the Income Tax Act, 1961 (including any statutory modifications, re-enactments or amendments thereof and the rules made thereunder, for the time being in force) ("IT Act") ("**Demerger**");
- (b) as a second step, followed immediately by the amalgamation of TCL (*comprising the Remaining Business of TCL (as defined in the Scheme)*) with the Company and in consideration, the consequent issuance of equity shares by the Company to all the shareholders of TCL (other than the Company) in accordance with the Share Exchange Ratio (*as defined below*), pursuant to the provisions of Section 2(1B) and other relevant provisions of the IT Act ("**Amalgamation**"); and
- (c) various other matters consequential or otherwise integrally connected therewith.

- 2.2 Upon the Scheme becoming effective and in consideration of the Demerger, the Company shall issue and allot equity shares, credited as fully paid-up to the members of TCL (except the Company) who are holding fully paid up equity shares and whose names appear in the register of members, including register and index of beneficial owners maintained by the depositories under Section 11 of the Depositories Act, 1996, of TCL, on the record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner:

*"1 (one) fully paid up equity share of Re. 1/- each of the Company shall be issued and allotted for every 22 (twenty-two) fully paid up equity shares of Re. 1/- each held in TCL. ("**Share Entitlement Ratio**")"*

- 2.3 Upon the Scheme becoming effective and in consideration of the Amalgamation, the Company shall issue and allot equity shares, credited as fully paid-up to the members of TCL (except the Company) holding fully paid up equity shares and whose names appear in the register of members, including register and index of beneficial owners maintained by the depositories under Section 11 of the Depositories Act, 1996, of TCL, on the record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner:

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"14 (fourteen) fully paid up equity shares of Re. 1/- each of the Company shall be issued and allotted for every 55 (fifty-five) fully paid up equity shares of Re. 1/- each held in TCL. ("Share Exchange Ratio")"

- 2.4 The issuance of equity shares in accordance with paragraph 2.2 above, in consideration of the Demerger and in accordance with paragraph 2.3 above in consideration of the Amalgamation, will be undertaken simultaneously following effectiveness of the Scheme. Following the issuance of the equity shares in accordance with paragraph 2.3 above, the existing shareholding of the Company in TCL shall stand cancelled and extinguished without any further act, instrument or deed.
- 2.5 The equity shares to be issued by the Company to the members of TCL (other than the Company) who hold shares of TCL on the record date, pursuant to the Scheme, will be listed and admitted to trading on the Stock Exchanges.
- 2.6 The Appointed Date for the proposed Scheme is the same date as the Effective Date or such other date as may be mutually agreed by the Companies. The Effective Date for the proposed Scheme is the date which will be the first day of the month following the month in which the last of the conditions and matters referred to in Clause 29.1 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with the Scheme.
- 2.7 On the Effective Date, the Demerger shall be made effective and operative first; and the Amalgamation shall be made effective immediately after the Demerger.
- 3 **Rationale of the Scheme** - the Committee of Independent Directors noted the rationale and the benefits of the Scheme which, *inter-alia*, are as stated below
 - 3.1 The Company is currently engaged in a consumer product business, with a food and beverage portfolio, with operations across the globe. The operations of TCL and its subsidiaries are substantially in instant coffee extraction, branded coffee and plantation businesses. TCL is currently a subsidiary of the Company. The Scheme is being proposed with a view to simplifying the management and operational structures of the Companies in order to increase efficiencies and generate synergies.
 - 3.2 The proposed Scheme would be in the best interest of the Companies and their respective shareholders, employees, creditors and other stakeholders as the proposed restructuring pursuant to the Scheme is expected, *inter alia*, to result in the following benefits:

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Benefits of the Demerger

- (a) Creating a dedicated plantation vertical with focused attention on the plantation business, which will enable increased efficiencies and generate synergies amongst the various plantation businesses wholly or partly owned by the Company and better resource allocation, resulting in enhancement of shareholders' value.
- (b) The shareholders of TCL (other than the Company) will be allotted shares of the Company and therefore will be shareholders of a larger branded consumer products business with multiple growth avenues and at the same time, will continue to participate in the plantation business.
- (c) The profile, operations, management risk and return associated with the Plantation Business is distinct from that of the Remaining Business and therefore the Scheme would lead to sharper focus on both the businesses.

Benefits of the Amalgamation

- (a) Integration of TCL and the Company's extraction business activities under a single entity through the amalgamation will result *inter alia* in focused management attention, operational efficiencies, revenue and cost synergies including from commonality of customers, sales and supply chain opportunities through enhanced geographical reach with a wider variety of product offerings which will help in gaining market share, optimization of capital, operational (including promotion) expenditure, leveraging sales and distribution network and simplification of overlapping infrastructure.
- (b) The amalgamation of TCL with the Company would bring about synergy of operations and benefit of scale and additionally, the legal and regulatory compliances of both the listed entities will be unified and streamlined.
- (c) The amalgamation will enable efficient consolidation of ownership interests in the international branded business owned by the Company and TCL which will result in cost benefits, higher operating efficiencies and other efficiencies.

3.3 Therefore, in view of the above, the implementation of the Scheme will result in the following benefits:

- (a) Dedicated and specialized management focus on the specific needs of the respective businesses.
- (b) Having one listed company for consumer and related businesses and convergence of minority interests from TCL into the Company.

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- (c) Benefit to all the stakeholders of the Company, TCL and TBFL, leading to opportunity for growth and value creation in the long run and maximizing the value and returns to the shareholders.
- (d) Unified approach on customer engagement, distribution and supply chain management would lead to operational and financial efficiencies in all these functions.

4 Documents placed before the Committee of Independent Directors

- (a) Draft Scheme, duly initialed by the Company Secretary of the Company for the purpose of identification;
- (b) **Independent Valuation Report** dated March 29, 2022 ("**Valuation Report**") issued jointly by SSPA & Co, Independent Chartered Accountants & Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/06/2020/126) and PWC Business Consulting Services LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158), describing, *inter alia*, the methodologies adopted by them in arriving at the recommended Share Entitlement Ratio and Share Exchange Ratio and setting out the detailed computation of Share Entitlement Ratio for the proposed Demerger and the Share Exchange Ratio for the proposed Amalgamation;
- (c) **Fairness opinion dated** March 29, 2022 ("**Fairness Opinion**") issued by Kotak Mahindra Capital Company Limited, SEBI registered Category I Merchant Banker, Mumbai (SEBI Registration No. INM000008704), providing its opinion on the fairness of the Share Entitlement Ratio and the Share Exchange Ratio, as recommended in the Valuation Report;
- (d) **Auditors' Certificate** dated March 29, 2022 issued by Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018), the statutory auditors of the Company, as required under Section 232(3) of the Companies Act certifying that the accounting treatment contained in the draft Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act; and
- (e) other presentations, reports, documents and information made to/ furnished before the Committee of Independent Directors pertaining to the draft Scheme

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5 Scheme not detrimental to the shareholders of the Company

- 5.1 The members of the Committee of Independent Directors discussed and deliberated upon the rationale and salient features of the Scheme.
- 5.2 The Company will issue and allot equity shares, credited as fully paid-up to the shareholders of TCL, in the manner as set out in paragraphs 2.2 and 2.3 above, and in accordance with the recommendations under the Valuation Report and the Fairness Opinion. The equity shares to be issued by the Company to the members of TCL pursuant to the Scheme shall rank *pari passu* in all respects with the then existing equity shares of the Company.
- 5.3 Accordingly, there will be no detrimental impact on the shareholders of the Company due to the proposed Scheme.
- 5.4 Thus, on the basis of the above, the Scheme is not detrimental to the shareholders of the Company.

6 Recommendation of the Committee of Independent Directors

- 6.1 The Committee of Independent Directors after due deliberations and due consideration of all the terms of the draft Scheme, the above rationale, the Valuation Report, Fairness Opinion and the specific points mentioned above including that the Scheme is not detrimental to the shareholders of the Company, recommends the draft Scheme for favourable consideration and approval by the Board of Directors of the Company, Stock Exchanges, SEBI and other appropriate authorities.

Dr. K.P. Krishnan
Chairman of the meeting
Committee of Independent Directors
DIN: 01099097



Date: March 29, 2022

Place: Mumbai

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**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF TATA COFFEE LIMITED
("THE COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES
ACT, 2013, AT ITS MEETING HELD ON MARCH 29, 2022**

1. Based on the recommendations of the Audit Committee and Committee of Independent Directors of the Company at their respective meetings held on March 29, 2022, a draft of the proposed composite scheme of arrangement amongst Tata Consumer Products Limited ("TCPL"), the Company and TCPL Beverages & Foods Limited ("TBFL") (TCPL, the Company and TBFL are collectively referred to as, the "**Companies**") and their respective shareholders and creditors pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and/ or regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**Companies Act**") and other applicable laws including the master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 issued by the Securities and Exchange Board of India ("**SEBI**") on November 23, 2021 (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**") was placed before and approved by the Board of Directors of the Company ("**Board**" and such scheme, the "**Scheme**") at its meeting held on March 29, 2022.
2. The Scheme, *inter alia*, provides for:
 - (a) as a first step, the demerger of the Demerged Undertaking (*as defined in the Scheme*) (comprising of the Plantation Business (*as defined in the Scheme*)) of the Company into TBFL and in consideration, the consequent issuance of equity shares by TCPL (as the holding company of TBFL) to all the shareholders of the Company (other than TCPL) in accordance with the Share Entitlement Ratio (*as defined below*), pursuant to the provisions of Section 2(19AA) read with Section 2(41A) and other relevant provisions of the Income Tax Act, 1961 (including any statutory modifications, re-enactments or amendments thereof and the rules made thereunder, for the time being in force) ("**IT Act**") ("**Demerger**");
 - (b) as a second step, followed immediately by the amalgamation of the Company (*comprising the Remaining Business (as defined in the Scheme) of the Company*) with TCPL and in consideration, the consequent issuance of equity shares by TCPL to all the

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shareholders of the Company (other than TCPL) in accordance with the Share Exchange Ratio (*as defined below*), pursuant to the provisions of Section 2(1B) and other relevant provisions of the IT Act ("**Amalgamation**"); and

- (c) various other matters consequential or otherwise integrally connected therewith.

Words and expressions, used in capitalized form but not defined in this report, shall have the meaning ascribed to them in the Scheme.

3. The draft Scheme will be filed with the stock exchanges on which the shares of the Company are listed i.e. BSE Limited ("**BSE**"), and National Stock Exchange of India Limited ("**NSE**") by TCL, and on the stock exchanges on which shares of TCPL are listed, i.e. BSE, NSE and the Calcutta Stock Exchange Limited ("**CSE**") (CSE, BSE and NSE are collectively referred to as, the "**Stock Exchanges**") by TCPL, pursuant to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") read with the SEBI Scheme Circular, for obtaining a no-objection letter from the Stock Exchanges.
4. The Scheme will be presented before the National Company Law Tribunal ("**NCLT**"), benches at Kolkata and Bengaluru, under Sections 230 to 232 and other applicable provisions of the Companies Act, and will also be in compliance with Section 2(19AA) read with Section 2(41A) (*in relation to the Amalgamation*) and Section 2(1B) (*in relation to the Demerger*) and other applicable provisions of the IT Act and the SEBI Scheme Circular.
5. The Scheme was approved by the Audit Committee of the Company at its meeting held on March 29, 2022 and by the Committee of Independent Directors at its meeting held on March 29, 2022.
6. As per Section 232(2)(c) of the Companies Act, a report is required to be adopted by the Board of Directors of the Company explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company, laying out in particular, the Share Entitlement Ratio and Share Exchange Ratio, specifying any special valuation difficulties, if any ("**Report**"). Accordingly, this report of the Board is prepared to comply with the requirements of Section 232(2)(c) of the Companies Act.

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7. Having regard to the applicability of the aforesaid provisions, a draft of the Scheme and the following documents are placed before the Board:

- (i) **Independent Valuation Report** dated March 29, 2022 (“**Valuation Report**”) issued jointly by SSPA & Co, Independent Chartered Accountants & Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/06/2020/126) and PWC Business Consulting Services LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158), describing, *inter alia*, the methodologies adopted by them in arriving at the recommended Share Entitlement Ratio and Share Exchange Ratio and setting out the detailed computation of Share Entitlement Ratio for the proposed Demerger and the Share Exchange Ratio for the proposed Amalgamation;
- (ii) **Fairness opinion** dated March 29, 2022 (“**Fairness Opinion**”) issued by ICICI Securities Limited, SEBI registered Category I Merchant Banker, Mumbai (SEBI Registration No. MB / INM000011179), providing its opinion on the fairness of the Share Entitlement Ratio and the Share Exchange Ratio, as recommended in the Valuation Report;
- (iii) **Auditors’ Certificate** dated March 29, 2022 issued by Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018), the statutory auditors of the Company, as required under Section 232(3) of the Companies Act certifying that the accounting treatment contained in the draft Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act;
- (iv) **Report** dated March 29, 2022 prepared by the Audit Committee of the Company in terms of the requirements of the SEBI Scheme Circular;
- (v) **Report** dated March 29, 2022 prepared by the Committee of Independent Directors of the Company in terms of the requirements of the SEBI Scheme Circular; and
- (vi) Other presentations, reports, documents and information made to/ furnished before the Board pertaining to the draft Scheme

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8. Rationale of the Scheme

- 8.1. TCPL is currently engaged in a consumer product business, with a food and beverage portfolio, with operations across the globe. The operations of the Company and its subsidiaries are substantially in instant coffee extraction, branded coffee and plantation businesses. The Company is currently a subsidiary of TCPL. The Scheme is being proposed with a view to simplifying the management and operational structures of the Companies in order to increase efficiencies and generate synergies.
- 8.2. The proposed Scheme would be in the best interest of the Companies and their respective shareholders, employees, creditors and other stakeholders as the proposed restructuring pursuant to the Scheme is expected, inter alia, to result in the following benefits:

Benefits of the Demerger

- (a) Creating a dedicated plantation vertical with focused attention on the plantation business, which will enable increased efficiencies and generate synergies amongst the various plantation businesses wholly or partly owned by TCPL and better resource allocation, resulting in enhancement of shareholders' value.
- (b) The shareholders of the Company (other than TCPL) will be allotted shares of TCPL and therefore will be shareholders of a larger branded consumer products business with multiple growth avenues and at the same time, will continue to participate in the plantation business.
- (c) The profile, operations, management risk and return associated with the Plantation Business is distinct from that of the Remaining Business and therefore the Scheme would lead to sharper focus on both the businesses.

Benefits of the Amalgamation

- (a) Integration of the Company and TCPL's extraction business activities under a single entity through the amalgamation will result *inter alia* in focused management attention, operational efficiencies, revenue and cost synergies including from commonality of customers, sales and supply chain opportunities through enhanced geographical reach

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with a wider variety of product offerings which will help in gaining market share, optimization of capital, operational (including promotion) expenditure, leveraging sales and distribution network and simplification of overlapping infrastructure.

- (b) The amalgamation of the Company with TCPL would bring about synergy of operations and benefit of scale and additionally, the legal and regulatory compliances of both the listed entities will be unified and streamlined.
- (c) The amalgamation will enable efficient consolidation of ownership interests in the international branded business owned by TCPL and the Company which will result in cost benefits, higher operating and other efficiencies.

8.3. Therefore, in view of the above, the implementation of the Scheme will result in the following benefits:

- (a) Dedicated and specialized management focus on the specific needs of the respective businesses.
- (b) Having one listed company for consumer and related businesses and convergence of minority interests from the Company into TCPL.
- (c) Benefit to all the stakeholders of TCPL, the Company and TBFL, leading to opportunity for growth and value creation in the long run and maximizing the value and returns to the shareholders.
- (d) Unified approach on customer engagement, distribution and supply chain management would lead to operational and financial efficiencies in all these functions.

9. Effect of the Scheme on stakeholders

S. No.	CATEGORY OF STAKEHOLDER	EFFECT OF THE SCHEME ON STAKEHOLDERS
9.1.	Shareholders	(a) The Company has equity shareholders. The Company has no other class of shareholders.

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S.No.	CATEGORY OF STAKEHOLDER	EFFECT OF THE SCHEME ON STAKEHOLDERS
		(b) Upon the Scheme becoming effective and in consideration of the Demerger, TCPL shall issue and allot equity shares, credited as fully paid-up, to the members of the Company, except TCPL, who are holding fully paid up equity shares and whose names appear in the register of members, including register and index of beneficial owners maintained by the depositories under Section 11 of the Depositories Act, 1996 of the Company on the record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner: <i>"1 (one) fully paid up equity share of Re. 1/- each of TCPL shall be issued and allotted for every 22 (twenty-two) fully paid up equity shares of Re. 1/- each held in the Company. ("Share Entitlement Ratio")"</i> (c) Upon the Scheme becoming effective and in consideration of the Amalgamation, TCPL shall issue and allot equity shares, credited as fully paid-up, to the members of the Company, except TCPL, who are holding fully paid up equity shares and whose names appear in the register of members, including register and index of beneficial owners maintained by the depositories under Section 11 of the Depositories Act, 1996 of the Company on the record date or to such of their respective heirs, executors, administrators or other legal

TATA COFFEE LIMITED

57, Railway Parallel Road, Kumara Park West, Bengaluru 560 020
 Tel: 91 80 2356 0695 - 97, 2356 1976 - 81 Fax: 91 80 2334 1843
 Registered Office: Pollibetta, 571 215, Kodagu, Karnataka, India
 Corporate Identity Number (CIN): L01131KA1943PLC000833
 Email: investors@tatacoffee.com , Website: www.tatacoffee.com



S. No.	CATEGORY OF STAKEHOLDER	EFFECT OF THE SCHEME ON STAKEHOLDERS
		representative or other successors in title as on the record date in the following manner: <i>“14 (fourteen) fully paid up equity shares of Re. 1/- each of TCPL shall be issued and allotted for every 55 (fifty-five) fully paid up equity shares of Re. 1/- each held in the Company.” (“Share Exchange Ratio”)</i> (d) Following the issuance of the equity shares in accordance with paragraph (c) above, the existing shareholding of TCPL in the Company shall stand cancelled and extinguished without any further act, instrument or deed. (e) The equity shares to be issued and allotted by TCPL in the manner set out in paragraphs (b) and (c) above shall be issued simultaneously following effectiveness of the scheme and shall rank <i>pari passu</i> in all respects with the then existing equity shares of TCPL. (f) Pursuant to the Demerger and the subsequent Amalgamation, the Company shall stand dissolved without being wound-up and without any further act, instrument or deed. (g) The Scheme is expected to have several benefits, as indicated in the rationale of the Scheme set out in the Scheme and is expected to be in the best interests of the shareholders of the Company.

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S. No.	CATEGORY OF STAKEHOLDER	EFFECT OF THE SCHEME ON STAKEHOLDERS
9.2.	Promoter(s)	Please refer to paragraph 9.1 above for details regarding effect on the shareholders.
9.3.	Non-Promoter Shareholders	Please refer to paragraph 9.1 above for details regarding effect on the shareholders.
9.4.	Key Managerial Personnel ("KMP")	Upon the coming into effect of the Scheme, the directors or key managerial personnel of the Company will not become directors or key managerial personnel of TCPL merely by virtue of the provisions of the Scheme.

10. Share Entitlement Ratio and Share Exchange Ratio

- 10.1. For the purpose of arriving at the recommended Share Entitlement Ratio and the Share Exchange Ratio, the Valuation Report was obtained by all the three Companies in terms of the SEBI Scheme Circular, circular no. LIST/COMP/02/2017-18 dated May 29, 2017 issued by BSE and circular no. NSE/CML/2017/12 dated June 1, 2017 issued by NSE.
- 10.2. The independent registered valuers appointed to determine the recommended Share Entitlement Ratio for the Demerger and Share Exchange Ratio for the Amalgamation have not expressed any difficulty while determining the same.
- 10.3. The Fairness Opinion issued by ICICI Securities Limited also does not indicate any special valuation difficulties.
- 10.4. The independent valuers have considered the Asset Approach Method, the Income Approach Method and the Market Approach Method, to arrive at the recommended Share Entitlement Ratio and Share Exchange Ratio for the Scheme.
- 10.5. However, considering the nature of the transactions contemplated in the Scheme, the valuers are of the opinion that Asset Approach Method are of limited relevance and have based their valuation on Income Approach & Market Approach Methods.

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10.6. The recommendation of the Share Entitlement Ratio for the Demerger and the Share Exchange Ratio for the Amalgamation has been certified as being fair and has been approved by the Board of the Company, the Audit Committee of the Company and the Committee of Independent Directors of the Company.

11. Adoption of the Report by the Board of Directors

The Board of Directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any fully authorized committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.



Harish Bhat

Chairman

DIN: 00478198



Date: March 29, 2022

Place: Mumbai

TATA COFFEE LIMITED

57, Railway Parallel Road, Kumara Park West, Bengaluru 560 020
Tel: 91 80 2356 0695 - 97, 2356 1976 - 81 Fax: 91 80 2334 1843
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TCPL BEVERAGES & FOODS LIMITED

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF TCPL BEVERAGES & FOODS LIMITED ("THE COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON MARCH 29, 2022

1. A draft of the proposed composite scheme of arrangement amongst Tata Consumer Products Limited ("TCPL"), Tata Coffee Limited ("TCL") and the Company (the Company, TCPL and TCL to be referred to as the "**Companies**") and their respective shareholders and creditors pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and/ or regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**Companies Act**") and other applicable laws and in accordance with the master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 issued by the Securities and Exchange Board of India ("**SEBI**") on November 23, 2021 (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, was placed before and approved by the Board of Directors of the Company ("**Board**") and such scheme, the "**Scheme**") at its meeting held on March 29, 2022.
2. The Scheme, *inter alia*, provides for:
 - (a) as a first step, the demerger of the Demerged Undertaking (*as defined in the Scheme*) (comprising of the Plantation Business (*as defined in the Scheme*)) of TCL into the Company and in consideration, the consequent issuance of equity shares by TCPL (as the holding company of the Company) to all the shareholders of TCL (other than TCPL) in accordance with the Share Entitlement Ratio (*as defined below*), pursuant to the provisions of Section 2(19AA) read with Section 2(41A) (including any statutory modifications, re-enactments or amendments thereof and the rules made thereunder, for the time being in force) ("**IT Act**") ("**Demerger**");
 - (b) as a second step, followed immediately by the amalgamation of TCL (*comprising the Remaining Business of TCL (as defined in the Scheme)*) with TCPL and in consideration, the consequent issuance of equity shares by TCPL to all the shareholders of TCL (other than TCPL) in accordance with the Share Exchange Ratio (*as defined below*), pursuant to the provisions of Section 2(1B) and other relevant provisions of the IT Act ("**Amalgamation**"); and
 - (c) various other matters consequential or otherwise integrally connected therewith.

Words and expressions, used in capitalized form but not defined in this report, shall have the meaning ascribed to them in the Scheme.

Corporate Identity Number (CIN): U15400KA2022PLC158373

Registered Office: Kirloskar Business Park, Block C, 3rd & 4th Floor, New Airport Road, Hebbal, Bangalore - 560024

Tel: 080 67171200; Email: CorpSec@tataconsumer.com

TCPL BEVERAGES & FOODS LIMITED

3. The draft Scheme will be filed by TCPL and TCL with the respective stock exchanges on which the shares of TCPL and TCL are listed (i.e. with BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and the Calcutta Stock Exchange Limited (“CSE” and together with BSE and NSE, the “Stock Exchanges”) by TCPL, and with BSE and NSE by TCL in BSE and NSE), pursuant to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) read with the SEBI Scheme Circular, for obtaining a no-objection letter from the Stock Exchanges.
4. The Scheme will be presented before the National Company Law Tribunal (“NCLT”), benches at Kolkata and Bengaluru, under Sections 230 to 232 and other applicable provisions of the Companies Act, and will also be in compliance with Section 2(19AA) read with Section 2(41A) (*in relation to the Amalgamation*) and Section 2(1B) (*in relation to the Demerger*) and other applicable provisions of the IT Act and the SEBI Scheme Circular.
5. As per Section 232(2)(c) of the Companies Act, a report is required to be adopted by the Board of Directors of the Company explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company, laying out in particular, the Share Entitlement Ratio (*as defined in the Scheme*) and Share Exchange Ratio (*as defined in the Scheme*), specifying any special valuation difficulties, if any (“Report”). Accordingly, this report of the Board is prepared to comply with the requirements of Section 232(2)(c) of the Companies Act.
6. Having regard to the applicability of the aforesaid provisions, a draft of the Scheme and the following documents are placed before the Board:
 - (i) **Independent Valuation Report** dated March 29, 2022 (“Valuation Report”) issued jointly by SSPA & Co, Independent Chartered Accountants & Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/06/2020/126) and PwC Business Consulting Services LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158), describing, *inter alia*, the methodologies adopted by them in arriving at the recommended Share Entitlement Ratio and Share Exchange Ratio and setting out the detailed computation of Share Entitlement Ratio for the proposed Demerger and the Share Exchange Ratio for the proposed Amalgamation;
 - (ii) **Auditors’ Certificate** dated March 29, 2022 issued by Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018), the statutory auditors of the Company, as required under Section 232(3) of the Companies Act certifying that the accounting treatment contained in the draft Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act;

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TCPL BEVERAGES & FOODS LIMITED

- (iii) Other representations, reports, documents and information made to/ furnished before the Board pertaining to the draft Scheme

7. Rationale of the Scheme

- 7.1. TCPL is currently engaged in a consumer product business, with a food and beverage portfolio, with operations across the globe. The operations of TCL and its subsidiaries are substantially in instant coffee extraction, branded coffee and plantation businesses. TCL is currently a subsidiary of TCPL. The Scheme is being proposed with a view to simplifying the management and operational structures of the Companies in order to increase efficiencies and generate synergies.
- 7.2. The proposed Scheme would be in the best interest of the Companies and their respective shareholders, employees, creditors and other stakeholders. The proposed Demerger pursuant to the Scheme is expected, *inter alia*, to result in the following benefits:
- (a) Creating a dedicated plantation vertical with focused attention on the plantation business, which will enable increased efficiencies and generate synergies amongst the various plantation businesses wholly or partly owned by TCPL and better resource allocation, resulting in enhancement of shareholders' value.
 - (b) The shareholders of TCL (other than TCPL) will be allotted shares of TCPL and therefore will be shareholders of a larger branded consumer products business with multiple growth avenues and at the same time, will continue to participate in the plantation business.
 - (c) The profile, operations, management risk and return associated with the Plantation Business is distinct from that of the Remaining Business and therefore the Scheme would lead to sharper focus on both the businesses.
- 7.3. Therefore, in view of the above, the implementation of the Scheme will result in *inter alia* the following benefits:
- (a) Dedicated and specialized management focus on the specific needs of the respective businesses.
 - (b) Benefit to all the stakeholders of TCPL, TCL and the Company, leading to opportunity for growth and value creation in the long run and maximizing the value and returns to the shareholders.
 - (c) Unified approach on customer engagement, distribution and supply chain management would lead to operational and financial efficiencies in all these functions.

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TCPL BEVERAGES & FOODS LIMITED

8. Effect of the Scheme on stakeholders

S. No.	CATEGORY OF STAKEHOLDER	EFFECT OF THE SCHEME ON STAKEHOLDERS
8.1.	Shareholders	(a) The Company is wholly owned subsidiary of TCPL and has equity shareholders as well as preference shareholders of the Company, which are TCPL and its nominees. The Board at its meeting held on March 29, 2022 allotted preference shares to TCPL. (b) There will be no impact of the Scheme on the shareholding pattern of the Company. (c) The Scheme is expected to have several benefits for the Company, as indicated in the rationale of the Scheme set out in the Scheme and is expected to be in the best interests of the shareholders of the Company.
8.2.	Promoter(s)	Please refer to paragraph 9.1 above for details regarding effect on the shareholders.
8.3.	Non-Promoter Shareholders	Not applicable as there is no non-promoter shareholder of the Company.
8.4.	Key Managerial Personnel ("KMP")	Not applicable as the Company does not have any KMP.

9. Share Entitlement Ratio and Share Exchange Ratio

- 9.1. For the purpose of arriving at the recommended Share Entitlement Ratio and the Share Exchange Ratio, the Valuation Report was obtained by all the three Companies in terms of the SEBI Scheme Circular, circular no. LIST/COMP/02/2017-18 dated May 29, 2017 issued by BSE and circular no. NSE/CML/2017/12 dated June 1, 2017 issued by NSE, as applicable.
- 9.2. The independent registered valuers appointed to determine the recommended Share Entitlement Ratio for the Demerger and Share Exchange Ratio for the Amalgamation have not expressed any difficulty while determining the same.

Corporate Identity Number (CIN): U15400KA2022PLC158373

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TCPL BEVERAGES & FOODS LIMITED

- 9.3. The independent valuers have considered the Asset Approach Method, the Income Approach Method and the Market Approach Method, to arrive at the recommended Share Entitlement Ratio and Share Exchange Ratio for the Scheme.
- 9.4. However, considering the nature of the transactions contemplated in the Scheme, the valuers are of the opinion that Asset Approach Method are of limited relevance and have based their valuation on Income Approach & Market Approach Methods.
- 9.5. The recommendation of the Share Entitlement Ratio for the Demerger and the Share Exchange Ratio for the Amalgamation has been certified as being fair and has been approved and/ or noted by the Board of the Company.

10. Adoption of the Report by the Board of Directors

The Board of Directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any fully authorized committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.


John Jacob
Chairperson
DIN: 07798169
Date: March 29, 2022
Place: Bengaluru

Annexure 13A

PRE-SCHEME AND POST SCHEME SHAREHOLDING PATTERN OF TATA CONSUMER PRODUCTS LIMITED (based on shareholding data as on June 30, 2022)

Sr. No.	Description	Pre-Scheme		Post-Scheme	
		No. of equity shares	%	No. of equity shares	%
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	319,629,733	34.68	319,629,733	33.81
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others	-	-	-	-
	Sub Total(A)(1)	319,629,733	34.68	319,629,733	33.81
2	Foreign				
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)	-	-	-	-
(b)	Bodies Corporate	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Any Others	-	-	-	-
	Sub Total(A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	319,629,733	34.68	319,629,733	33.81
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	55,054,691	5.97	56,181,733	5.94
(b)	Financial Institutions / Banks	2,318,388	0.25	2,352,220	0.25
(c)	Venture Capital Funds	-	-	-	-
(d)	Insurance Companies	67,317,922	7.30	68,865,751	7.28
(e)	Foreign Institutional Investors	233,150,822	25.30	234,147,248	24.77
(f)	Foreign Venture Capital Investors	-	-	-	-
(g)	Any Other	4,112,029	0.45	4,113,745	0.44
	Sub-Total (B)(1)	361,953,852	39.28	365,660,697	38.68
2	Central Government/ State Government(s)	87,870	0.01	87,870	0.01
	Sub-Total (B)(2)	87,870	0.01	87,870	0.01
3	Non-institutions				
(a)	Bodies Corporate	17,258,073	1.87	18,912,197	2.00
(b)	Individuals				
	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	188,089,831	20.41	204,059,688	21.59
II	ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakh.	8,792,010	0.95	9,405,407	0.99
(c)	Any Other	24,820,840	2.69	26,699,782	2.82
	Sub-Total (B)(3)	238,960,754	25.93	259,077,074	27.40
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	601,002,476	65.22	624,825,641	66.09
	TOTAL (A)+(B)	920,632,209	99.90	944,455,374	99.90
(C)	Shares held by Custodians and against which DRs have been issued	919,506	0.10	919,506	0.10
	GRAND TOTAL (A)+(B)+(C)	921,551,715	100.00	945,374,880	100.00

PRE-SCHEME AND POST SCHEME SHAREHOLDING PATTERN OF TATA COFFEE LIMITED
(based on shareholding data as on June 30, 2022)

Sr. No.	Description	Pre-Scheme	
		No. of equity shares	%
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
	Individuals/ Hindu Undivided Family		
(b)	Central Government/ State Government(s)		
(c)	Bodies Corporate	107,359,820	57.48
(d)	Financial Institutions/ Banks	-	-
(e)	Any Others	-	-
	Sub Total(A)(1)	107,359,820	57.48
2	Foreign		
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)	-	-
(b)	Bodies Corporate	-	-
(c)	Institutions	-	-
(d)	Any Others	-	-
	Sub Total(A)(2)	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	107,359,820	57.48
(B)	Public shareholding		
1	Institutions		
(a)	Mutual Funds/ UTI	3,756,808	2.01
(b)	Financial Institutions / Banks	112,775	0.06
(c)	Venture Capital Funds	-	-
(d)	Insurance Companies	5,159,429	2.76
(e)	Foreign Institutional Investors	3,321,417	1.78
(f)	Foreign Venture Capital Investors	-	-
(g)	Any Other	5,720	0.00
	Sub-Total (B)(1)	12,356,149	6.62
2	Central Government/ State Government(s)	-	-
	Sub-Total (B)(2)	-	-
3	Non-institutions		
(a)	Bodies Corporate	5,513,746	2.95
(b)	Individuals		
	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	53,232,859	28.50
II	ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakh.	2,044,656	1.09
(c)	Any Other	6,263,140	3.35
	Sub-Total (B)(2)	67,054,401	35.90
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2) + B(3)	79,410,550	42.52
	TOTAL (A)+(B)	186,770,370	100.00
(C)	Shares held by Custodians and against which DRs have been issued	-	-
	GRAND TOTAL (A)+(B)+(C)	186,770,370	100.00

Note: Post-Scheme shareholding pattern for TCL is not applicable since pursuant to the Demerger and the subsequent Amalgamation, TCL will stand dissolved without being wound-up

Annexure 13C

PRE-SCHEME AND POST SCHEME SHAREHOLDING PATTERN OF TCPL BEVERAGES AND FOODS LIMITED (based on shareholding data as on June 30, 2022)

Sr. No.	Description	Pre-Scheme		Post-Scheme	
		No. of shares*	%	No. of shares*	%
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
	Individuals/ Hindu Undivided Family				
(b)	Central Government/ State Government(s)				
(c)	Bodies Corporate	75,50,000	100.00	75,50,000	100.00
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others	-	-	-	-
	Sub Total(A)(1)	75,50,000	100.00	75,50,000	100.00
2	Foreign				
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)	-	-	-	-
(b)	Bodies Corporate	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Any Others	-	-	-	-
	Sub Total(A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	75,50,000	100.00	75,50,000	100.00
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Financial Institutions / Banks	-	-	-	-
(c)	Venture Capital Funds	-	-	-	-
(d)	Insurance Companies	-	-	-	-
(e)	Foreign Institutional Investors	-	-	-	-
(f)	Foreign Venture Capital Investors	-	-	-	-
(g)	Any Other	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-
2	Central Government/ State Government(s)	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
3	Non-institutions				
(a)	Bodies Corporate	-	-	-	-
(b)	Individuals				
	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	-	-	-	-
II	ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakh.	-	-	-	-
(c)	Any Other	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	-	-	-	-
	TOTAL (A)+(B)	75,50,000	100.00	75,50,000	100.00
(C)	Shares held by Custodians and against which DRs have been issued	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	75,50,000	100.00	75,50,000	100.00

*Includes Equity Shares and Optionally Convertible Redeemable Preference Shares

TCPL BEVERAGES & FOODS LIMITED

This disclosure document dated September 15, 2022 ("**Disclosure Document**") has been prepared solely as per the requirement of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended from time to time) in connection with the Composite Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 filed before the National Company Law Tribunal, Bengaluru Bench and Kolkata Bench amongst Tata Consumer Products Limited ("**TCPL**"), Tata Coffee Limited ("**TCL**"), TCPL Beverages & Foods Limited ("**TBFL**" or "**Company**") and their respective shareholders and creditors ("**Scheme**").

This disclosure document contains the applicable information (as prescribed in the format for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements), 2018, pertaining to TBFL, being an unlisted company in the Scheme.

This disclosure document shall not be considered as an invitation or an offer of any securities by or on behalf of TBFL, TCPL or TCL, on private placement or a public offer.

This disclosure document should be considered as a part of and shall be read together with the Scheme and the Notice and Explanatory Statement to the shareholders of TCPL/TCL as the case may be, in connection with the Scheme.

THIS DISCLOSURE DOCUMENT CONSISTS OF 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

TCPL BEVERAGES & FOODS LIMITED

CIN: U15400KA2022PLC158373, Date of Incorporation: February 25, 2022

Registered Office & Corporate Office	Kirloskar Business Park, Block C, 3rd & 4th Floor, New Airport Road, Hebbal, Bangalore - 560024, Karnataka, India
Contact Person	Mr. Akram Jamal, Director
Telephone	+91 80 67171220
E-mail	akram.jamal@tataconsumer.com
Website	NA

PROMOTER OF TBFL: TATA CONSUMER PRODUCTS LIMITED

Details of Offer to Public - Not Applicable as TBFL is not offering any securities/equity shares and no investment by the public is being made in TBFL, pursuant to the Scheme.

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders - Not Applicable as no transfer of the securities/equity shares of TBFL is proposed and no investment by the public is being made in TBFL, pursuant to the Scheme

Price Band, Minimum Bid Lot & Indicative Timelines - Not Applicable as TBFL is not offering any securities/equity shares and no investment by the public is being made in TBFL, pursuant to the Scheme.

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP - Not Applicable as TBFL is not offering any securities/equity shares and no investment by the public is being made in TBFL, pursuant to the Scheme.

RISKS IN RELATION TO THE FIRST OFFER

Not Applicable as TBFL is an unlisted company and is not offering any securities/ equity shares through an initial public offer to the public at large, pursuant to the Scheme.

GENERAL RISKS

For taking any investment decision, investors must rely on their own examination of TCL, TCPL, TBFL and the Scheme, including the risks involved. The allotment of equity shares of TCPL under the Scheme is limited to the shareholders of TCL (other than TCPL). No equity shares are being issued by TBFL pursuant to the Scheme. The equity shares have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy

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TCPL BEVERAGES & FOODS LIMITED

of the contents of the Disclosure Document. Specific attention is invited to the section titled “Risk Factors” at page 6 of this Disclosure Document.

PROCEDURE

The procedure with respect to public issue/ offer would not be applicable to TBFL as TBFL is an unlisted company and is not offering any of its securities/equity shares to the public under the Scheme. Further, the allotment of equity shares of TCPL under the Scheme is limited to the shareholders of TCL (other than TCPL). Hence, the procedure with respect to a General Information Document is not applicable.

PRICE INFORMATION OF BRLM's - Not Applicable

In case of issues by Small and Medium Enterprises under Chapter IX, details of the market maker to be included – **Not Applicable**

Name of Statutory Auditor: Deloitte Haskins & Sells LLP Chartered Accountants, bearing Firm Registration Number (Firm Registration No. 117366W/W-100018)

PROMOTERS OF TBFL

Sr. No.	Name	Individual/ Corporate	About TCPL
1.	Tata Consumer Products Limited	Corporate	TCPL is a public limited company incorporated on October 18, 1962, having its registered office at 1, Bishop Lefroy Road Kolkata - 700020, West Bengal. TCPL is engaged in the business of manufacturing, marketing, distribution and/ or sales of consumer products, with offerings across food and beverage categories which includes tea, coffee, water and ready-to-drink beverages, salt, pulses, spices and ready-to-eat products and is also engaged in the business of out-of-home retail which includes concept and premium cafes. The equity shares of TCPL are listed on National Stock Exchange of India Limited, BSE Limited and the Calcutta Stock Exchange Limited and its global depository receipts are listed on the London Stock Exchange and the Luxembourg Stock Exchange. Educational Qualification: Not Applicable

BUSINESS OVERVIEW AND STRATEGY

Company Overview:

TBFL is an unlisted public limited company which was incorporated on February 25, 2022, under the provisions of the Companies Act, 2013, and its registered office is at Kirlskar Business Park, Block C, 3rd & 4th Floor, New Airport Road, Hebbal, Bangalore - 560024, Karnataka, India. TBFL is a wholly owned subsidiary of TCPL. The main objects of TBFL include, *inter alia*, carrying on the business of manufacturing, trading, producing, cultivating and selling beverages and foods of all kinds and of cultivating coffee, tea, etc.

TBFL has been formed as a wholly owned subsidiary specifically to carry on the Plantation Business upon the Scheme becoming effective.

Product/Service Offering: Yet to commence the business activities.

Revenue segmentation by product/service offering: Nil

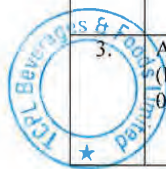
Geographies Served: Not Applicable, since the Company does not have any active business operations as on the date of this Disclosure Document



TCPL BEVERAGES & FOODS LIMITED

Revenue segmentation by geographies: Nil
Key Performance Indicators: Not Applicable, since the Company does not have any active business operations as on the date of this Disclosure Document
Client Profile or Industries Served: Not Applicable since the Company does not have any active business operations as on the date of this Disclosure Document
Revenue segmentation in terms of top 5/10 clients or Industries: Not Applicable, since the Company does not have any active business operations as on the date of this Disclosure Document
Intellectual Property, if any: Nil
Market Share: Nil, since Company does not have any active business operations as on the date of this Disclosure Document
The manufacturing plant, if any: Nil
Employee Strength: Nil as on the date of this Disclosure Document. However, upon the Scheme becoming effective, all the employees (including senior management) of TCL employed in or in relation to the Plantation Business (as defined under the Scheme) immediately prior to the Effective Date (as defined under the Scheme) shall be deemed to have become employees of TBFL, with effect from the Effective Date, in the same capacity as they were employed with TCL.

BOARD OF DIRECTORS				
Sr. No.	Name	Designation (Independent / Wholetime / Executive / Nominee)	Experience & Educational Qualification	Other Directorships
1.	Mr. John Jacob (DIN: 7798169)	Non-Executive Director (Chairman)	Mr. John Jacob is a Chartered Accountant He is currently acting as an Advisor - Corporate Finance for Tata Consumer Products Limited. He was Senior Vice President – Corporate Finance and Chief Financial Officer – India of Tata Consumer Products Limited from August 2014 till May 2022, where he superannuated after serving 28 years in various functions in Tata Consumer Products Limited.	Indian Companies: (i) Amalgamated Plantations Private Limited; (ii) TRIL Constructions Limited Foreign Companies: Nil
2.	Mr. Ajit Sukumar Krishnakumar (DIN: 08002754)	Non-Executive Director	Mr. Ajit Krishnakumar has a post-graduate degree in business administration from the University of Michigan, Ann Arbor, U.S.A. and a bachelor's degree in business administration from the University of Hartford, Connecticut, U.S.A. He is currently working as Chief Operating Officer of Tata Consumer Products Limited and is responsible for business integration and transformation as well as the integrated India operations and B2B businesses.	Indian Companies: (i) Tata SmartFoodz Limited; and (ii) Smart Building Development & Estate Management Private Limited Foreign Companies: Nil
3.	Akram Jamal (DIN: 09520303)	Non-Executive Director	Mr. Akram Jamal is a qualified Chartered Accountant and a Company Secretary. He is currently working as Vice President – Corporate Finance in Tata Consumer	Indian Companies: NIL Foreign Companies: Nil



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TCPL BEVERAGES & FOODS LIMITED

			Products Limited and looking after the entire corporate finance portfolio for Tata Consumer Products Limited along with finance oversight on the non-branded business.	
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OBJECT OF THE ISSUE – Not applicable as TBFL is not offering securities/equity shares through an initial public offer to the public at large, pursuant to the Scheme.

DETAILS OF THE SCHEME

TCPL along with its subsidiaries, joint ventures and associates is *inter alia* engaged in the business of manufacturing, marketing, distribution and/ or sales of consumer products, with offerings across food and beverage categories which includes tea, coffee, water and ready-to-drink beverages, salt, pulses, spices and ready-to-eat products and is also engaged in the business of out-of-home retail which includes concept and premium cafes. TCL is a subsidiary of TCPL and is a listed company. TCL along with its subsidiaries joint ventures and associates is *inter alia* engaged in the plantation business of cultivation, curing and processing of coffee, tea, pepper and allied plantation products and in manufacture and sale of instant, soluble coffee powders and branded coffee products. TBFL is a wholly owned subsidiary of TCPL. The main objects of TBFL include, *inter alia*, to carry on the business of manufacturing, trading, producing, cultivating and selling beverages and foods of all kinds and of cultivating coffee, tea, etc.

TCPL is currently engaged in a consumer product business, with a food and beverage portfolio, with operations across the globe. The operations of TCL and its subsidiaries are substantially in instant coffee extraction, branded coffee and plantation businesses. A composite scheme of arrangement is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act (as defined hereinafter) is proposed amongst TCPL, TCL, TBFL and their respective shareholders and creditors ("Scheme") with a view to simplifying the management and operational structures of the said companies in order to increase efficiencies and generate synergies. The Scheme, *inter alia*, provides for the following:

- (i) as a first step, the demerger of the Demerged Undertaking (*as defined in the Scheme*) (*comprising of the Plantation Business (as defined in the Scheme)*) of TCL into TBFL and in consideration, the consequent issuance of equity shares by TCPL (*as the holding company of TBFL*) to all the shareholders of TCL (other than TCPL) in accordance with the Share Entitlement Ratio (*as defined in the Scheme*), pursuant to the provisions of Section 2(19AA) read with Section 2(41A) and other relevant provisions of the Income Tax Act, 1961 and the rule made thereunder ("Demerger");
- (ii) as a second step, followed immediately by the amalgamation of TCL (*comprising the Remaining Business of TCL (as defined in the Scheme)*) with TCPL and in consideration, the consequent issuance of equity shares by TCPL to all the shareholders of TCL (other than TCPL) in accordance with the Share Exchange Ratio (*as defined in the Scheme*), pursuant to the provisions of Section 2(1B) and other relevant provisions of the Income Tax Act, 1961 and the rule made thereunder ("Amalgamation"); and
- (iii) various other matters consequential or otherwise integrally connected therewith.

Upon the Scheme becoming effective and in consideration of the transfer and vesting of the Demerged Undertaking from TCL to TBFL in terms of the Scheme, TCPL (*as the holding company of TBFL*) shall issue and allot such number of equity shares to the shareholders of TCL (other than TCPL) as on the Record Date (as defined in the Scheme) in the following manner:

"1 (one) fully paid up equity share of Re. 1/- each of TCPL shall be issued and allotted for every 22 (twenty-two) fully paid up equity shares of Re. 1/- each held in TCL."

These equity shares, which are to be issued by TCPL pursuant to the Scheme, are proposed to be listed on National Stock Exchange of India Limited (designated stock exchange), BSE Limited and the Calcutta Stock Exchange Limited.



TCPL BEVERAGES & FOODS LIMITED

On the Scheme becoming effective, all the employees (including senior management) of TCL employed in or in relation to the Plantation Business immediately prior to the Effective Date shall be deemed to have become employees of TBFL, with effect from the Effective Date, in the same capacity as they were employed with TCL.

Rationale of the Scheme:

- A.** TCPL is currently engaged in a consumer product business, with a food and beverage portfolio, with operations across the globe. The operations of TCL and its subsidiaries are substantially in instant coffee extraction, branded coffee and plantation businesses. TCL is currently a subsidiary of TCPL. The Scheme is being proposed with a view to simplifying the management and operational structures of TCPL, TCL and TBFL (together, hereinafter referred to as “**Companies**”) in order to increase efficiencies and generate synergies.
- B.** The proposed Scheme would be in the best interest of the Companies and their respective shareholders, employees, creditors and other stakeholders as the proposed restructuring pursuant to this Scheme is expected, *inter alia*, to result in the following benefits:

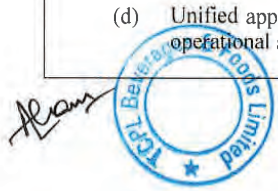
Benefits of the Demerger

- (a) Creating a dedicated plantation vertical with focused attention on the plantation business, which will enable increased efficiencies and generate synergies amongst the various plantation businesses wholly or partly owned by TCPL and better resource allocation, resulting in enhancement of shareholders’ value.
- (b) The shareholders of TCL (other than TCPL) will be allotted shares of TCPL and therefore will be shareholders of a larger branded consumer products business with multiple growth avenues and at the same time, will continue to participate in the plantation business.
- (c) The profile, operations, management risk and return associated with the Plantation Business (*as defined in the Scheme*) is distinct from that of the Remaining Business (*as defined in the Scheme*) and therefore the Scheme would lead to sharper focus on both the businesses.

Benefits of the Amalgamation

- (a) Integration of TCL and TCPL’s extraction business activities under a single entity through the amalgamation will result *inter alia* in focused management attention, operational efficiencies, revenue and cost synergies including from commonality of customers, sales and supply chain opportunities through enhanced geographical reach with a wider variety of product offerings which will help in gaining market share, optimization of capital, operational (including promotion) expenditure, leveraging sales and distribution network and simplification of overlapping infrastructure.
- (b) The amalgamation of TCL with TCPL would bring about synergy of operations and benefit of scale and additionally, the legal and regulatory compliances of both the listed entities will be unified and streamlined.
- (c) The amalgamation will enable efficient consolidation of ownership interests in the international branded business owned by TCPL and TCL which will result in cost benefits, higher operating and other efficiencies.

- C.** Therefore, in view of the above, the implementation of the Scheme will result in the following benefits:
- (a) Dedicated and specialized management focus on the specific needs of the respective businesses.
 - (b) Having one listed company for consumer and related businesses and convergence of minority interests from TCL into TCPL.
 - (c) Benefit to all the stakeholders of TCPL, TCL and TBFL, leading to opportunity for growth and value creation in the long run and maximizing the value and returns to the shareholders.
 - (d) Unified approach on customer engagement, distribution and supply chain management would lead to operational and financial efficiencies in all these functions.



TCPL BEVERAGES & FOODS LIMITED

Shareholding Pattern as on the date of this Disclosure Document:

Sr. No.	Particulars	Pre Issue number of shares	% Holding of Pre Issue
1.	Promoter and Promoter Group	50,000 equity shares of Rs. 10 each. 75,00,000 Optionally Convertible Redeemable Preference shares of Rs. 10 each.	100.00%
2.	Public	-	-
	Total	50,000 equity shares and 75,00,000 Optionally Convertible Redeemable Preference shares	100.00%

Number/amount of equity shares proposed to be sold by selling shareholders, if any. – Not Applicable

FINANCIAL STATEMENTS: TBFL was incorporated on February 25, 2022. The first financial year of TBFL has commenced from its date of incorporation i.e. February 25, 2022, and shall end on March 31, 2023, as per the Section 2(41) of the Companies Act, 2013. Therefore, the audited financial statements of TBFL are not available and hence, have not been disclosed in this Disclosure Document.

TBFL was set up with an initial capital of Rs. 0.05 Crore, pursuant to the subscription of 50,000 equity shares of the face value of Rs. 10 by TCPL along with its nominee as first subscribers to the Memorandum of Association. Subsequently, TCPL has infused Rs. 7.5 Crores by subscribing to 75,00,000 Optionally Convertible Redeemable Preference Shares of Rs. 10/-each at par, pursuant to Rights Issue offered made by TBFL.

RISK FACTORS

TBFL has been recently incorporated with the objective to carry on the business of *inter alia* manufacturing, trading and selling beverages and foods of all kinds and other related activities. Once operational, TBFL may be exposed to the following risks:

- Business risk:** TBFL has been incorporated with an object to primarily carry on the Plantation Business. The completion of the Scheme is subject to the approval of the shareholders and authorities including the NCLT. In case the Scheme does not get effected due to any approvals or otherwise, this would impact TBFL's ability to commence its business operations.
- Compliance risk:** The Food & Beverages segment is subject to extensive government regulation. Any failure to obtain and maintain statutory and regulatory permits, certificates and approvals including approvals under the Food Safety and Standards Act, 2006, environmental, tax and labour approvals and factory licenses could have an adverse effect on TBFL's business.
- Quality of goods sold:** Any contamination or deterioration of the beverages manufactured by TBFL or inability to meet domestic and international quality standard norms could result in legal liability, damage reputation and adversely affect sales, business prospects and financial performance.
- Supply chain management:** An interruption in the supply or significant increase in the price or availability of raw materials or packaging materials may adversely affect TBFL's business, prospects, results of operations and financial condition.
- Operational risk:** Out-dated equipment and facilities and unexpected plant shut down may lead to higher maintenance cost on fixed assets and affect business efficiency. A prolonged shutdown in manufacturing and processing operations due to labour disputes, strikes, accidents, political or social disturbances can also adversely affect sales and revenue from operations. Further, any impact on the plantation land under the relevant lease agreements or in view of adverse government directives can impact the production capacity of TBFL.
- Sales and competition:** The F&B business is highly dependent on consumer preferences. Changes in customer tastes and demographic trends may adversely affect sales and results of operations. Fluctuations in commodity prices can also impact revenue. Further, the sector is subject to intense competition in terms of pricing, innovation,



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quality, marketing and customer service. An inability to maintain its competitive position can adversely affect TBFL's business, results of operations and financial condition.

7. **Brand value:** The ability to market and sell products is significantly dependent on the 'Tata' brand. Any adverse publicity involving the 'Tata' brand or the Tata group can substantially impair TBFL's reputation and the marketing and sales of its products.
8. **IT Risk:** IT systems are critical to the management of large production operations and distribution networks and in turn, to maximize efficiencies and optimize costs. IT interruptions and system failures could have an adverse effect on TBFL's ability to realise the anticipated improvements in productivity and efficiency.

SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs. In crores)
TBFL						
By TBFL	0	0	0	0	0	0
Against TBFL	0	0	0	0	0	0
Directors						
By the Directors of TBFL	0	0	0	0	0	0
Against the Directors of TBFL	0	0	0	0	0	0
Promoter						
By the Promoter of TBFL	4	55	0	0	0	61.71
Against the Promoter of TBFL	1	0	29	0	0	0
Subsidiaries						
By the Subsidiaries	Not applicable as TBFL does not have any subsidiary					
Against the Subsidiaries	Not applicable as TBFL does not have any subsidiary					

B. Brief details of top 5 material outstanding litigations against the company and the amount involved

Sr. No.	Particulars	Litigation filed by	Current status	Amount Involved
1.	Nil	NA	NA	NA

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in the last 5 financial years including outstanding action, if any:- None



D. Brief details of outstanding criminal proceedings against Promoters:

V. Mohan Kumar, Secretary, Public Interest Protection Association had filed Complaint Nos. 2078 and 2079 of 2005 before the Kerala Lok Ayukta alleging that TCPL has encroached on excess land. Subsequently, complaint No.2079/2005 has been withdrawn by V. Mohan Kumar. The other complaint is under investigation and TCPL has provided all the information to the investigating agency. The complaint is yet to be disposed of by Lok Ayukta.

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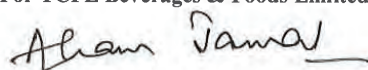
TCPL BEVERAGES & FOODS LIMITED

ANY OTHER IMPORTANT INFORMATION AS PER BRLM / ISSUER COMPANY
NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be have been complied with and no statement made in the Disclosure Document is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Disclosure Document are true and correct.

For TCPL Beverages & Foods Limited



Akram Jamal
Director

Place: Bangalore
Date: September 15, 2022



Part A - Details of ongoing adjudication and recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Applicant Company, its promoters and directors in relation to the business of the Applicant Company in the usual course of business/ operations of the Applicant Company

I. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the Applicant Company

Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
1.	Tata Consumer Products Limited ("TCPL")	CrI. Misc. no. 3212/2016 High Court of Allahabad	Food Inspector, Unnao and State of Uttar Pradesh	A case was filed on the grounds that there was no mention of the batch number on the label of Tata Salt, it would amount to misbranding.	Stay obtained from high court.
2.	Tata Consumer Products Limited	Appeal No. 167/2017 Food Safety Appellate Tribunal, Meerut	Food Inspector, Baghpat and State of Uttar Pradesh	A case was filed alleging that TCPL had advertised I-Shakti Pulses on the Tata Salt packaging, which would amount to misbranding.	An appeal has been filed against the order
3.	Tata Consumer Products Limited	Appeal No. 169/2017 Food Safety Appellate Tribunal, Meerut	Food Inspector, Baghpat and State of Uttar Pradesh	A case was filed alleging that TCPL has advertised I-Shakti Pulses on the Tata Salt packaging, which would amount to misbranding.	Appeal filed against the order
4.	Tata Consumer Products Limited	Complaint case no. 48 of 2013 Additional District Magistrate, Amroha	Food Safety Appellate Tribunal and State of Uttar Pradesh	It was alleged that TCPL has advertised I-Shakti Pulses on the Tata Salt packaging, which would amount to misbranding.	The matter is next listed for arguments.
5.	Tata Consumer Products Limited	Filing no. /0004069/2017 Food Safety Appellate Tribunal, Allahabad Complaint case No. 10 of 2013 Additional Dist. Magistrate, Kanpur Nagar	Food Safety Officer, Kanpur Nagar and State of Uttar Pradesh	It was alleged that TCPL had mentioned other products on the Tata Salt packaging, which would amount to misbranding.	Appeal has been filed.
6.	Tata Consumer Products Limited	Appeal No.2045/2017 Appellant Tribunal, Gohrapur	Food Safety Officer, Gonda and State of Uttar Pradesh	It was alleged that TCPL had mentioned other products on the Tata Salt packaging, which would amount to misbranding.	An appeal has been filed.
7.	Tata Consumer Products Limited	Adjudication Application No. 33/2013 Additional District Magistrate, Bijnor	Food Safety Officer, Bijnor	It was alleged that TCPL had mentioned other products on the Tata Salt packaging, which would amount to misbranding.	Appeal has been filed.
8.	Tata Consumer Products Limited	Adjudication Application No. 34 of 2013 Additional District Magistrate, Sant Kabir Nagar W.P. No. 30901/2014 High Court of Allahabad	Food Safety Officer, Sant Kabir Nagar and State of UP and Tata Chemicals Ltd	It was alleged that TCPL has advertised I-Shakti Pulses on the Tata Salt packaging, which would amount to misbranding.	Final closure of matter by the Additional District Magistrate is awaited.
9.	Tata Consumer Products Limited	Application No. 57/2013 FSAT, Moradabad	Food Safety Officer, Moradabad	It was alleged that TCPL has advertised I-Shakti Pulses on the Tata Salt packaging, which would amount to misbranding.	The matter is next listed for arguments; State to argue.

Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
10.	Tata Consumer Products Limited	Adjudication Application No. 63 of 2013 Additional District Magistrate Court, Moradabad	Food Safety Officer, Moradabad and Tata Chemicals Ltd	It was alleged that TCPL has advertised I-Shakti Pulses on the Tata Salt packaging, which would amount to misbranding.	The matter is next listed for arguments
11.	Tata Consumer Products Limited	Adjudication Application No. 06 of 2013 Additional District Magistrate Court, Shambal	Food Safety Officer, Shambal, UP and Tata Chemicals Ltd	It was alleged that TCPL has advertised I-Shakti Pulses on the Tata Salt packaging, which would amount to misbranding.	The matter has been reserved for orders.
12.	Tata Consumer Products Limited	Adjudication Application No. 08 of 2013 Additional District Magistrate Court, Shambal	Food Safety Officer, Shambal, UP and Tata Chemicals Ltd	It was alleged that TCPL has advertised I-Shakti Pulses on the Tata Salt packaging, which would amount to misbranding.	The matter has been reserved for orders.
13.	Tata Consumer Products Limited	Adjudication Application No. 34/2014 Additional District Magistrate, Hoshangabad	State of Madhya Pradesh and Tata Chemicals Ltd	Tata Salt was deemed misbranded owing to the picture of vegetables on the packaging.	The matter has been reserved for orders.
14.	Tata Consumer Products Limited	Adjudication Application No. 19 of 2015 Additional District Magistrate, Baruch	State of Gujarat and Tata Chemicals Ltd	A case filed for misbranding on the grounds that the "veg logo" size was smaller than 4 mm.	The matter is pending for service of notice to the respondents.
15.	Tata Consumer Products Limited	Adjudication Application No. 53/2014 Additional District Magistrate, Thane	Food Safety Officer, Thane and Tata Chemicals Ltd	Case filed alleging that Tata Salt Lite engaged in misbranding owing to statements made on the management of hypertension.	The matter is listed for arguments.
16.	Tata Consumer Products Limited	Appeal No. 176/ 2015 FSAT, Agra	Tata Chemicals Ltd. and Food Safety Officer, Etah, UP	It was alleged that TCPL has advertised I-Shakti Pulses on the Tata Salt packaging, which would amount to misbranding.	Appeal has been filed.
17.	Tata Consumer Products Limited	Appeal No. 31/2016 High Court of Judicature at Allahabad	Tata Chemicals Ltd and Food Safety Officer, Amroha, UP	It was alleged that TCPL has advertised I-Shakti Pulses on the Tata Salt packaging, which would amount to misbranding.	Appeal has been filed.
18.	Tata Consumer Products Limited	Case No. 96/2013 Appellate Tribunal, Gorakhpur	Tata Chemicals Ltd and Food Safety Officer, State of UP	Advertisement of Tata Salt lite and Tata I-Shakti pulses are given on the pack. Sample declared as misbranded.	Appeal has been filed.
19.	Tata Consumer Products Limited	Adjudication Case No. 300/2016 Additional District Magistrate, Gorakhpur	Food Safety Officer, Gorakhpur, State of Uttar Pradesh and. Tata Chemicals Limited	Tata Sampann Toor Dal was alleged as misbranded because it claimed to be "High Protein".	The State Government is required to file their response.
20.	Tata Consumer Products Limited	Adjudication Case No. 1 of 2017, Additional District Magistrate, Ujjain	Food Safety Officer, State of Ujjain, Madhya Pradesh and Tata Chemicals Limited	A case was filed contending that Tata Salt was sub-standard and that the manufacturers engaged in misbranding.	Order on application filed to examine in referral lab.

TATA CONSUMER PRODUCTS

Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
21.	Tata Consumer Products Limited	CAS/670/2018-SA/2655/2017 High Court of Bombay, Nagpur Bench	Tata Chemical Limited and State of Maharashtra through Food Safety Officer	An appeal challenging the impugned judgement passed by the Adjudication Officer, Amravati against Tata Chemical Limited and its Channel Partners - Buldana alleging Tata Salt was sub-standard since the salt content was below the prescribed standard.	The matter is next listed for arguments.
22.	Tata Consumer Products Limited	FA 20 of 2014 FSAT, Allahabad	Tata Chemicals Limited and Food Safety Officer, Farukhabad, Uttar Pradesh	Advertisement of Tata Salt lite and Tata I-Shakti pulses are given on the pack. Sample declared as misbranded.	The matter is next listed for arguments.
23.	Tata Consumer Products Limited	FA 13/2019 FSAT, Thiruvananthapuram	Noushand and Food Safety Officer, Kannur	A case was filed stating that iron fortified iodised salt was "sub standard".	Appeal against the order is in the finalization process.
24.	Tata Consumer Products Limited	56/ADM(SE)/FS Cases/2017/954-962 Additional District Magistrate, South Delhi	Food Safety Officer, Delhi and Neeraj Kumar	A case was filed on the grounds that the green moong was misbranded for the claim "High Protein".	Filed for counter reply and arguments.
25.	Tata Consumer Products Limited	Adj case 16 of 2018 Additional District Magistrate, Vellore	Food Safety Officer, Vellore (TN) v Tata Chemicals Ltd. & Ors.	A case was filed alleging that Tata Salt was a sub-standard product as 3.64% of matter other than salt was found to be soluble in water (as against the preferred rate of 3.0%).	Matter is reserved for orders.
26.	Tata Consumer Products Limited	FSSA/2018-19/02-6 Additional District Magistrate, Kulgam	Food Safety Officer, Kulgam, Jammu and Kashmir vs Tata Chemicals Ltd & Ors	Tata Sampann "Turmeric Powder" was deemed substandard and misbranded due to foreign starch in the sample and the words "recommended by Shri Sanjeev Kapoor" mentioned on the packaging, respectively.	The matter is listed for arguments.
27.	Tata Consumer Products Limited	Additional District Magistrate, Hardoi	Food Safety Officer, Hardoi, Uttar Pradesh vs Tata Chemicals Ltd. & Ors	Tata Sampann Besan was deemed misbranded due to the "low oil absorb" claim.	Reply to be filed.
28.	Tata Consumer Products Limited	C.C. No.138/2018 District Consumer Forum, Ujjain	Balwinder Singh, Ujjain	A consumer complaint alleged that his purchased Tata Salt packet had lesser quantity than was indicated.	For appearance and reply of the retailer.
29.	Tata Consumer Products Limited	Case no. 226 /2018 District Consumer Forum, Patna	Smt.Vidya Devi, and Serving Suvidha	The consumer found a sharp razor blade inside the Tata I Shakti Moong Dal packet.	Reply to be filed
30.	Tata Consumer Products Limited	Adj case no. 7/2021 Additional District Magistrate, Doda	Food Safety Officer, Doda, J&K vs Tata Chemicals & Ors	Tata Salt deemed misbranded as the word "Fortified" and logo were not found on the pack.	FSSAI clarification has been submitted.

Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
31.	Tata Consumer Products Limited	Civil Matter No. 112/2019 District Court, Solapur	Mayura Enterprises, Solapur vs Tata Chemicals Limited	A civil suit filed basis dispute raised by Stockiest against Tata Chemical Limited for terminating its appointment.	Filed for counter reply.
32.	Tata Consumer Products Limited	The matter is yet to be numbered. High Court of Bombay	Saraswati Enterprises vs Tata Chemical Limited	Petition filed against the arbitration order for a dispute regarding the processing and packing of pulses.	The first hearing is yet to take place.
33.	Tata Consumer Products Limited	Case No. PFA/2003/24 Chief Judicial Magistrate, Bundi	Food Inspector, Bundi, Rajasthan & Tata Chemical Limited & Ors.	The sample of I-Shakti Iodised Salt marketed by Tata Chemical Limited was deemed misbranded and adulterated.	Service of Summons on all the accused is yet to be completed.
34.	Tata Consumer Products Limited	FSAT No. 5/21, Food Safety Appellate Tribunal, PHC, Delhi File Case No. ADM/N/FSS/03/2020/261-267, Additional District Magistrate (North) Additional District Magistrate Delhi, FSAT	Kishal Lal & Ors v Food Safety Officer, GNCT of Delhi	Case has been filed alleging that the sample of "Iodized Salt" is misbranded as the declaration "Helps Mental Development" mentioned on the label is misleading.	Matter remanded to the Additional District Magistrate. The matter is next listed for arguments.
35.	Tata Consumer Products Limited	Case No. 15/18 Additional District Magistrate, Rudrapur	Food Safety Officer, Rudrapur vs Santhosh Singh & Ors	Tata Sampann Besan was deemed sub-standard due to the high ash soluble in dilute hydrochloric acid.	The matter is next listed for cross examination of the Food Safety Officer.
36.	Tata Consumer Products Limited	F.88/FSSA/ADM(East)/2020/12275-2285 Additional District Magistrate, Delhi (East)	Food Safety Officer, GNCT (Mhd Zubair) of Delhi vs Sanjeev Kumar Sharma & Ors	Case has been filed alleging that the sample of "Iodized Salt" is misbranded as the declaration "Helps Mental Development" mentioned on the label is misleading.	The matter is next listed for arguments.
37.	Tata Consumer Products Limited	F.97/FSSA/ADM (East)/2020/2146-2154 Additional District Magistrate, Delhi (East)	Ms. Suvidha, Food Safety Officer ("FSO"), GNCT- New Delhi vs Kumar Kunal Bharadwaj & Ors	A case was filed against the mention of "high protein" on the packaging of Moong Dal Chilka, which was considered as misbranding.	The matter is next listed for arguments.
38.	Tata Consumer Products Limited	Additional District Magistrate, Delhi (South-West)	FSO vs Sh. Rajesh Mittal & Ors	A case was filed alleging that the product claiming to be "Low oil absorb besan" as misleading.	The matter is next listed for arguments.
39.	Tata Consumer Products Limited	Consumer Complaint No. 514 of 2020 District Consumer Dispute Redressal Commission, Hisar, Haryana	Dilbag Singh vs All Mart and Tata Chemical Limited	Consumer complained that the Tata Sampann Turmeric packet that they acquired from "All Mart" allegedly contained lesser than the advertised amount.	The matter is next listed for the complainant to file his evidence affidavit.
40.	Tata Consumer Products Limited	F.17/PFA/ADM(SHAH)/2020 Additional District magistrate, Delhi	FSO Delhi vs Sh. Ramanand & Ors	Tata Sampann Coriander Powder deemed misbranded due to sourcing owing to the statement "Tata Sampann Coriander Powder is sourced	The matter is next listed for filing counter claim and arguments

TATA CONSUMER PRODUCTS

Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
				from Kumbhraj Region of Madhya Pradesh".	
41.	Tata Consumer Products Limited	F.No. 72/ADM (W)/FSS/2021/2786-95 Additional District magistrate, District West, Delhi	FSO Kuldeep Singh vs Devender Kumar & Ors	Case has been filed alleging that the sample of "Iodized Salt" is misbranded as the declaration "Helps Mental Development" mentioned on the label is misleading.	The matter has been reserved for orders.
42.	Tata Consumer Products Limited	Case No. FS/ADM/SW/08/2020 Additional District Magistrate, District West, Delhi	FSO vs Gautam Sachdeva & Ors	Case has been filed alleging that the sample of "Iodized Salt" is misbranded as the declaration "Helps Mental Development" mentioned on the label is misleading.	The matter is next listed for arguments
43.	Tata Consumer Products Limited	ADM(ND)/Case No.157/FS/2021/1174 Additional District Magistrate, Delhi	FSO Chittra Bamola vs Naveen Batra & Ors	Case has been filed alleging that the sample of "Iodized Salt" is misbranded as the declaration "Helps Mental Development" mentioned on the label is misleading.	The matter is listed for the FSO to file their rejoinder and counter claim.
44.	Tata Consumer Products Limited	Adj No. No. 51/59 Additional District Magistrate, Udhamsinghnagar	FSO vs Neeraj Kumar and Geo Fresh Organic	A case has been filed alleging that turmeric powder is substandard due to the presence of added starch.	The matter is listed for the FSO to file their rejoinder and counter claim.
45.	Tata Consumer Products Limited	Adj No. 44/2021-22 Additional District Magistrate, Tehri Garwal	FSO vs Vijay Singh and Geo Fresh	A case alleging that the chilli powder is substandard due to high level of total ash content.	The matter is listed for the FSO to file their rejoinder and counter claim.
46.	Tata Consumer Products Limited	FA 44/2022 District Court, Chindwara	TCPL vs Food Safety Officer, Chhindwara	An appeal against the order of the Additional District Magistrate alleging Tata Salt to be misbranded because of the picture of vegetables on the packaging.	A stay of the proceedings has been obtained.
47.	Tata Consumer Products Limited	Adj no. 44/2022 Additional District Magistrate, Dehradun	FSO vs Pramod Provision Store & Ors	A case alleging that Tata Sampann Besan was substandard due to high ash content insoluble in dilute content hydrochloric acid.	For file rejoinder and counter claim.
48.	Tata Consumer Products Limited	CC 57/2021 District Forum, Baghpat	Amith Jain vs TCPL & Anr	Consumer complained that the Tata Salt packet allegedly contained lesser than the advertised amount.	Matter is next listed for arguments.
49.	Tata Consumer Products Limited	Case No. 03/2021 Additional District Magistrate, North East, Delhi	FSO vs Shri Prakesh & Ors	A case alleging that Tata Salt was misbranded due to the presence of the statement 'Iodine helps in the mental development' on the packaging.	The vakalatnama to be filed.

Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
50.	Tata Consumer Products Limited	F.130/FSSA/ADM(E)/2022/3325-3333 ADM, Delhi	FSO vs Arun Goyal & Ors	A case alleging that Tata Salt was misbranded due to the presence of the statement 'Iodine helps in the mental development' on the packaging.	The vakalatnama to be filed.
51.	Tata Consumer Products Limited	Adj No. 03/206 ADM, Bhuj	FSO Bhuj vs Anil V Seth & Ors	A case alleging that I-Shakti Salt was substandard as the Iodine content was lower than the prescribed standard.	Reply to be filed.
52.	Tata Consumer Products Limited	O S No. 867 of 1995 CJM, Varanasi and also at Allahabad High Court	State of Uttar Pradesh under complaint from Tata Tea Limited ("TTL"). Criminal Proceedings filed against Bansal Chemicals Corporation	A suit was filed as Bansal Chemicals Corporation had wrongfully held the consignment of tea that was erroneously delivered to them.	The matter is next listed for the Defendant.
53.	Tata Consumer Products Limited	CRR No. 2239 of 2000 High Court at Kolkata	Asst. Labour Commissioner and Inspector under Plantation Labour Act, 1952 vs TCPL	The case was filed alleging violations under the Plantations Labour Act, 1951 at Nowera Nuddy.	An application for stay is pending for disposal.
54.	Tata Consumer Products Limited	OS 521 of 1996 Civil Court at Deoria	Awadesh Kumar Khetan , C.M. Agencies vs. TTL	A case filed alleging that no bumper prize was awarded to participants of a scheme of promotional sales.	The matter is next listed for arguments.
55.	Tata Consumer Products Limited	Money Suit No.17 of 2001	Smt. Daisy Mantosh vs TTL	Although the company vacated the flat, the security deposit was not refunded by the landlady.	The matter is next listed for arguments.
56.	Tata Consumer Products Limited	W.P. NO. 14918 (W) of 2001 Calcutta High Court	TTL vs State of West Bengal against the order passed by the Industrial Tribunal at Jalpaiguri	An industrial dispute for acts of indiscipline, wilful insubordination and disorderly behaviour.	The matter is next listed for arguments
57.	Tata Consumer Products Limited	Title Suit No. 112 of 2002 2nd Civil Judge (S.D.), Barasat	AMM Media Works Pvt. Ltd. vs the State of West Bengal represented by the Secretary of Public Works Dept.	Case filed against hoardings on which advertisements of various Tata Companies appeared, including that of TTL. However, TTL was not involved in the hiring.	The matter is listed to await summons to the remaining Defendants.
58.	Tata Consumer Products Limited	O.S. 36 of 2007 Dibrugarh District Court	Lucky Enterprise vs TTL	The fertilizer supplied by the plaintiff to TTL was of inferior quality and hence rejected by TTL. However, the same was not taken back by the plaintiff despite repeated requests.	The matter is next listed for arguments.
59.	Tata Consumer Products Limited	Criminal Revision No. 4/2009, Sessions Judge, Kanpur Nagar	TTL vs.Santosh Singh & 4 Ors. (Kataria Case)	Dispute among the directors of the consignee agent of TCPL arising because the clearing agent had stopped operations as a result of which the company's stock was not allowed to be returned to them.	Final settlement/ hearing pending.

TATA CONSUMER PRODUCTS

Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
60.	Tata Consumer Products Limited	Interlocutory Application No. 780 of 2002 IN W.P. No. 202/1995 Supreme Court of India	T.N. Godavarman and Union of India	A public interest litigation was filed by Mr. T N Govardhan in the Supreme Court of India for denuding the forests in Gudalur, Nilgiris tropical rain forest.	The matter is listed for final disposal
61.	Tata Consumer Products Limited	SLP (Civil) 0375 of 2018 Supreme Court, New Delhi	Tata Tea Employees Union v. TTL	The Employees Union filed a Writ Petition against the dismissal of certain employees.	The matter is listed for filing of counter affidavit
62.	Tata Consumer Products Limited	Money suit no. 1420/2016 City Civil Court, Alipore, Kolkata	DARCL Logistics Limited vs. Tata Global Beverages Limited ("TGBL")	The suit filed by DARCL Logistics limited for recovery of 13 crores.	Matter is pending for disposal of applications.
63.	Tata Consumer Products Limited	T.P No. 1237/2018 Supreme Court of India	Union of India and TGBL	The wage ceiling for calculation of bonus has been increased from INR 3,500 to INR 7,000.	Supreme court had taken up the matter and clubbed with other matters. The matter is next listed for arguments
64.	Tata Consumer Products Limited	Complaint of 1995 (9.8.1995) District Consumer Disputes Redressal Forum Faridabad	Sushma Gupta and Kalika Sales Agencies	A consumer complaint was filed alleging that the tea packet purchased by the complainant was of less weight.	The matter is next listed for arguments
65.	Tata Consumer Products Limited	C.C. 1011 of 1997 (5.12.1997) CDF, Moradabad	Kunj Behari Lal vs TTL & Ors	A consumer complaint has been filed alleging that the polypack purchased was lesser in quantity. The order has been passed against	The matter is next listed for arguments.
66.	Tata Consumer Products Limited	C.C. 287/2000 Notice under Consumer Protection Act, Basti	Ram Baranwal vs TTL & Ors	A consumer case was filed alleging that the weight of tea was lesser than the stipulated amount.	The matter is next listed for arguments.
67.	Tata Consumer Products Limited	C.C. 36 of 1996 CDRF, Ballia	Kaushal Kumar Srivastava vs TTL & Ors	A consumer case was filed alleging that that tiny worms and fungus was found in a tea packet and compensation has been claimed by the complainant.	The matter is next listed for arguments.
68.	Tata Consumer Products Limited	C.C 60 of 2000 Consumer Forum Moradabad	Santlal Gambhir vs. TTL	A consumer complaint was filed alleging that a dead cockroach was found in a container of tea purchased by the complainant.	The matter is next listed for arguments.
69.	Tata Consumer Products Limited	CC 79 of 2000 Consumer District Forum Puri	Mr. Ram Chandra Mishra Vs TTL	A consumer complaint was filed alleging that the tea packet was underweight and the quality of tea was very poor.	The matter is next listed for arguments.
70.	Tata Consumer Products Limited	FA 33 of 2000 State Consumer Disputes Redressal Commission, A.P., against the Order of the District Consumer Disputes Redressal Forum	TTL vs D Praveen.	An Appeal by TTL Limited against order requiring them to compensate the complainant.	The matter is next listed for arguments.

Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
71.	Tata Consumer Products Limited	Complaint No. 1470 of 2000 Before the President District Consumer Disputes Redressal Forum, Ludhiana	Munish Thapar (Proprietor of Munish Fabric, Ludhiana) Vs TTL	TTL to pay for damages for the consignment which reached the proprietor in damaged form.	The matter is next listed for Respondent's evidence.
72.	Tata Consumer Products Limited	O.S 2340 of 2001 Delhi High Court	TTL Vs .Handicraft & Handloom Export Corporation of India Ltd. vs Unisilk Ltd., Hongkong & Ors.	The suit was filed seeking a decree for a sum to be paid on the refund of bales.	The matter is next listed for arguments.
73.	Tata Consumer Products Limited	FA No.221 of 2012 National Consumer Dispute Redressal Forum	Tata Marine Agencies & Ors and. LWS Knitwear Ltd	Complaint filed because goods were found short in quantity and in damaged condition.	The matter is next listed for arguments.
74.	Tata Consumer Products Limited	CC 30 of 2021 DCDR, Coimbatore	S. Jayaraman v TCPL	A case was filed because the packaging of a product showed MRP Rs. 145/- as struck and re-written as Rs. 130/-. The company was alleged to have been cheating consumers.	The matter is next listed for filing of written statements.
75.	Tata Consumer Products Limited	CC 31 of 2021 DCDR, Coimbatore	S. Jayaraman v TCPL	A case was filed because the packaging of a product showed MRP Rs. 145/- as struck and re-written as Rs. 130/-. The company was alleged to have been cheating consumers.	The matter is next listed for filing of written statements.
76.	Tata Consumer Products Limited	C.C. No. 173 of 2021 DCDR, Moga, Punjab	Jatinder Singh v TCPL	A consumer complaint was filed alleging that tea was over charged as against the amount specified as the MRP.	The matter is next listed for filing of written statements.
77.	Tata Consumer Products Limited	O.S.77/2002 Munsiff Court, Devikulam	TTL VS Antony	A suit eviction from the allotted line unit and for arrears of license fee was filed and a was decreed in favour of TCPL. Suit decreed in favour.	E.P. No. 2/2013 filed has been filed seeking execution of the decree. However, the execution petition has been stayed by the Honourable High Court in R.S.A No. 1148/2015, which is pending.
78.	Tata Consumer Products Limited	RSA 910/2008 High Court of Kerala	TTL vs. Valarmathy	Encroachment of land and construction of sheds. Filed against the judgement of the Munsiff Court, Devikulam in O.S.140/95. Land encroachment case in Sy.No.67/1-1. TCPL's first and second appeal were also dismissed.	The matter has been admitted by the High Court of Kerala and is yet to be listed.

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Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
79.	Tata Consumer Products Limited	A.S.60/2001 High Court of Kerala	Smt Ambika Premkumar Vs TTL	Premkumar, ex-employee of TTL filed an appeal before the District Court, Thodupuzha, challenging order of the Munsiff Court, Devikulam,. TTL The has also approached the District Court .Premkumar,approached high court for interim relief.	The matter has been admitted by the High Court of Kerala and is yet to be listed
80.	Tata Consumer Products Limited	S.A.791/99 High Court of Kerala	Palanisamy vs TTL	Sri Palanisamy filed an appeal before the High Court of Kerala for staying the execution of decree. The appellant requested the Court to produce order of the Land Board by the respondent.	Proceeding with an execution petition
81.	Tata Consumer Products Limited	RSA 627/ 2012 High Court of Kerala	Arulraj Vs TTL	The plaintiff contended that property is a government land over which the company has no right.	The matter has been admitted by the High Court of Kerala and is yet to be listed
82.	Tata Consumer Products Limited	A.S.100/06 High Court of Kerala	TTL. Vs Veluthali	Suit for eviction Suit decreed. The appeal A.S.100/06 was allowed and lower court judgement set aside. Second appeal RSA 463/2008 filed by TCPL is pending.	The matter has been admitted and is yet to be listed.
83.	Tata Consumer Products Limited	RSA 243/2010 High Court of Kerala	K.S.Velu Vs. TTL	The suit for permanent prohibitory injunction filed against TCPL.	The matter has been admitted by the High Court of Kerala and is yet to be listed.
84.	Tata Consumer Products Limited	O.S.156/2003 Munsiff Court, Devikulam	Jayasudha Vs. TTL	The matter was filed seeking an injunction with regards to restraining TCPL from dispossessing plaintiff from the plaint schedule property.	A restoration petition has been filed by the plaintiff. However, the same has not been numbered.
85.	Tata Consumer Products Limited	O.S. 82/2019 Munsiff Court, Devikulam	F.J.Luiz V TTL	Case was filed to restrain TTL from evicting the plaintiff claiming right and title over the same.	The matter has been stayed and , transferred to Munsiff Court Devikulam and numbered as O.S. 82/2019.
86.	Tata Consumer Products Limited	O.S.207/2008 Munsiff Court, Devikulam	Swapna Vs TTL	The plaintiff, a bungalow servant, refused to surrender the line unit and filed the suit, restraining TCPL from evicting her.	The matter is next listed for arguments

Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
87.	Tata Consumer Products Limited	A.S.275/2004 Munsiff Court Devikulam	TTL Vs. Lingasamy & Others	Filed against the judgement of the Munsiff Court, Devikulam in O.S.No.296 of 2000. and remanded to Munsiff Court, Devikulam.	The matter is next listed for arguments.
88.	Tata Consumer Products Limited	O.S.339/2012 Munsiff Court, Devikulam	Ravi v. TGBL	Sri. Ravi was dismissed for long absenteeism. He filed a suit against TGBL claiming his dismissal as unauthorised.	Temporary injunction granted pending before Munsiff Court, Devikulam.
89.	Tata Consumer Products Limited	O.S.320/2012 Munsiff Court, Adimali	Rajaram Vs. TGBL	Plaintiff is a dismissed worker. He has filed the suit against eviction and obtained a temporary injunction.	Case is pending before the Munsiff Court, Adimali as labour case is pending before the Labour officer, wherein, Mr. Rajaram has challenged his dismissal.
90.	Tata Consumer Products Limited	O.S.35/2013 Munsiff Court, Adimali	TGBL Vs. Paramasivan & Others	A suit for eviction has been filed by TGBL as a counter suit as against O.S No. 27/2013 filed by Mr. Paramasivan for eviction.	The matter is next listed for Petitioner's evidence.
91.	Tata Consumer Products Limited	AS 18/2020 (O.S. 54/2017) District Court, Thodupuzha	Murugesan & others Vs. TGBL	An injunction suit filed by TGBL to restrain the defendant to use/widen TGBL's pathway in tea field as ordered in our favour and appeal was filed.	Murugesan filed an appeal. The matter is next listed for filing of written statement
92.	The Director-Medical Services, High Range Hospital & others	O.S. 43/2018 Munsiff Court, Devikulam	Tamilsevi v. TGBL	An injunction suit was filed by plaintiff against her eviction from TGBL's accommodation. Case is dismissed for default.	Restoration petition has been filed by the Plaintiff and the same is yet to be numbered..
93.	Tata Consumer Products Limited	O.S. 261/2018 Munsiff Court, Adimali	TGBL Vs. Y. Chinnappan	An injunction suit was filed against TCPL restraining eviction.	Case transferred to Munsiff Court, Adimali and renumbered O.S. No. 250/2019. Mr. Y. Chinnappan has filed an appeal.

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Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
94.	Tata Consumer Products Limited	O.S. 293/2019 Munsiff Court, Adimali	TTL Vs. Shanmugavel & others	Suit is filed for declaration of title. The Court passed its judgement decreeing the suit in TCPL's favour.	A stay has been granted by Dist. Court, Thodupuzha pursuant to C.M.A.No. 579/2011 filed by Shanmugavel.
95.	The Principal, HRS & others	O.S. 808/2019 Munsiff Court, Devikulam	Mariamammal v. TTL	An injunction suit was filed by Mariammal, to not evict her from the TTL's accommodation.	Written statement filed by TTL. Matter is at the stage of evidence.
96.	The Director-Medical services, high Range Hospital	O.S. 540/2019 Munsiff Court, Devikulam	Selvin v. TTL	An injunction suit was filed by Selvin to not evict him from the TTL's accommodation.	The matter has been transferred to the Munsiff Court and is yet to be listed.
97.	Tata Consumer Products Limited	O.S. 91/2020 Munsiff Court, Devikulam	Selvaraj & others v. TCPL	Selvaraj filed an injunction suit to restrain his eviction. Counter for possession is filed by TCPL.	The matter has been transferred to munsiff court and is yet to be numbered.
98.	Tata Consumer Products Limited	O.P.No.37855 of 2002 High Court of Kerala	P. Goda Varma Raja and others Vs TTL	Goda Varma Raja filed a case before High Court, seeking the orders of the Land Board be quashed.	The matter is pending to be listed before the High Court of Kerala.
99.	Tata Consumer Products Limited	RSA No.449 of 2009 High Court of Kerala	TCPL Vs Revathinal Smt. Kanakamany Thampuratty and 11 others	Revathinal filed a suit against TCPL to restrain TCPL from transferring certain lands and constructions The High Court modified the injunction order passed by the Munsiff Court and permitted to transfer.	Pending before the HC for listing for arguments. Stay is granted.
100	Tata Consumer Products Limited	O.S. No. 286 of 2019 Munsiff Court, Devikulam	Revathinal Kanakamani Thampuratty and Pooramnal Surendra Varma Raja Vs, TCPL	Suit filed against TCPL.stating that the defendants are holding the land only on lease agreements signed in the year 1877 and 1879 and that they have violated the terms of the lease.	Pending before Munsiff Court, Devikulam. Matter is next listed for arguments
101	Tata Consumer Products Limited	O.S.34 of 2019 Sub Court, Devikulam	P. Kerala Varma Valiya Raja of Poonjar Kovilakam Vs. TCPL	Suit filed against TCPL stating that the defendants are holding the land only on lease agreements signed in the year 1877 and 1879 and that they have violated the terms of the lease.	Case pending before the sub court Devikulam. Matter is next listed for arguments

Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
102	Tata Consumer Products Limited	O.S.NO.18 of 2021 Sub Court, Devikulam	Revathynal Kanagamani Thampuratty Vs TCPL	A case was filed against the State of Kerala and one patta holder. TCPL has been impleaded in the present proceedings.	Case be posted before sub court devikulam. Pending for filing of written statement by government.
103	Tata Consumer Products Limited	Complaint No.2078 of 2005 the Kerala Lok Ayukta	V. Mohan Kumar, Secretary, Public Interest Protection Association vs TTL	The Public Association filed petitions before Lok Ayukta who ordered to enquire the possession of the lands held by TCPL in Munnar.. As per the report, there is a shortage of 278.2389 Hectares. in the holding of TCPL.	Complaint No. 2078/2005 is pending and yet to be disposed by Lok Ayukta.
104	Tata Consumer Products Limited and its then KMPs	Complaint Case No. 5252/2019 Chief Judicial Magistrate, Alipore. Writ Petition No. 5144 of 2020 High Court of Calcutta (filed by TCPL)	Registrar of Companies, West Bengal	A case was filed under Section 211 (7) of the Companies Act, 1956 alleging that there existed differences in certain account balances in the annual report for FY 2012 – 2013, the pre year column in the annual report for FY 2013 – 2014 and the cash – flow statement, based on a complaint filed by a minority shareholder It is contended that the above differences in the annual report for FY 2013-14 as compared to the previous financial year, due to re-grouping and reclassification of certain financial accounts due to change in regulations and the above regrouping and reclassification is not having any impact on the revenue and profit reported in the respective financial statements Also, the cash flow statement has depicted the correct cash position. Writ Petition No. 5144 of 2020 has been filed by TCPL before the High Court of Calcutta seeking a declaration that C.C. no. 5252 of 2019, the sanction to prosecute and the summons issued therein are illegal, null and void, and also seeking to grant an injunction from giving any effect or acting upon the complaint.	The matter is adjourned for hearing in High Court, Kolkata and an interim stay is granted against any coercive action by the ROC till further orders.
105	Tata Consumer Products Limited and its then KMPs	Complaint Case No. 1709/2020 Chief Judicial Magistrate, Alipore. Writ Petition No. 7158 of 2021	Registrar of Companies, West Bengal	A case was filed under Section 129 of the Companies Act, 2013 containing allegations pertaining to classification or disclosure of secured loans as “unsecured considered good” in the financial statements.	The matter is adjourned for hearing in High Court, Kolkata and an interim stay is granted

Sl. No.	Entity involved	Matter Number and Court	Names of the other parties	Case Summary	Status
		High Court of Calcutta (filed by TCPL)		It is contended that the relevant table pertaining to the secured and unsecured loans in the Annual Report for FY 2017-18 had correctly depicted the nature of the loans and the footnote to the table had clearly stated the part of the loan which was secured Writ Petition No. 7158 of 2021 has been filed by TCPL before the High Court of Calcutta seeking a declaration that the sanction to prosecute and the summons issued therein are illegal, null and void, and also seeking to grant an injunction from giving any effect or acting upon the complaint.	against any coercive action by the ROC till further order.

II. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the promoters of the Applicant Company.

NIL.

III. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the directors of the Applicant Company.

NIL.

Part B - Details of all the actions initiated by SEBI or any other regulator against any of the entities its directors, promoters, and promoter group.

NIL.

Explanatory notes:

1. The name of TTL was changed to TGBL. The name of TGBL was subsequently changed to TCPL. Therefore, matters involving TTL and TGBL as a party have been disclosed hereinabove.
2. The food division of Tata Chemical Limited merged with TCPL. Therefore, all the matters pertaining food business of Tata Chemical Limited have been disclosed hereinabove.
3. Tata Marine Agencies was a division of TTL. The business of Tata Marines Agencies has ceased.

Sd/-

Authorised Signatory of the Applicant Company

Date: July 12, 2022

INDEPENDENT AUDITOR'S REPORT

To the Members of Tata Consumer Products Limited Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Tata Consumer Products Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act ("SA's"). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	Impairment of investments in an associate During the current financial year, an associate has incurred significant losses as it has not been able to recover increase in input costs through increased prices. This has triggered an impairment assessment of carrying value of investments of ₹288 crore (equity shares ₹82 crore and preference shares ₹206 crore) in the associate in standalone financial statements of the Company. The Company also engaged a valuation expert to evaluate the recoverable value of the entity through sale of its assets.	Besides obtaining an understanding of Management's processes and controls with regard to testing the investments for impairment, our procedures included the following: a) We understood the methodology applied by Management in performing its impairment test for the investments at fair value and cost and walked through the controls over the process. b) We challenged the assumptions made by Management for the input data used by Management through discussions, comparisons to industry peers and other available independent external data sources. We also performed sensitivity analysis on the key assumptions

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Report of the Board of Directors including Annexures thereto, Management Discussion and Analysis Report and Business Responsibility Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

INDEPENDENT AUDITOR'S REPORT

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of

most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

- iv. a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- b. The Management has represented, that, to the best of its knowledge and belief,

no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The amount of dividend is in accordance with Section 123 of the Act.

- a. The dividend proposed in the previous year and declared and paid by the Company during the year is in accordance with Section 123 of the Act.

- b. The Board of Directors of the Company has proposed a dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sanjiv V Pilgaonkar
Partner

(Membership No.039826)

UDIN: 22039826AIJDNT5756

Place: Mumbai
Date: May 04, 2022

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls over financial reporting of Tata Consumer Products Limited (the “Company”) as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain

reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial

controls over financial reporting were operating effectively as at March 31, 2022, based on the criteria for internal financial controls over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sanjiv V Pilgaonkar
Partner
(Membership No.039826)
UDIN: 22039826AIJDNT5756

Place: Mumbai
Date: May 04, 2022

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and capital work-in-progress.
- B. The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of verification of property, plant and equipment and capital work-in-progress to cover all the items in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) Based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds, of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work-in-progress are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising stock statements filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters.
- (iii) The Company has made investments in, and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year, in respect of which:
 - a) The Company has provided loans during the year and details of which are given below:

Rs. in Crores	
	Loans
A. Aggregate amount granted / provided during the year:	
Subsidiaries	49.00
Others – Inter Corporate Deposits (“ICD”)	1234.75
B. Balance outstanding as at balance sheet date in respect of above cases:	
Subsidiaries	14.75
Associates	16.50
Others	541.00

The Company has not provided any guarantee or security to companies, firms, limited liability partnerships or other parties.

- b) The investments made, and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3 (iii)(f) is not applicable.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are given below:
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3 (v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) In respect of statutory dues:
- (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.
- There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

Name of statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (Rs. in Crores)
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals), Kochi	2004-05, 2007-08 and 2008-09	2.10
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal, New Delhi	2009-10	0.01
Central Sales Tax Act, 1956	Sales Tax	Additional Commissioner (Appeals) – Kolkata	2017-18	0.07
Tamil Nadu General Sales Tax Act, 1959	Sales Tax	Madras High Court	1998-99 to 2006-07	0.57
Central Sales Tax Act, 1956	Sales Tax	Deputy Commissioner Indore, Madhya Pradesh	2011-12 & 2013-14	1.32

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Name of statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (Rs. in Crores)
Central Sales Tax Act, 1956	Sales Tax	Deputy Commissioner Appeals, Coimbatore	2012-13	0.05
West Bengal Value Added Tax Act, 2003	West Bengal Value Added Tax	Additional Commissioner (Appeals) – Kolkata	2017-18	1.14
West Bengal Value Added Tax Act, 2003	West Bengal Value Added Tax	The West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata	2007-08 and 2008-09	1.36
Goa Value Added Tax Act, 2005	Goa Value Added Tax	Commissioner of Commercial Tax, Goa	2006-07	0.01
Madhya Pradesh Entry Tax Act, 1976	Entry Tax	The Supreme Court of India	2011-12	0.82
Madhya Pradesh Entry Tax Act, 1976	Entry Tax	The High Court of Madhya Pradesh	2010-11	2.06
Finance Act, 1994	Service Tax	Commissioner Appeals, Bangalore	Apr 2015 to Jun 2017	0.04
Finance Act, 1994	Service Tax	Custom Excise and Service Tax Appellate Tribunal, Kolkata	2005-06	1.46
Bihar VAT Act, 2003	Bihar Value Added Tax	Commissioner Appeals, Patna	2016-17	0.03

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3 (ix)(a) of the Order is not applicable to the Company.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) The Company has not taken any loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3 (ix)(c) of the Order is not applicable.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) We report that the Company has neither taken any funds from any entity or person during the year nor it had any unutilised funds as at the beginning of the year of the funds raised through issue of shares or borrowings in the previous year and hence, reporting under clause 3 (ix)(e) of the Order is not applicable.
- f) The Company has not raised any loans during the year and hence reporting under clause 3 (ix) (f) of the Order is not applicable.
- (x) a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause 3 (x)(a) of the Order is not applicable.
- b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3 (x)(b) of the Order is not applicable to the Company.
- (xi) a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report) and provided to us, while determining the nature, timing and extent of our audit procedures.

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3 (xvi)(a), (b) and (c) of the Order is not applicable.

b) There are 5 Core Investment Companies ("CIC"s) in the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) that are registered with the Reserve Bank of India ("RBI") and 1 CIC which is not required to be registered with the RBI.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us

to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The Company has fully spent the required amount towards Corporate Social Responsibility ("CSR") and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Act, or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3 (xx) of the Order is not applicable for the year.

(xxi) According to the information and explanations given to us, and based on the reports, issued by the auditors of the subsidiaries, associates and joint ventures included in the consolidated financial statements of the Company, to which reporting on matters specified in paragraph 3 and 4 of the Order is applicable, provided to us by the Management of the Company and based on the identification of matters of qualifications or adverse remarks in their Companies (Auditor's Report) Order, 2020 reports by the respective component auditors and provided to us, we report that the auditors of such companies have not reported any qualifications or adverse remarks in their CARO reports.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sanjiv V Pilgaonkar
Partner
(Membership No.039826)
UDIN: 22039826A1JDLB2352

Place: Mumbai
Date: May 4, 2022

BALANCE SHEET

as at March 31, 2022

	Note	2022	2021
Rs. in Crores			
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	296.93	258.30
Capital Work-in-Progress	3A	2.58	46.46
Right of Use Asset	4	210.97	224.64
Goodwill	5	3578.51	3578.51
Other Intangible Assets	5	2477.64	2509.90
Intangible Asset under Development	6	37.18	16.44
Financial Assets			
Investments	7	3368.76	2605.19
Loans	8	13.80	21.71
Other Financial Assets	9	104.44	103.59
Non-Current Tax Assets (Net)	20 (c)	121.97	122.61
Other Non-Current Assets	10	86.27	88.91
		10299.05	9576.26
Current assets			
Inventories	11	1271.94	1408.37
Financial Assets			
Investments	7	156.94	287.77
Trade Receivables	12	281.76	257.23
Cash and Cash Equivalents	13	327.40	644.74
Other Bank Balances	14	1,001.21	968.95
Loans	8	559.70	3.79
Other Financial Assets	9	48.75	31.57
Other Current Assets	10	279.46	253.08
		3927.16	3855.50
TOTAL ASSETS		14226.21	13431.76
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15 (a)	92.16	92.16
Other Equity	15 (b)	11669.75	11131.94
TOTAL EQUITY		11761.91	11224.10
Non-Current Liabilities			
Financial Liabilities			
Lease Liabilities		205.19	215.30
Other Financial Liability		76.91	76.20
Provisions	17	135.32	148.21
Deferred Tax Liabilities (Net)	20 (e)	511.22	367.55
		928.64	807.26
Current liabilities			
Financial liabilities			
Lease Liabilities		29.71	28.94
Trade Payables	18		
Total outstanding dues of Micro enterprises and Small enterprises		29.64	13.96
Total outstanding dues of creditors other than Micro enterprises and Small enterprises		1234.10	1088.67
Other Financial Liabilities	16	77.68	81.93
Other Current Liabilities	19	96.66	99.73
Provisions	17	62.74	82.04
Current Tax Liability (Net)	20 (d)	5.13	5.13
		1535.66	1400.40
TOTAL EQUITY AND LIABILITIES		14226.21	13431.76

The accompanying notes are an integral part of the Financial Statements.

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

Firm's Registration No. 117366W/W-100018

Sanjiv V. Pilgaonkar

Partner

Membership No. 039826

Mumbai, May 4, 2022

For and on behalf of the Board

N. Chandrasekaran

Chairman

(DIN 00121863)

Sunil D'Souza

Managing Director & CEO

(DIN 07194259)

John Jacob

Chief Financial Officer

K P Krishnan

Director

(DIN 01099097)

L. Krishna Kumar

Executive Director

(DIN 00423616)

Neelabja Chakrabarty

Company Secretary

STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2022

		Rs. in Crores	
	Note	2022	2021
Income			
Revenue from Operations	21	7932.29	7154.36
Other Income	22	238.96	133.01
Total Income		8171.25	7287.37
Expenses			
Cost of Materials Consumed	23	3195.72	3421.65
Purchases of Stock-in-Trade		1701.63	1425.63
Change in Inventories of Finished Goods/Stock-in-Trade/Work-in-Progress	24	46.40	(116.90)
Employee Benefits Expense	25	348.41	321.58
Finance Costs	26	29.78	28.13
Depreciation and Amortisation Expense		141.75	126.21
Advertisement and Sales Charge		511.25	396.83
Other Expenses	27	1017.99	787.00
Total Expenses		6992.93	6390.13
Profit before Exceptional Items and Taxes		1178.32	897.24
Exceptional Items (Net)	28	(27.23)	(61.10)
Profit before Tax		1151.09	836.14
Tax Expenses	20(a)		
Current Tax		130.09	(1.05)
Deferred Tax		135.25	217.68
		265.34	216.63
Profit for the year		885.75	619.51
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit plans		30.15	(4.44)
Changes in fair valuation of equity instruments		4.98	5.87
		35.13	1.43
Tax Impact on above items		(9.06)	0.01
		26.07	1.44
Items that will be reclassified to profit or loss			
Gains/(loss) on effective portion of cash flow hedges		(1.65)	2.62
Tax Impact on above items		0.41	(0.66)
		(1.24)	1.96
Other Comprehensive Income for the year		24.83	3.40
Total Comprehensive Income for the year		910.58	622.91
Earnings per share	33		
Equity share of nominal value Re. 1 each			
Basic		9.61	6.72
Diluted		9.61	6.72

The accompanying notes are an integral part of the Financial Statements.

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

Firm's Registration No. 117366W/W-100018

Sanjiv V. Pilgaonkar

Partner

Membership No. 039826

Mumbai, May 4, 2022

For and on behalf of the Board

N. Chandrasekaran

Chairman

(DIN 00121863)

Sunil D'Souza

Managing Director & CEO

(DIN 07194259)

John Jacob

Chief Financial Officer

K P Krishnan

Director

(DIN 01099097)

L. Krishna Kumar

Executive Director

(DIN 00423616)

Neelabja Chakrabarty

Company Secretary

STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2022

EQUITY SHARE CAPITAL AND OTHER EQUITY (REFER NOTE 15)

Rs. in Crores											
Particulars	Equity Share Capital	Reserves and Surplus					Other Comprehensive Income		Total Other Equity		
		Capital Reserve	Securities Premium	Contingency Reserve	Revaluation Reserve	General Reserve	Share Based Payments Reserve	Retained Earnings		Effective portion of cash flow hedge	Fair Value gain/(loss) on Equity Instruments
Balance as at 1 April, 2020	92.16	15.79	6430.87	1.00	21.86	1143.31	-	3136.45	(1.13)	9.70	10757.85
Profit for the year	-	-	-	-	-	-	-	619.51	-	-	619.51
Other Comprehensive Income	-	-	-	-	-	-	-	(4.26)	1.96	5.70	3.40
Total Comprehensive Income for the year	-	-	-	-	-	-	-	615.25	1.96	5.70	622.91
Transaction with owners in their capacity as owners:	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	(248.82)	-	-	(248.82)
Balance as at 31 March, 2021	92.16	15.79	6430.87	1.00	21.86	1143.31	-	3502.88	0.83	15.40	11131.94
Profit for the year	-	-	-	-	-	-	-	885.75	-	-	885.75
Other Comprehensive Income	-	-	-	-	-	-	-	22.56	(1.24)	3.51	24.83
Total Comprehensive Income for the year	-	-	-	-	-	-	-	908.31	(1.24)	3.51	910.58
Share - based payments (Refer Note 25)	-	-	-	-	-	-	0.46	-	-	-	0.46
Transaction with owners in their capacity as owners:	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	(373.23)	-	-	(373.23)
Realised gain on equity shares carried at Fair Value through Other Comprehensive Income	-	-	-	-	-	-	-	0.80	-	(0.80)	-
Balance as at 31 March, 2022	92.16	15.79	6430.87	1.00	21.86	1143.31	0.46	4038.76	(0.41)	18.11	11669.75

The accompanying notes are an integral part of the Financial Statements.

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

Firm's Registration No. 117366W/W-100018

Sanjiv V. Pilgaonkar

Partner

Membership No. 039826

Mumbai, May 4, 2022

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Executive Director

(DIN 00423616)

Neelabja Chakrabarty

Company Secretary

STATEMENT OF CASH FLOW

for the year ended March 31, 2022

Rs in Crores

	2022	2021
A. Cash Flow from Operating Activities		
Net Profit before Tax	1151.09	836.14
Adjusted for :		
Depreciation and Amortisation	141.75	126.21
Dividend Income	(145.97)	(55.20)
Unrealised Exchange Loss / (Gain)	(0.03)	0.27
Finance Cost	29.78	28.13
Fair Value movement in Financial Instruments designated at Fair Value through profit or loss	(13.49)	(8.11)
Interest Income	(71.95)	(57.96)
Profit on sale of Current Investments (net)	(7.39)	(11.57)
Impairment loss recognised in trade receivables (net of reversal)	-	20.46
(Profit) / Loss on sale of Property, Plant & Equipment (net)	3.27	0.49
Other Exceptional Expense/(Income)(net)	27.23	61.10
	(36.80)	103.82
Operating Profit before working capital changes	1114.29	939.96
Adjustments for :		
Trade Receivables & Other Assets	(60.59)	36.02
Inventories	136.43	(488.42)
Trade Payables & Other Liabilities	111.29	586.19
	187.13	133.79
Cash generated from Operations	1301.42	1073.75
Direct Taxes paid (net)	(143.10)	(9.52)
	(143.10)	(9.52)
Net Cash from / (used in) Operating Activities	1158.32	1064.23
B. Cash Flow from Investing Activities		
Payment for Property, Plant and Equipment and Intangibles	(93.25)	(146.89)
Sale of Property, Plant and Equipment	4.40	0.17
Sale of Non Current Investments carried at Fair value through OCI	1.05	-
Acquisition of Subsidiaries	(465.00)	(168.80)
Investment in Joint Ventures	(86.00)	(97.50)
Investment in Subsidiary	(45.13)	-
Investment in Associate	(150.00)	-
Dividend Income received	145.97	55.20
Interest Income received	64.35	54.17
(Purchase) / Sale of Current Investments (net)	138.22	448.31
(Placement) / Redemption of Fixed deposits (net)	(30.92)	(473.71)
Inter Corporate Deposits & Loans (Net)	(548.00)	(3.00)
Net Cash from / (used in) Investing Activities	(1064.31)	(332.05)

STATEMENT OF CASH FLOW

for the year ended March 31, 2022

Rs in Crores

	2022	2021
C. Cash Flow from Financing Activities		
Working Capital Facilities (net)	-	(35.00)
Payment of Lease Liabilities	(31.21)	(27.81)
Dividend paid	(373.23)	(248.82)
Finance Cost paid	(20.33)	(19.05)
Refund of Dividend Distribution Tax paid in an earlier year	13.42	-
Net Cash from / (used in) Financing Activities	(411.35)	(330.68)
Net increase / (decrease) in Cash and Cash Equivalents	(317.34)	401.50
D. Cash and Cash Equivalents balances		
Balances at the beginning of the year	644.74	243.24
Balances at the end of the year	327.40	644.74

The accompanying notes are an integral part of the Financial Statements.

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

Firm's Registration No. 117366W/W-100018

Sanjiv V. Pilgaonkar

Partner

Membership No. 039826

Mumbai, May 4, 2022

For and on behalf of the Board

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Executive Director

(DIN 00423616)

Neelabja Chakrabarty

Company Secretary

NOTES

to the Standalone Financial Statements for the year ended March 31, 2022

1. GENERAL INFORMATION

Tata Consumer Products Limited ("the Company") and its subsidiaries (together referred to as 'the Group') and the Group's associates and joint ventures are engaged in the trading, production and distribution of Consumer products mainly Tea, Coffee, Water, Salt, Pulses, Spices, Snacks, Ready-to-Eat packaged foods products etc collectively termed as branded business. The Group has branded business mainly in India, Europe, US, Canada and Australia. The non-branded plantation business is in India and tea and coffee extraction businesses are mainly in India, Vietnam and the US.

The Company is a public limited company incorporated and domiciled in India and has its registered office at Kolkata, West Bengal, India. The Company has its primary listings on the Bombay Stock Exchange and National Stock Exchange in India.

The financial statements for the year ended March 31, 2022 were approved for issue by Company's Board of Directors on May 4, 2022.

2. PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

2.1 Basis of preparation and measurement

(a) Basis of preparation

The financial statements are prepared in accordance with and in compliance, in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read along with Companies (Indian Accounting Standards) Rules, as amended and other relevant provisions of the Act. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.

(b) Basis of measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. All assets and liabilities are classified into current and non-current generally based on the criteria of realisation/settlement within a twelve month period from the balance sheet date.

2.2 Significant Accounting Policies

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Business Combinations

The Company applies the acquisition method to account for business combination. The consideration transferred for the acquisition of a business comprises the,

- fair values of the assets transferred,
- liabilities incurred to the former owners of the acquired business,
- equity interests issued by the Company, and
- fair value of any asset or liability resulting from a contingent consideration arrangement

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the fair value of consideration over the identifiable net asset acquired is recorded as goodwill, if the consideration is lower, the gain is recognised directly in equity as capital reserve. In case, business acquisition is classified as bargain purchase, the aforementioned gain is recognised in the other comprehensive income and accumulated in equity as capital reserve.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, with adjustments only to harmonise accounting policies.

Acquisition-related costs are expensed as incurred.

Any contingent consideration to be transferred by the Company is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in the statement of profit and loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

NOTES

to the Standalone Financial Statements for the year ended March 31, 2022

(b) Property, Plant and Equipment

i) Recognition and measurement:

Property, plant and equipment including bearer assets are carried at historical cost of acquisition less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the item. Subsequent expenditure is added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replacements are derecognised. All repairs and maintenance are charged to the statement of profit and loss during the financial year in which they are incurred.

ii) Depreciation:

Depreciation is provided on assets to get the initial cost down to the residual value, including on asset created on lands under lease. Land is not depreciated. Depreciation is provided on a straight line basis over the estimated useful life of the asset as prescribed in Schedule II to the Companies Act, 2013 or based on a technical evaluation of the asset. Cost incurred on assets under development are disclosed under capital work in progress and not depreciated till asset is ready to use.

The residual values and useful lives for depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Recoverable amount is higher of the value in use or exchange.

Gains and losses on disposals are determined by comparing the sale proceeds with the carrying amount and are recognised in the statement of profit and loss.

iii) Estimated useful lives of items of property, plant and equipment are as follows:

Category	Useful life
Leasehold buildings/ improvements	Lower of lease term or useful life
Buildings	30 to 60 years
Plant and Machinery	10 to 25 years
Furniture and Fixtures and other Office Equipments	5 to 16 years
Computer, Printers and other IT Assets	2 to 5 years
Motor Vehicles	8 to 10 years

(c) Biological Assets

Biological assets are classified as bearer biological assets and consumable biological assets. Consumable biological assets are those that are to be harvested as agricultural produce. Bearer biological assets which are held to bear agricultural produce are classified as Bearer assets.

The Company recognises tea bushes and shade trees as bearer assets, with further classification as mature bearer assets and immature bearer assets. Mature bearer plants are those that have attained harvestable stage.

Bearer assets are carried at historical cost of acquisition less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure on bearer assets are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Cost incurred for new plantations and immature areas are capitalised. The cost of immature areas coming into bearing is transferred to mature plantations and depreciated over their estimated useful life which has been ascribed to be within the range of 50 years.

Tea is designated as agricultural produce at the point of harvest and is measured at their fair value less cost to sell as at each reporting date. Any changes in fair value are recognised in the statement of profit and loss in the year in which they arise.

NOTES

to the Standalone Financial Statements for the year ended March 31, 2022

(d) Investment Property

Properties that are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the Company, are classified as investment property. Investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure related to investment properties are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Investment properties are depreciated using the straight line method over the useful lives. Depreciable investment properties have been ascribed a useful life in the range of 60 years.

(e) Intangible Assets

(i) Goodwill

Goodwill arising on a business combination represents the excess of the fair value of consideration over the identifiable net asset acquired. Fair value of consideration represents the aggregate of the consideration transferred, a reliable estimate of contingent consideration payable, the amount of any non-controlling interest in the acquiree and the fair value of any previous equity interest in the acquiree on the acquisition date. Net assets acquired represents the fair value of the identifiable assets acquired and liabilities assumed.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Cash generating units (CGUs), or groups of CGUs, that is expected to benefit from the acquisition itself or from the synergies of the combination or both. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes.

Goodwill is not amortised but is tested for impairment. Goodwill impairment reviews are generally undertaken annually. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use

and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed unless the CGU is classified as "Asset held for sale" and there is evidence of reversal. Goodwill is subsequently measured at cost less amounts provided for impairment.

(ii) Brands and Trademarks

Brands/trademarks acquired separately are measured on initial recognition at the fair value of consideration paid. Following initial recognition, brands/trademarks are carried at cost less any accumulated amortisation and impairment losses, if any. A brand/trademark acquired as part of a business combination is recognised outside goodwill, at fair value at the date of acquisition, if the asset is separable or arises from contractual or other legal rights and its fair value can be measured reliably.

The useful lives of brands/trademarks are assessed to be either finite or indefinite. The assessment includes whether the brand/trademark name will continue to trade and the expected lifetime of the brand/trademark. Amortisation is charged on assets with finite lives on a straight-line basis over a period appropriate to the asset's useful life. The carrying values of brands/trademarks with finite and indefinite lives are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Brands/trademark with indefinite useful lives are also tested for impairment annually either individually or, if the intangible asset does not generate cash flows that are largely independent of those from other assets or groups of assets, as part of the cash-generating unit to which it belongs. Such intangibles are not amortised. The useful life of a brand with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

Brands and trademarks having finite lives have been ascribed a useful life within the range of 10 – 20 years.

NOTES

to the Standalone Financial Statements for the year ended March 31, 2022

(iii) Customer relationships

Customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The customer relationships have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the estimated useful life of the customer relationship. Customer intangibles have been ascribed a useful life to be within the range of 8- 20 years.

(iv) Distribution Network

Distribution network acquired in a business combination are recognised at fair value at the acquisition date. The distribution networks have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the estimated useful life of the distribution network. Distribution networks have been ascribed a useful life within a range of 8 – 10 years.

(v) Patent / knowhow

Product development cost incurred on new products having enduring benefits is recognised as an Intangible Asset and are amortised over a period of 10 years.

(vi) Computer software

Software development costs are expensed unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to develop and sell or use the software and the costs can be measured reliably. Directly attributable costs that are capitalised as part of the software product include the software development cost, related employee costs and an appropriate portion of relevant overheads. Other expenditure that do not meet these criteria are recognised as an expense as incurred, developmental costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs recognised as assets are amortised over their estimated useful lives, which range between 3 to 8 years.

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of 3 to 8 years.

(vii) Website Cost

The cost incurred for separate acquisition for website for Company's own use is capitalised in the books of accounts of the Company. In case of internally generated website, the cost is capitalised only if the future economic benefits are expected to flow to the entity and if the asset can be controlled by entity as a result of past events.

These costs are amortised over their estimated useful lives of 5 years.

(viii) Research and Development

Research expenditure is recognised in the statement of profit and loss as and when incurred. Development expenditure is capitalized only if the costs can be reliably measured, future economic benefits are probable, the product is technically feasible and the Company has the intent and the resources to complete the project.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit.

During the period of development, the asset is tested for impairment annually.

(f) Impairment of tangible and intangible assets

Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances

NOTES

to the Standalone Financial Statements for the year ended March 31, 2022

indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest possible levels for which there are independent cash inflows (cash-generating units). Prior impairment of non-financial assets (other than goodwill) are reviewed for possible reversal of impairment losses at each reporting date. Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment.

(g) Assets held for sale and disposal groups

Non-current assets held for sale and disposal groups are presented separately in the balance sheet when the following criteria are met:

- the Company is committed to selling the asset or disposal group;
- the assets are available for sale immediately;
- an active plan of sale has commenced; and
- sale is expected to be completed within 12 months.

Assets held for sale and disposal groups are measured at the lower of their carrying amount and fair value less cost to sell. Assets held for sale are no longer amortised or depreciated.

(h) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

At initial recognition, the Company measures a financial assets at its fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the

financial asset. Transaction cost of financial assets carried at fair value through profit or loss is expensed in the Statement of Profit or loss.

Subsequent measurement

Debt Instruments:

Subsequent measurement of debts instruments depends on the Company's business model for managing the assets and the cash flows of the assets. The Company classifies its financial assets in the following categories:

- i) **Financial assets at amortised cost –**
Assets that are held for collection of contractual cash flows on specified dates where those cash flows represent solely payments of principal and interest are measured at amortised cost. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables and Loans.
- ii) **Financial assets at fair value through other comprehensive income (FVTOCI) –**
Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represents solely payments of principal and interest, are on specified dates are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the other comprehensive income (OCI). Interest income from these financial assets is included in finance income using the effective interest rate method and impairment losses, if any are recognised in the Statement of Profit and Loss. When the financial asset is derecognition, the cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and Loss.

NOTES

to the Standalone Financial Statements for the year ended March 31, 2022

- iii) **Financial assets at fair value through profit or loss (FVTPL)** - Financial assets which are not classified in any of the categories above are FVTPL.

Equity Instruments

All equity investments are measured at fair values. The Company may irrevocably elect to measure the same either at FVTOCI or FVTPL on initial recognition. The Company makes such election on an instrument-by-instrument basis. The fair value changes on the investment are recognised in OCI. The accumulated gains or losses recognised in OCI are reclassified to retained earnings on sale of such investments. Dividend income on the investments in equity instruments are recognised in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of financial assets

The Company assesses expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instrument based on Company's past history of recovery, credit-worthiness of the counter party and existing market conditions. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach for recognition of impairment allowance as provided in Ind AS 109 – Financial Instruments, which requires expected lifetime losses to be recognised on initial recognition of the receivables.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in case of loans and borrowings net of directly attributable costs.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using effective interest method. Financial liabilities carried at fair value

through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss. For trade and other payable maturing within one year from the balance sheet date, the carrying value approximates fair value due to short maturity of these instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Derivative financial instruments and hedging activities

A derivative is a financial instrument which changes value in response to changes in an underlying asset and is settled at a future date. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The Company designates certain derivatives as either:

- hedges of the fair value of recognised assets or liabilities (fair value hedge); or
- hedges of a particular risk associated with a firm commitment or a highly probable forecasted transaction (cash flow hedge);

The Company documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Company also documents its assessment, both at hedge inception and on an on-going basis, of whether the derivatives that are used in hedging transactions are effective in offsetting changes in cash flows of hedged items.

Movements in the hedging reserve are accounted in other comprehensive income and are reported within the statement of changes in equity. The full fair value of a hedging derivative is classified as a non-current asset or liability

NOTES

to the Standalone Financial Statements for the year ended March 31, 2022

when the remaining maturity of hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

(a) Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the statement of profit and loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The Company only applies fair value hedge accounting for hedging foreign exchange risk on recognised assets and liabilities.

(b) Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The ineffective portion of changes in the fair value of the derivative is recognised in the statement of profit and loss.

Gains or losses accumulated in equity are reclassified to the statement of profit and loss in the periods when the hedged item affects the statement of profit and loss.

When a hedging instrument expires or is swapped or unwound, or when a hedge no longer meets the criteria for hedge accounting, any accumulated gain or loss in other equity remains there and is reclassified to statement of profit and loss when the forecasted cash flows affect profit or loss.

When a forecasted transaction is no longer expected to occur, the cumulative gains/losses that were reported in equity are immediately transferred to the statement of profit and loss.

Fair value measurement

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- i) Level 1 - The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date.
- ii) Level 2 - The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions.
- iii) Level 3 - The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

Offsetting Instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Interest and dividend income

Interest income is recognised within finance income using the effective interest method. When a loan and receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

Dividend income is recognised when the right to receive payment is established. Incomes from investments are accounted on an accrual basis.

NOTES

to the Standalone Financial Statements for the year ended March 31, 2022

(i) Inventories

Raw materials, traded and finished goods are stated at the lower of cost and net realisable value, net realisable value represents the estimated selling price less all estimated cost of completion and selling expenses. Stores and spares are carried at cost. Provision is made for obsolete, slow-moving and defective stocks, where necessary.

Cost is determined on weighted average method for all categories of inventories other than for auction/private bought teas wherein cost is measured at actual cost of each lot. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition, where applicable, include appropriate overheads based on normal level of activity.

In accordance with Ind AS 41- Agriculture, inventories comprising agricultural produce that the Company has harvested from its biological assets are measured on initial recognition at their fair value less costs to sell at the point of harvest.

(j) Employee Benefits

The Company operates various post-employment schemes, including both defined benefit and defined contribution plans and post-employment medical plans. Short term employee benefits are recognised on an undiscounted basis whereas Long term employee benefits are recognised on a discounted basis.

i) Post retirement employee benefits:

Contribution to post retirement defined benefit and contribution schemes like Provident Fund (PF), Superannuation Schemes and other such schemes are accounted for on accrual basis by the Company. With regard to Provident Fund contribution made by the Company to a Self-Administered Trust, the Company is generally liable for annual contributions and for any shortfall in the fund assets based on the government specified minimum rates of return. Such contributions and shortfalls are recognised as an expense in the year incurred.

Post retirement defined benefits including gratuity, pension and medical benefits for qualifying executives/whole time directors are determined through independent actuarial valuation at year end and charge recognised in the statement of profit and loss. Interest costs on employee benefit schemes have been classified within finance cost. For schemes, where funds have been set up, annual contributions determined as payable in the actuarial valuation report are contributed. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in other comprehensive income. Such accumulated re-measurement balances are never reclassified into the statement of profit and loss subsequently.

The Company recognises in the statement of profit and loss, gains or losses on curtailment or settlement of a defined benefit plan as and when the curtailment or settlement occurs.

ii) Other employee benefits:

Other employee benefits are accounted for on accrual basis. Liabilities for compensated absences are determined based on independent actuarial valuation at year end and charge is recognised in the statement of profit and loss.

iii) Employee termination benefits:

Payments to employees on termination along with additional liabilities towards retirement benefits arising pursuant to the termination are charged to the statement of profit and loss in the year in which it is incurred.

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the Company recognises costs for a restructuring that is within the scope

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of “Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets” and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(k) Share based payment

The Company recognises compensation expense relating to share based payments in accordance with Ind AS 102-Share based Payment. For share entitlement granted by the Company to its employees, the estimated fair value as determined on the date of grant, is charged to the Statement of Profit and Loss on a straight line basis over the vesting period and assessment of performance conditions if any, with a corresponding increase in equity.

(l) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only

by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised till the realisation of the income is virtually certain. However the same are disclosed in the financial statements where an inflow of economic benefit is possible.

(m) Income Tax

i) Current Income Tax:

Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with Income Tax Act, 1961.

ii) Deferred Tax:

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The tax rates and tax laws used to compute the tax are those that are enacted or substantively enacted at the reporting date. Current income tax and deferred tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current

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tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

(n) Foreign currency and translations

i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("functional currency"). The financial statements are presented in Indian Rupees (INR), which is the functional currency of the Company.

ii) Foreign currency transactions and balances

Transactions in foreign currencies are recorded at the exchange rate at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the year-end rate. Any resultant exchange differences are taken to the statement of profit and loss, except when deferred in other comprehensive income as qualifying cash flow hedges. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are recorded at the exchange rate prevalent at the date of transaction.

(o) Revenue from contracts with customer

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations may be satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset or when services are rendered.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts,

returns and value added tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

A refund liability is recognised for expected returns in relation to sales made and corresponding assets are recognised for the products expected to be returned.

The Company recognises as an asset, the incremental costs of obtaining a contract with a customer, if the Company expects to recover those costs. The said asset is amortised on a systematic basis consistent with the transfer to goods or services to the customer.

(p) Government Grant

Government grants including any non-monetary grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Government grants are recognised in the statement of profit and loss on a systematic basis over the periods in which the related costs, which the grants are intended to compensate, are recognised as expenses. Government grants related to property, plant and equipment are presented at fair value and grants are recognised as deferred income.

(q) Leases

As a lessee

At inception of a contract, the Company assesses whether a contract is or contains a lease. A contract is, or contains, a lease if a contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract conveys the right to use an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and

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- the Company has the right to direct the use of the identified asset.

At the date of commencement of a lease, the Company recognises a right-of-use asset ("ROU assets") and a corresponding lease liability for all leases, except for leases with a term of twelve months or less (short-term leases) and low value leases. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Company has considered all leases where the value of an underlying asset does not individually exceed Rs.0.05 crores, or equivalent as a lease of low value assets.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. Lease payments to be made under such reasonably certain extension options are included in the measurement of ROU assets and lease liabilities.

Lease liability is measured by discounting the lease payments using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease payments are allocated between principal and finance cost. The finance cost is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives and restoration costs. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. ROU assets are depreciated on a straight-line basis over the asset's useful life (refer 2.2(b)) or the lease whichever is shorter.

Impairment of ROU assets is in accordance with the Company's accounting policy for impairment of tangible and intangible assets.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in the statement of profit and loss on a straight-line basis over the lease term.

(r) Borrowing Costs

Borrowing costs consist of interest, ancillary and other costs that the Company incurs in connection with the borrowing of funds and interest relating to other financial liabilities. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

(s) Exceptional Items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company. These are material items of income or expense that have to be shown separately due to their nature or incidence.

(t) Earnings per share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held and considering the effect of all dilutive potential ordinary shares.

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(u) Segment Reporting

Segments are identified based on the manner in which the Company's Chief Operating Decision Maker ('CODM') decides about resource allocation and reviews performance.

Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Segment capital expenditure is the total cost incurred during the period to acquire property and equipment and intangible assets including Goodwill.

(v) Cash and Cash equivalents

Cash and cash equivalents for the purpose of presentation in the statement of cash flows comprises of cash at bank and in hand, bank overdraft and short term highly liquid investments/bank deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

(w) Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed if material.

2.3 Key accounting judgement, estimates and assumptions

The preparation of the financial statements requires management to exercise judgment and to make estimates and assumptions. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed

on an on-going basis. Revision to accounting estimates are recognised in the period in which the estimate is revised if the revision affect only that period, or in the period of the revision and future periods if the revision affects both current and future period.

The areas involving critical estimates or judgements are:

a) Goodwill and Intangibles

The Company records all intangible assets including goodwill acquired as part of a business combination at fair value. In relation to business combinations, judgement is required to be exercised on determining the fair values, identification and measurement of assets acquired and liabilities assumed, in allocation of purchase consideration, in deciding the amortisation policy and on tax treatment of goodwill and intangible assets acquired. Judgement is also required to be exercised as regards the manner in which the carrying amount of goodwill is likely to be recovered for deferred tax accounting purposes. Appropriate independent professional advice is also obtained, as necessary. Goodwill has a useful life which is same as that of underlying cash generating unit. Intangible assets are assigned either an indefinite or a finite useful life, depending on the nature and expected consumption. Goodwill and indefinite lived intangible assets are as a minimum, subjected to annual tests of impairment in line with the accounting policy whereas all other intangibles assets are amortised. (Refer Note 5)

b) Depreciation and amortisation

Depreciation and amortisation is based on management estimates of the future useful lives of the property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortisation charges. (Refer Note 3, 4 and 5)

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to the Standalone Financial Statements for the year ended March 31, 2022

c) Employee Benefits

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/(income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Company considers the interest rates of Government securities that are denominated in the currency in which the

benefits will be paid and that have terms to maturity approximating the terms of the related pension obligation. Other key assumptions for pension obligations are based in part on current market conditions. (Refer Note 39)

d) Fair value of derivatives and other financial instruments

All financial instruments are required to be fair valued as at the balance sheet date, as provided in Ind AS 109 and Ind AS 113. Being a critical estimate, judgement is exercised to determine the carrying values. The fair value of financial instruments that are unlisted and not traded in an active market is determined at fair values assessed based on recent transactions entered into with third parties, based on valuation done by external appraisers etc., as applicable. (Refer Note 38)

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to the Standalone Financial Statements for the year ended March 31, 2022

3. PROPERTY, PLANT AND EQUIPMENT

	Rs. in Crores					
	Land [®]	Buildings [®]	Plant & Equipment [®]	Furniture, Fixtures & Office Equipment	Motor Vehicles	Total
Cost						
As at April 1, 2020	7.37	56.56	320.52	58.67	4.72	447.84
Additions	-	10.28	46.42	9.24	-	65.94
Disposals	-	-	(7.85)	(1.43)	(0.09)	(9.37)
As at March 31, 2021	7.37	66.84	359.09	66.48	4.63	504.41
Additions	-	12.98	54.85	13.64	0.51	81.98
Disposals	-	(0.19)	(12.14)	(7.33)	(0.05)	(19.71)
As at March 31, 2022	7.37	79.63	401.80	72.79	5.09	566.68
Accumulated depreciation						
As at April 1, 2020	-	19.29	164.76	35.01	3.46	222.52
Depreciation expense	-	1.24	25.21	5.50	0.34	32.29
Disposals	-	-	(7.32)	(1.30)	(0.08)	(8.70)
As at March 31, 2021	-	20.53	182.65	39.21	3.72	246.11
Depreciation expense	-	1.88	27.99	5.61	0.32	35.80
Disposals	-	(0.05)	(9.11)	(2.95)	(0.05)	(12.16)
As at March 31, 2022	-	22.36	201.53	41.87	3.99	269.75
Net Carrying Value						
Net carrying value as at March 31, 2021	7.37	46.31	176.44	27.27	0.91	258.30
Net carrying value as at March 31, 2022	7.37	57.27	200.27	30.92	1.10	296.93

- 1) Certain Plantation land meant for usage as tea plantations and for ancillary activities has been leased by the Company to its associate company Kanan Devan Hills Plantation Company Private Limited for a period of 30 years as part of the restructure in 2005, of its South India Plantation Operation.
- 2) Cost of Buildings include Rs. 5.90 Crores (Rs 5.90 Crores) represented by shares in Co-operative Housing Societies / a Company.
- 3) (@) Includes amount of Rs. 1.26 Crores (1.26 Crores), Rs.0.62 Crores (Rs. 0.62 Crores), Rs. 0.08 Crores (Rs.0.08 Crores), respectively, jointly owned /held with a subsidiary company.
- 4) Land includes leasehold land amounting to Rs. 0.17 Crores (Rs. 0.17 Crores).

3(A) CAPITAL-WORK-IN PROGRESS

Capital work-in-progress ageing schedule for the year ended March 31, 2022 and March 31, 2021:

As at March 31, 2022					Rs. in Crores
	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2.58	-	-	-	2.58
As at March 31, 2021					Rs. in Crores
	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	36.01	10.45	-	-	46.46

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to the Standalone Financial Statements for the year ended March 31, 2022

4 RIGHT OF USE ASSETS

	Rs. in Crores			
	Building	Plant & machinery	Motor Vehicles	Total
Net Carrying Value				
As at April 1, 2020	109.36	13.52	2.00	124.88
Additions	125.31	10.46	0.74	136.51
Disposals	(2.76)	(0.18)	(0.24)	(3.18)
Depreciation expense	(28.50)	(4.08)	(0.99)	(33.57)
As at March 31, 2021	203.41	19.72	1.51	224.64
Additions	25.90	9.55	1.51	36.96
Disposals	(12.67)	(0.12)	-	(12.79)
Depreciation expense	(31.70)	(5.10)	(1.04)	(37.84)
As at March 31, 2022	184.94	24.05	1.98	210.97

5 GOODWILL AND OTHER INTANGIBLE ASSETS

	Rs. in Crores					
	Goodwill	Capitalised Software	Patent/ Knowhow	Brand *	Distribution Network	Total Other Intangible Assets
Cost						
As at April 1, 2020	3578.51	65.59	17.63	2273.45	270.46	2627.13
Additions	-	30.42	-	16.00	-	46.42
Disposals	-	(0.14)	-	-	-	(0.14)
As at March 31, 2021	3578.51	95.87	17.63	2289.45	270.46	2673.41
Additions	-	36.08	-	-	-	36.08
Disposals	-	(0.78)	-	-	-	(0.78)
As at March 31, 2022	3578.51	131.17	17.63	2289.45	270.46	2708.71
Accumulated Amortisation						
As at April 1, 2020	-	39.95	16.52	13.02	33.81	103.30
Amortisation expense	-	9.31	0.58	16.65	33.81	60.35
Disposals	-	(0.14)	-	-	-	(0.14)
As at March 31, 2021	-	49.12	17.10	29.67	67.62	163.51
Amortisation expense	-	17.06	0.53	16.78	33.81	68.18
Disposals	-	(0.62)	-	-	-	(0.62)
As at March 31, 2022	-	65.56	17.63	46.45	101.43	231.07
Net carrying value as at March 31, 2021	3578.51	46.75	0.53	2259.78	202.84	2509.90
Net carrying value as at March 31, 2022	3578.51	65.61	-	2243.00	169.03	2477.64

* Includes Brands of Rs. 2093.33 Crores which has been categorised as brand with indefinite life and will be annually tested for impairment. Based on analysis of all relevant factors such as market share, stability, potential obsolescence, profitability etc, the brand is expected to provide cash inflows to the Company over an indefinite period.

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to the Standalone Financial Statements for the year ended March 31, 2022

Impairment of Goodwill and intangible assets with indefinite useful life

For the purpose of Impairment Testing, Goodwill has been allocated to Company CGU as follows:

	Rs in Crores	
	2022	2021
India Branded Business	3578.51	3578.51

For the purpose of Impairment Testing, Indefinite life brand relates to following Company CGU:

	Rs in Crores	
	2022	2021
India Branded Business	2093.33	2093.33

Commencing from this year, Branded business within India is treated as a single CGU taking into account way the business is managed and the operating structures, and as independent cash inflows are generated at the country level.

Value in use i.e. the enterprise value for each CGU is calculated using cash flow projections over a period of 5 years, with amounts based on medium term strategic plans, subject to experience adjustments. Cash flows beyond the 5 years period are extrapolated using a long term growth rate.

Key assumptions in the business plans include future revenue, associated future levels of marketing support and other relevant cost-base. These assumptions are based on historical trends and future market expectations specific to each CGU.

Other key assumptions applied in determining value in use are:

- Long term growth rate – Cash flows beyond the 5 years period are extrapolated using the estimated long-term growth rate applicable for the geographies in which the CGU operate.
- Discount rate – The discount rate is based on a Weighted Average Cost of Capital (WACC) for comparable companies operating in similar markets.

The long term growth rates and discount rates applied in the value in use calculations have been set out below:

	Pre Tax Discount rate	Long Term Growth Rate
India Branded Business	13.79%	6.00%

The cash generating unit is engaged in trading, manufacturing and sale of a portfolio of products catering to every day consumption needs, and have strong market position and growth potential.

Impairment charge

Based on an assessment carried out, there is no impairment charge in the current year.

Sensitivity Analysis

We have performed sensitivity analysis around the base assumptions and have concluded that no reasonable possible changes in key assumptions based on current recent trends would cause the recoverable amount of the CGU to be less than the carrying value.

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to the Standalone Financial Statements for the year ended March 31, 2022

6 INTANGIBLE ASSET UNDER DEVELOPMENT

Intangible asset under development ageing schedule as at March 31, 2022 and March 31, 2021

As at March 31, 2022					Rs. in Crores
Intangible assets under development	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	37.18	-	-	-	37.18

As at March 31, 2021					Rs. in Crores
Intangible assets under development	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	3.24	13.20	-	-	16.44

7. INVESTMENTS

	Rs. in Crores	
	2022	2021
Non-current Investments		
Quoted Equity Instruments	181.42	176.72
Unquoted Equity Instruments	2835.36	2308.50
Unquoted Preference Shares	351.98	119.97
Unquoted Debentures (Refer footnote f)	0.00	0.00
Unquoted Government Securities (Refer footnote f)	0.00	0.00
	3368.76	2605.19
Current Investments		
Mutual Funds - Unquoted (Carried at Fair Value through Profit & Loss) - (Refer footnote j)	156.94	287.77
	156.94	287.77
Total Investments	3525.70	2892.96

	Rs. in Crores	
	2022	2021
Market Value of Quoted Investments	2345.86	1300.31
Aggregate amount of Unquoted Investments	3344.28	2716.24
Aggregate amount of Quoted Investments	181.42	176.72
Aggregate Amount of Impairment in Value of Investments	0.22	0.22

Quoted Equity Instruments

Carried at fair value through Other Comprehensive Income:

	Face Value	Nos.		Rs. in Crores	
		2022	2021	2022	2021
Tata Investment Corporation Ltd	Rs. 10	146872	146872	19.91	15.21
SBI Home Finance Ltd. (under liquidation) - (Refer footnote i)	Rs. 10	100000	100000	-	-
				19.91	15.21

Carried at Cost:

	Face Value	Nos.		Rs. in Crores	
		2022	2021	2022	2021
Investment in Subsidiary					
Tata Coffee Ltd (Refer footnote a)	Re. 1	107359820	107359820	161.51	161.51
				161.51	161.51
Total Quoted Equity Instruments				181.42	176.72

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Unquoted Equity Instruments

Carried at fair value through Other Comprehensive Income:

	Face Value	Nos.		Rs. in Crores	
		2022	2021	2022	2021
Tata Sons Pvt. Ltd. (Refer footnote b)	Rs. 1000	1755	1755	9.75	9.75
Tata Capital Ltd.	Rs. 10	613598	613598	3.07	3.07
Tata Services Ltd.	Rs. 1000	475	475	0.05	0.05
Tata Industries Ltd. (Refer footnote b)	Rs. 100	6519441	6519441	115.82	115.82
Taj Air Ltd.	Rs. 10	4200000	4200000	1.22	1.04
Anamallais Ropeways Company Limited (Refer foot note i)	Rs. 100	2092	2092	-	-
ABC Tea Workers Welfare Services	Rs. 10	20000	20000	0.02	0.02
Assam Hospitals Ltd	Rs. 10	200000	200000	2.80	3.90
The Valparai Co-operative Wholesale Stores Ltd (Refer foot note i)	Rs. 10	350	350	-	-
Suryakiran Apartment Services Private Ltd (Refer footnote f)	Rs. 10	2146	2146	0.00	0.00
Jalpaiguri Club Ltd. (Cost Re. 1) (Refer footnote f)	Rs. 10	60	60	0.00	0.00
GNRC Ltd	Rs. 10	50000	50000	0.25	0.14
IFCI Venture Capital Funds Ltd	Rs. 10	250000	250000	1.05	0.99
Ritspin Synthetics Ltd (Refer foot note i)	Rs. 10	100000	100000	-	-
TEASERVE (Refer footnote f)	Rs 5000	1	1	0.00	0.00
(The Tamil Nadu Tea Manufacturers' Service Industrial Co-operative Society Ltd)					
Woodlands Hospital & Medical Res. Centre Ltd.	Rs. 10	-	12280	-	0.00
				134.03	134.78

Unquoted Equity Instruments

Carried at cost

		Face Value	Nos.		Rs. in Crores	
			2022	2021	2022	2021
Investment in Subsidiaries:						
Tata Tea Extractions Inc	US\$	1	14000000	14000000	59.80	59.80
Tata Consumer Products UK Group Limited	GBP	1	70666290	70666290	500.71	500.71
Tata Consumer Products Capital Limited	GBP	1	89606732	89606732	763.89	763.89
Consolidated Coffee Inc.	US\$	0.01	199	199	92.49	92.49
Tata Tea Holdings Private Limited	Rs.	10	50000	50000	0.05	0.05
NourishCo Beverages Limited	Rs.	10	213000000	213000000	119.50	119.50
Tata Consumer Soufull Private Limited	Rs.	10	755526	755526	155.80	155.80
Tata Smartfoodz Limited (Refer footnote h)	Rs.	10	498084304	-	430.58	-
TCPL Beverages and Foods Limited (Refer footnote g)	Rs.	10	50000	-	0.05	-
TRIL Constructions Limited (Refer footnote e)	Rs.	10	11748148	-	11.75	-
Investment in Associates :						
Amalgamated Plantations Pvt Ltd. (Refer footnote d)	Rs.	10	61024400	61024400	82.08	71.10
Kanan Devan Hills Plantations Company Pvt. Ltd.	Rs.	10	3976563	3976563	12.33	12.33
TRIL Constructions Limited (Refer footnote e)	Rs.	10	-	11748148	-	11.75
Investment in Joint Ventures :						
Tata Starbucks Private Limited (Refer footnote c)	Rs.	10	472300000	386300000	472.30	386.30
					2701.33	2173.72
Total Unquoted Equity Instruments					2835.36	2308.50

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to the Standalone Financial Statements for the year ended March 31, 2022

Unquoted Preference Shares

	Face Value	Nos.		Rs. in Crores	
		2022	2021	2022	2021
Investment in Subsidiaries:					
TCPL Beverages and Foods Limited (Refer footnote g)	Rs. 10	7500000	-	7.50	-
TRIL Constructions Limited (Refer footnote e)	Rs. 10	138751852	-	138.75	-
Investment in Associates:					
Amalgamated Plantations Pvt Ltd. (Refer footnote d)	Rs. 10	217000000	67000000	205.73	53.22
TRIL Constructions Limited (Refer footnote e)	Rs. 10	-	66751852	-	66.75
Others:					
Thakurbari Club Ltd (Cost Re 1) (Refer footnote f)	Rs. 100	26	26	0.00	0.00
				351.98	119.97
Total Unquoted Preference Shares				351.98	119.97

Unquoted Debentures and Government Securities

Carried at fair value through Other Comprehensive Income

		Nos.		Rs. in Crores	
	Face Value	2022	2021	2022	2021
Unquoted Debentures					
The Bengal Chamber of Commerce & Industry - 6 1/2% Debentures (Refer footnote f)	Rs. 1000	7	7	0.00	0.00
Shillong Club Ltd - 5% Debentures - (Cost Rs 2) (Refer footnote f)	Rs. 100	31	31	0.00	0.00
				0.00	0.00
Unquoted Government Securities:					
W.B. Estates Acquisition Compensation Bond (Refer footnote f)				0.00	0.00
				0.00	0.00

- Inclusive of Rs. 21.86 Crores (Rs. 21.86 Crores) kept in Revaluation Reserve.
- Costs of these unquoted equity instruments have been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represent the best estimate of fair value within that range.
- During the financial year 2021-22, the Company has invested an amount of Rs. 86 Crores towards equity capital in Tata Starbucks Private Limited which is a 50:50 joint venture.
- Investment in preference shares of Amalgamated Plantations Pvt. Ltd. subscribed in an earlier year of Rs 46.40 Crores [67000000 shares of Rs 10 each] is redeemable with a special redemption premium, on fulfilment of certain conditions, within 15 - 17 years from the date of the issue and are designated as fair value through profit and loss. Preference shares subscribed to in the financial year 2021-22 of Rs 159.33 Crores[150000000 shares of Rs 10 each] are optionally convertible, cumulative and redeemable carrying an annual coupon rate of 6% with special redemption premium issued for a period of ten years and are also designated as fair value through profit and loss.
- During the financial year 2021-22, the Company has acquired control of TRIL Constructions Limited (TRIL C), consequent to a Restated Shareholder and Share Purchase Agreement which converted the Associate Company into a Subsidiary with effect from 17th November 2021. Based on the Share purchase Agreement, the Company have acquired Preference Shares of Rs 47.13 Crores from Tata Realty Infrastructure Limited

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to the Standalone Financial Statements for the year ended March 31, 2022

and have additionally infused Rs 24.87 Crores as preference shares in TRIL C. Preference shares of TRIL C are non-cumulative and mandatorily fully convertible within twenty years from the issue date and the same is carried at cost.

- f) Investment carrying values are below Rs. 0.01 crores.
- g) During the financial year 2021-22, the Company has formed a wholly owned Subsidiary TCPL Beverages & Foods Limited (TBFL) in connection with the proposed merger of Tata Coffee Limited (Refer Note 40A). The Company has infused Rs 0.05 Crores as equity capital in TBFL and Rs 7.5 Crores as Optionally Convertible non-cumulative redeemable preference shares. These preference shares are issued for a term of eight years.
- h) During the financial year 2021-22, the Company has acquired 100% equity of Tata SmartFoodz Limited pursuant to a Share Purchase Agreement with Tata Industries Limited at a total consideration of Rs 395 Crores. Post the acquisition, the Company has additionally invested Rs 35.58 Crores in Tata SmartFoodz Limited as equity capital.
- i) These investments are fully impaired.
- j) Mutual fund investments represents surplus cash deployed as a part of treasury operations (Refer to Statement of Cashflow).

8. LOANS

	Rs. in Crores	
	2022	2021
Non-Current		
(Secured and considered good)		
Inter Corporate Loan to related party ^{\$}	13.00	16.50
Inter Corporate Deposits [*]	-	4.25
(Unsecured and considered good)		
Employee Loans and Advances	0.80	0.96
	13.80	21.71
Current		
(Secured and considered good)		
Inter Corporate Loan to related party ^{\$}	3.50	3.50
Inter Corporate Deposits [*]	1.25	-
(Unsecured and considered good)		
Inter Corporate Deposits [^]	469.75	-
Inter Corporate Loan to related parties ^{^^}	84.75	-
Employee Loans and Advances	0.45	0.29
	559.70	3.79
Total Loans	573.50	25.50

^{\$} secured by mortgage of rights on immovable assets

^{*} secured by mortgage of land

[^] Outstanding with financial institutions for short duration and yield fixed interest rate. Loans given during the year for general corporate purposes – HDFC Limited Rs 295 Crores (Nil), LIC Housing Finance Limited Rs 124.75 Crores (Nil), Bajaj Finance Limited Rs 605 Crores (Nil).

^{^^} Outstanding with Tata Smartfoodz Limited - Rs 14.75 Crores and Infiniti Retail Limited Rs 70 Crores for short duration and yield fixed interest rate. Loans given during the year for general corporate purposes – Tata Smartfoodz Limited Rs 49 Crores (Nil), Infiniti Retail Limited Rs 190 Crores (Nil) and Piem Hotel Limited Rs 20 Crores (Nil).

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to the Standalone Financial Statements for the year ended March 31, 2022

9. OTHER FINANCIAL ASSETS

	Rs. in Crores	
	2022	2021
Non-Current		
(Unsecured and considered good, unless otherwise stated)		
Security Deposits	27.53	27.03
Lease receivable	-	0.36
Other Receivables #	76.91	76.20
Considered Doubtful		
Security Deposits	0.29	0.29
Less: Provision for Doubtful Deposits	(0.29)	(0.29)
	104.44	103.59
Current		
(Unsecured and considered good, unless otherwise stated)		
Due from Related Parties	11.12	7.25
Insurance Claims Receivable	5.95	3.14
Lease receivable	0.36	0.44
Interest Accrued	19.22	11.62
Export Incentive Receivable	12.10	8.01
Derivative Financial Assets	-	1.11
	48.75	31.57
Total Other Financial Assets	153.19	135.16

Represents Contingent Consideration in connection with acquisition of Tata Consumer Soufull Private Limited made in financial year 20-21. The said contingent consideration has been recognised under Other Financial Liability with a corresponding recognition of Other Financial Asset.

10. OTHER ASSETS

	Rs. in Crores	
	2022	2021
Non-Current		
(Unsecured and Considered Good, unless otherwise stated)		
Capital Advances	1.35	2.91
Property Rights Pending Development #	70.50	70.50
Taxes Receivable	14.42	15.50
	86.27	88.91
Current		
Prepaid Expenses	47.59	37.78
Taxes Receivable	208.19	188.11
Other Trade Advances	23.68	27.19
Considered Doubtful		
Other Advances for Supply of Goods and Services	0.53	0.53
Less: Provision for Advances	(0.53)	(0.53)
	279.46	253.08
Total Other Assets	365.73	341.99

Property Rights Pending Development represents constructed office space to be delivered to the Company by TRIL Constructions Limited, consequent to a development agreement.

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to the Standalone Financial Statements for the year ended March 31, 2022

11. INVENTORIES

(At lower of cost and net realisable value)

	Rs. in Crores	
	2022	2021
Raw Material		
Tea	819.22	925.01
Packing Materials	61.61	50.92
Others	20.26	13.78
	901.09	989.71
Finished Goods		
Tea	215.61	275.90
Others	1.59	1.43
	217.20	277.33
Traded Goods		
Salt and other items relating to Food Business	137.08	120.58
Others	6.23	8.91
	143.31	129.49
Stores and Spare Parts	10.34	11.84
Total Inventories	1271.94	1408.37

Raw material includes in transit tea inventory of Rs. 3.42 Crores (Rs. 2.62 Crores).

Traded Goods includes in transit inventory of Rs 0.45 Crores (Rs. 3.64 Crores).

During the period ended March 31, 2022- Rs. 23.99 Crores (Rs. 13.40 Crores) was charged to statement of profit and loss for slow moving and obsolete inventories.

12. TRADE RECEIVABLES

	Rs. in Crores	
	2022	2021
Trade Receivables considered good - Secured	0.10	3.11
Trade Receivables considered good - Unsecured	281.66	254.12
Trade Receivables - Credit Impaired (Refer note 38)	34.92	34.92
	316.68	292.15
Less: Allowance for Impairment	34.92	34.92
Total Trade Receivables	281.76	257.23

Secured receivables are backed by security deposits.

Includes dues from Related Parties - Rs. 109.28 Crores (Rs. 45.23 Crores).

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to the Standalone Financial Statements for the year ended March 31, 2022

Ageing for trade receivables as at March 31, 2022 is as follows:

Particulars	Not Due	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good- Secured	-	0.10	-	-	-	-	0.10
(ii) Undisputed Trade receivables – considered good- Unsecured	145.60	109.22	12.87	13.97	-	-	281.66
(iii) Undisputed Trade Receivables – credit impaired	-	-	2.39	18.79	1.35	1.58	24.11
(iv) Disputed Trade Receivables – credit impaired	-	-	-	10.81	-	-	10.81
Total	145.60	109.32	15.26	43.57	1.35	1.58	316.68
Less : Allowance for credit loss							34.92
Total Trade Receivable							281.76

Rs. in Crores

Ageing for trade receivables as at March 31, 2021 is as follows:

Particulars	Not Due	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good- Secured	-	3.11	-	-	-	-	3.11
(ii) Undisputed Trade receivables – considered good- Unsecured	119.30	111.18	16.38	7.26	-	-	254.12
(iii) Undisputed Trade Receivables – credit impaired	-	2.39	18.79	1.35	1.58	-	24.11
(iv) Disputed Trade Receivables – credit impaired	-	-	10.81	-	-	-	10.81
Total	119.30	116.68	45.98	8.61	1.58	-	292.15
Less : Allowance for credit loss							34.92
Total Trade Receivable							257.23

Rs. in Crores

13. CASH AND CASH EQUIVALENTS

	2022	2021
Balances with banks:		
Current Account	3.70	5.65
Deposit Account	323.66	639.05
Cash/Cheques in hand	0.04	0.04
Total Cash and Cash Equivalents	327.40	644.74

Rs. in Crores

14. OTHER BANK BALANCES

	2022	2021
Unclaimed Dividend Account	10.93	9.59
Deposit exceeding 3 months	990.28	959.36
Total Other Bank Balances	1001.21	968.95

Rs. in Crores

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to the Standalone Financial Statements for the year ended March 31, 2022

15. EQUITY SHARE CAPITAL AND OTHER EQUITY

(a) Equity Share Capital

	Rs. in Crores	
	2022	2021
AUTHORISED		
12500000000 (12500000000) Equity Shares of Re 1 each	125.00	125.00
ISSUED, SUBSCRIBED AND PAID-UP		
921551715 (921551715) Equity Shares of Re 1 each, fully paid-up	92.16	92.16
	92.16	92.16

i) The reconciliation of the number of shares as at March 31, 2022 is set out below:

Particulars	2022	2021
Number of shares as at the beginning of the year	921551715	921551715
Number of shares as at the end of the year	921551715	921551715

ii) Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Re 1 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

iii) Equity shares allotted as fully paid-up (during 5 years preceding March 31, 2022) pursuant to contracts without payment being received in cash

290421986 equity shares were issued during the financial year 2019-20, consequent to and as part of the merger of Food business of Tata Chemicals Limited with the Company.

iv) The details of shareholders holding more than 5% shares as at March 31, 2022 is set out as below :

	2022	2021
Name of shareholder	No. of shares	No. of shares
	% of holding	% of holding
Tata Sons Private Limited	270557128	270557128
	29.36%	29.36%

v) Shares held by promoters at the end of the year:

Promoter name	No of Shares	% of total shares	% change during the year
Tata Sons Private Limited			
As at 31 March 2022	270557128	29.36%	-
As at 31 March 2021	270557128	29.36%	-

vi) Dividend paid

	2022	2021
Dividend Paid (Rs. in Crores)	373.23	248.82
Dividend per share (Rs.)	4.05	2.70

The Board of Directors in its meeting held on May 4, 2022 have recommended a final dividend payment of Rs.6.05 per share for the financial year ended March 31, 2022.

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to the Standalone Financial Statements for the year ended March 31, 2022

b) Other Equity

	Rs. in Crores	
	2022	2021
Capital Reserve	15.79	15.79
Securities Premium Account	6430.87	6430.87
Contingency Reserve	1.00	1.00
Revaluation Reserve	21.86	21.86
General Reserve	1143.31	1143.31
Retained Earnings	4038.76	3502.88
Share Based Payment Reserve	0.46	-
Other Comprehensive Income		
- Effective portion of Cash Flow Hedge	(0.41)	0.83
- Fair value gains/(loss) on Equity Instruments	18.11	15.40
Total Other Equity	11669.75	11131.94

Nature and Purpose of Reserve

i. Capital Reserve

Capital Reserve was created on acquisition of certain plantation business.

ii. Securities Premium Account

Security Premium Account was created on issue of shares at premium. These reserves can be utilised in accordance with Section 52 of Companies Act 2013.

iii. Contingency Reserves

Contingency Reserves are in the nature of free reserves.

iv. Revaluation Reserve

Revaluation Reserve was created on acquisition of shares in Tata Coffee Limited (Refer note 7 – footnote a).

v. Share Based Payment Reserve

Share-based payment reserve represents amount of fair value, as on the date of grant, of unvested and vested shares not exercised till date, that have been recognised as expense in the statement of profit and loss till date.

16. OTHER FINANCIAL LIABILITIES

	Rs. in Crores	
	2022	2021
Current		
Unpaid Dividends *	10.93	9.59
Derivative Financial Liabilities	0.54	-
Security Deposits from Customers	1.64	5.07
Others	64.57	67.27
Total Other Financial Liabilities	77.68	81.93

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

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to the Standalone Financial Statements for the year ended March 31, 2022

17. PROVISIONS

	Rs. in Crores	
	2022	2021
Non-Current		
Employee Benefits	135.32	148.21
	135.32	148.21
Current		
Employee Benefits	30.45	34.93
Other Provisions	32.29	47.11
	62.74	82.04
Total Provisions	198.06	230.25

Movement in Other Provisions - Current

	Rs. in Crores	
	2022	2021
Provision for Trade Obligations		
Opening balance	1.74	1.74
Provision during the year	-	-
Amount written back during the year	-	-
Closing balance	1.74	1.74

	Rs. in Crores	
	2022	2021
Business Restructuring and Reorganisation Costs		
Opening balance	45.37	30.05
Provision during the year	7.69	23.67
Amount paid/adjusted during the year	(22.51)	(8.35)
Closing balance	30.55	45.37
Total Closing Balance	32.29	47.11

18. TRADE PAYABLES

	Rs. in Crores	
	2022	2021
Total outstanding dues of creditors other than Micro enterprises and Small enterprises*	1234.10	1088.67
Total outstanding dues of Micro enterprises and Small enterprises (Refer Note 31)	29.64	13.96
Total Trade Payable	1263.74	1102.63

* Includes due to Related Parties - Rs. 52.85 Crores (Rs. 38.89 Crores).

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

						Rs. in Crores
Particulars	Not Due	Outstanding for the following periods from due date of payment				Total due
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	22.54	7.10	-	-	-	7.10
(ii) Others	485.62	734.65	6.99	-	-	741.64
(iii) Disputed dues - Others	-	-	-	-	6.84	6.84
Total	508.16	741.75	6.99	-	6.84	755.58

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to the Standalone Financial Statements for the year ended March 31, 2022

Ageing for trade payables outstanding as at March 31, 2021 is as follows:

						Rs. in Crores
Particulars	Not Due	Outstanding for the following periods from due date of payment				Total due
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	4.02	9.94	-	-	-	9.94
(ii) Others	550.36	529.80	1.67	-	-	531.47
(iii) Disputed dues - Others	-	-	-	-	6.84	6.84
Total	554.38	539.74	1.67	-	6.84	548.25

Rs. in Crores

19. OTHER CURRENT LIABILITIES

	2022	2021
Current		
Statutory Liabilities	23.00	18.33
Advance from Customers	27.69	30.00
Others	45.97	51.40
Total Other Current Liabilities	96.66	99.73

Rs. in Crores

20. TAXATION

a) Tax charge in the Statement of profit and loss:

	2022	2021
Current tax		
Current year	132.83	5.52
Adjustment relating to earlier years	(2.74)	(6.57)
	130.09	(1.05)
Deferred tax charge/(credit)	135.25	217.68
Income Tax expense for the year	265.34	216.63

Rs. in Crores

Income tax has been provided for at reduced rate as per section 115BAA of the Income-tax Act, 1961

b) Reconciliation of effective tax rate:

	2022	2021
Profit before tax	1151.09	836.14
Tax using the Company's domestic tax rate (Current year 25.17% and Previous Year 25.17%)	289.71	210.44
Tax effect of:		
Non-deductible tax expenses	4.08	7.37
Tax-exempt income	(35.67)	(0.13)
Tax reversals of earlier years	(2.74)	(6.57)
Non-creditable taxes	9.96	5.52
	265.34	216.63

Rs. in Crores

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to the Standalone Financial Statements for the year ended March 31, 2022

c) Non-Current Tax Asset (Net) :

	Rs. in Crores	
	2022	2021
Income Tax	121.12	108.34
Dividend Distribution Tax credit	0.85	14.27
	121.97	122.61

d) Current Tax Liability (Net) :

	Rs. in Crores	
	2022	2021
Income Tax	5.13	5.13
	5.13	5.13

e) The analysis of Deferred Tax Assets and Deferred Tax Liabilities is as follows:

	Rs. in Crores	
	2022	2021
Deferred Tax Asset	58.83	65.46
Deferred Tax Liability	(570.05)	(433.01)
Net Deferred Tax Asset/(Liability)	(511.22)	(367.55)

f) The movement in deferred income tax assets and (liabilities) during the year is as follows:

	Rs. in Crores					
	Depreciation and amortisation (including unabsorbed depreciation)	Other Liabilities	Provision for doubtful debts/ advances	Employee Benefits/ Trade Obligations	Other Assets	Total
As at April 1, 2020	(209.72)	(1.12)	5.65	44.78	11.19	(149.22)
(Charged)/credited:						
- to Statement of profit or loss	(221.79)	0.46	3.98	1.24	(1.57)	(217.68)
- to Other comprehensive income	-	(0.83)	-	0.18	-	(0.65)
As at March 31, 2021	(431.51)	(1.49)	9.63	46.20	9.62	(367.55)
(Charged)/credited:						
- to Statement of profit or loss	(136.52)	0.30	(0.84)	1.66	0.15	(135.25)
- to Other comprehensive income	-	(0.83)	-	(7.59)	-	(8.42)
As at March 31, 2022	(568.03)	(2.02)	8.79	40.27	9.77	(511.22)

Consequent to the amendments in the Income Tax Act, 1961, depreciation on Goodwill is no longer available as a deduction from taxable income with effect from 1st April, 2020, except that its written down value is available as a deduction in the event of sale of the underlying business. On goodwill of Rs 3578.51 crore recognised in the financial statements, through business combinations, no additional taxable temporary differences are expected to arise, having regard to the nature of the businesses to which the goodwill relates. (also refer notes 2.3(a) and 5).

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to the Standalone Financial Statements for the year ended March 31, 2022

21. REVENUE FROM OPERATIONS

	Rs. in Crores	
	2022	2021
Revenue from Contracts with Customers		
Revenue from sale of goods	7846.07	7087.06
	7846.07	7087.06
Other Operating Revenues		
Export Incentive	4.48	8.55
Royalty Income	19.08	10.26
Management Service Fees	34.45	26.08
Miscellaneous Receipts	28.21	22.41
	86.22	67.30
	7932.29	7154.36

22. OTHER INCOME

	Rs. in Crores	
	2022	2021
Interest Income		
- Interest Income on Advances and Deposits carried at amortised cost	65.57	52.44
- Interest Income on Income Tax refund	6.38	5.52
Dividend Income		
- Non-Current Investments designated at fair value through other comprehensive income	2.12	2.26
- Investment in Subsidiaries and Associates carried at cost	143.85	52.94
Gains on Current Investments (net)	7.39	11.57
Others		
- Other non operating income	0.16	0.17
- Fair Value movement in Financial Instruments designated at Fair Value through profit or loss	13.49	8.11
	238.96	133.01

23. COST OF MATERIALS CONSUMED

	Rs. in Crores	
	2022	2021
Tea		
Opening Stock	934.99	577.09
Add: Purchases	2507.65	3282.53
Less: Closing Stock	819.22	934.99
	2623.42	2924.63
Green Leaf	29.52	24.58
Packing Material		
Opening Stock	50.92	35.34
Add: Purchases	442.10	394.88
Less: Closing Stock	61.61	50.92
	431.41	379.30
Others	111.37	93.14
	3195.72	3421.65

NOTES

to the Standalone Financial Statements for the year ended March 31, 2022

24. CHANGE IN INVENTORIES OF FINISHED GOODS/STOCK-IN-TRADE/WORK-IN-PROGRESS

	Rs. in Crores	
	2022	2021
Opening Stock		
Tea	286.49	189.28
Salt and other food items	109.99	94.77
Others	10.34	5.87
	406.82	289.92
Closing Stock		
Tea	215.52	286.49
Salt and other food items	137.08	109.99
Others	7.82	10.34
	360.42	406.82
	46.40	(116.90)

25. EMPLOYEE BENEFITS EXPENSE

	Rs. in Crores	
	2022	2021
Salaries, Wages and Bonus *	302.02	276.09
Contribution to Provident Fund and other Funds	21.25	20.12
Workmen and Staff Welfare Expenses	25.14	25.37
	348.41	321.58

* Includes Rs 0.46 Crores towards share based payment incentives and Rs 0.28 Crores expenses on Corporate Social Responsibility (CSR).

Employee Share based payment incentives

The Company has introduced share based incentives to certain employees during the year ended March 31, 2022, under Tata Consumer Products Limited- Share-based Long Term Incentive Scheme 2021 ("TCPL SLTI Scheme 2021") approved by Nomination and Remuneration Committee (NRC).

As per the scheme, the number of shares that will vest is conditional upon certain performance measures being achieved. The performance will be measured over vesting period of 3 years. The shares granted under this scheme is exercisable by employees till one year from date of its vesting.

The Company has granted 65780 number of performance share units during the year ended March 31, 2022 at an exercise price of Re 1 per share. Shares granted will vest equally each year over 3 years from date of grant. Number of shares that will vest range from 0.5 to 1.2 per performance share unit granted depending on performance measures achieved.

	2022
Performance Shares Units outstanding at the beginning of the year	-
Granted during the year	65780
Forfeited/expired during the year	-
Exercised during the year	-
Outstanding at the end of the year	65780

Performance share units were granted on January 04, 2022. The estimated fair value of performance share units are based on the quoted share price. The aggregate of the estimated fair values of the performance share units granted is Rs 5.36 Crores which will be recognised in the Statement of Profit and Loss over the vesting period.

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to the Standalone Financial Statements for the year ended March 31, 2022

26. FINANCE COSTS

	Rs. in Crores	
	2022	2021
Interest expense on Financial liabilities measured at amortised cost	0.12	2.99
Interest expense on Lease Liabilities	20.21	15.95
Net interest on defined benefit plans	9.45	9.19
	29.78	28.13

27. OTHER EXPENSES

	Rs. in Crores	
	2022	2021
Manufacturing and Contract Packing Expenses	153.61	91.61
Rent	65.46	56.61
Freight	404.26	299.43
Management Service Fees #	14.00	9.85
Professional and Legal fees	104.12	95.15
Miscellaneous Expenses ^	276.54	234.35
	1017.99	787.00

Includes fee for technical support services Rs. 2.99 Crores (Rs. 1.23 Crores) and for other support service Rs. 11.01 Crores (Rs. 8.62 Crores)

^ Includes exchange gain Rs. 5.19 Crores (Rs. 1.21 Crores exchange loss in PY), expense on CSR Rs. 13.26 Crores (Rs. 11.74 Crores).

28. EXCEPTIONAL ITEMS [NET]

	Rs. in Crores	
	2022	2021
Expenditure		
Expenses in connection with acquisition of business	1.80	-
Business restructure and reorganization Costs	22.23	61.10
Expenses in connection with the proposed Scheme of Arrangement	3.20	-
	27.23	61.10

29. CAPITAL COMMITMENT

- (a) Estimated amount of contracts remaining to be executed on capital account and not provided for as at March 31, 2022 aggregated Rs. 20.43 Crores (Rs. 12.56 Crores).
- (b) Commitment towards Share Capital contributions in Joint Ventures and Associates - Rs. 171.00 Crores (Rs. 294.00 Crores)

30. CONTINGENCIES:

(a) Statutory and other Commercial Claims:

	Rs. in Crores	
	Gross	Net of Estimated Tax
(i) Taxes, Statutory Duties/ Levies etc.	22.59	20.67
	(14.67)	(12.41)
(ii) Commercial and other Claims	2.40	1.97
	(2.40)	(1.97)

- (b) Labour disputes under adjudication relating to some staff – amount not ascertainable.

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31. Micro enterprises and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the confirmations received in response to intimation in this regard sent by the Company to the suppliers. No interest in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006 or otherwise has either been paid or payable or accrued and remaining unpaid as at March 31, 2022.

32 CORPORATE SOCIAL RESPONSIBILITY (CSR)

	Rs. in Crores	
	2022	2021
1. Amount required to be spent during the year	13.32	11.44
2. Opening Surplus balance if any	0.30	-
3. Amount of expenditure incurred on		
i) Construction/acquisition of Assets	-	-
ii) On purpose other than (i) above	13.54	11.74
4. Shortfall/(Surplus) at the end of the year	(0.52)	(0.30)
5. Total of previous years shortfall	-	-
6. Reason for Shortfall	NA	NA
7. Nature of CSR Activities	Rural development, Skill development, Affordable health care, Water and Sanitation, Supporting Vulnerable communities during Covid	
8. Detail of Related Party transactions in relation to CSR expenditure as per relevant Accounting Standard	NA	NA

33 EARNINGS PER SHARE

	2022	2021
Profit after taxation (Rs. in Crores)	885.75	619.51
Numbers of Equity Shares Outstanding	921551715	921551715
Effect of dilutive equivalent shares - Performance share units outstanding	15679	-
Weighted average number of shares outstanding during the year	921567394	921551715
Earnings Per Share (Rs.)		
Basic	9.61	6.72
Diluted	9.61	6.72

34 EXPENDITURE INCURRED IN RESPECT OF THE COMPANY'S RESEARCH AND DEVELOPMENT:

	Rs. in Crores	
	2022	2021
Capital Expenditure	1.78	0.50
Revenue Expenditure	17.15	13.95
	18.93	14.45

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35 LEASES

The Company's leasing arrangements are in respect of operating leases for premises (residential, office, factory, godown, etc.) and motor cars. These range between 5 months - 20 years and usually renewable on mutually agreed terms.

Lease liability as at March 31, 2022

	Rs. in Crores	
	2022	2021
Current Lease Liability	29.71	28.94
Non-Current Lease Liability	205.19	215.30
Total Lease Liability	234.90	244.24

Contractual maturities of lease liabilities on an undiscounted basis:

	Rs. in Crores	
	2022	2021
Less than one year	48.33	48.78
One to two years	45.98	43.07
Two to five years	95.49	105.26
More than five years	181.86	203.84
Total	371.66	400.95

Amount Recognised in Statement of Profit and Loss

	Rs. in Crores	
	2022	2021
Expenses relating to Short-term Lease	65.32	56.52
Expenses relating to leases of low value assets	0.14	0.09

Extension and termination options

Extension and termination options are included in a number of property and equipment leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in Company's operation. The majority of extension and termination options held are exercisable only by the Company and not by the respective lessor.

Movement in the net investment in sublease of Right of Use Asset:

	Rs. in Crores	
	2022	2021
Balance at the beginning of the period	0.80	1.19
Interest Income accrued during the period	0.05	0.09
Lease Receipts	(0.49)	(0.48)
Balance at the end of the period	0.36	0.80

Contractual maturities of net investment in sublease of Right of Use Asset on an undiscounted basis:

	Rs. in Crores	
	2022	2021
Less than 1 year	0.37	0.49
1 to 2 years	-	0.37
Total	0.37	0.86

Finance income on the net investment in the sublease recognised in the financial statement is Rs 0.05 crores (Rs 0.09 Crores).

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to the Standalone Financial Statements for the year ended March 31, 2022

36. A) RELATED PARTY DISCLOSURE

Related Parties

Promoter

Tata Sons Private Limited

Subsidiaries

Tata Consumer Products UK Group Limited
Tata Global Beverages Holdings Limited
Tata Global Beverages Services Limited
Tata Consumer Products GB Limited
Tata Consumer Products Overseas Holdings Limited
Tata Global Beverages Overseas Limited
Lyons Tetley Limited
Tata Consumer Products US Holding Inc
Tata Water LLC
Tetley USA Inc
Tata Consumer Products Canada Inc
Tata Consumer Products Australia Pty Limited
Earth Rules Pty Limited
Stansand Limited
Stansand(Brokers) Limited
Stansand(Africa) Limited
Stansand(Central Africa) Limited
Tata Consumer Products Polska sp.zo.o
Drassington Limited, UK
Good Earth Corporation
Good Earth Teas Inc.
Teapigs Limited.
Teapigs US LLC.
Tata Global Beverages Investments Limited
Campestres Holdings Limited
Kahutara Holdings Limited
Sunttyco Holding Limited
Onomento Co Limited
Tata Coffee Limited
Tata Coffee Vietnam Company Limited
Consolidated Coffee Inc
Eight 'O Clock Coffee Company
Eight 'O Clock Holdings Inc
Tata Tea Extractions Inc
Tata Consumer Products Capital Limited
Tata Tea Holdings Private Limited
NourishCo Beverages Limited
Tata Consumer Soufull Private Limited
TRIL Constructions Limited (w.e.f. 17th November, 2021)
Tata Smartfoodz Limited (w.e.f. 16th November, 2021)
TCPL Beverages & Foods Limited (w.e.f. 25th February, 2022)

Associates

Amalgamated Plantations Private Limited
Kanan Devan Hills Plantations Company Private Limited
TRIL Constructions Limited (till 16th November, 2021)

Joint Ventures

Tata Starbucks Private Limited

Joint Venture of Subsidiaries

Tetley ACI (Bangladesh) Limited
Tetley Clover (Private) Limited
Joekels Tea Packers (Proprietary) Limited

Key Management Personnel

Mr. Sunil D'Souza - Managing Director and CEO
Mr L Krishna Kumar - Executive Director and Group CFO

Subsidiary and Joint Venture of Promoter Company

Tata Investment Corporation Limited
Ewart Investments Limited
Tata AIG General Insurance Co Limited
Tata AIA Life Insurance Co Limited
Tata Consultancy Services Limited
Tata Elxsi Limited
Tata Industries Limited
Tata Communications Limited
Tata Teleservices Limited
Tata Teleservices Maharashtra Limited
Infiniti Retail Limited
Tata Capital Financial Services Limited
Supermarket Grocery Supplies Private Limited (w.e.f. 27th May, 2021)
Innovative Retail Concepts Private Limited (w.e.f. 27th May, 2021)
Tata 1MG Healthcare Solutions Private Limited (w.e.f. 9th June, 2021)
Tata Realty Infrastructure Limited

Employee Benefit Plans

Tata Tea Limited Management Staff Gratuity Fund
Tata Tea Limited Management Staff Superannuation Fund
Tata Tea Limited Staff Pension Fund
Tata Tea Limited Gratuity Fund
Tata Tea Limited Calcutta Provident Fund

TATA CONSUMER PRODUCTS

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to the Standalone Financial Statements for the year ended March 31, 2022

36. B) PARTICULARS OF TRANSACTIONS ENTERED INTO WITH RELATED PARTIES FOR THE YEAR ENDED 31 MARCH, 2022:

		Rs. in Crores	
Particulars	2022	2021	
Sales of Goods and Services			
Subsidiaries	227.19	209.62	
Associates	2.62	6.14	
Joint Ventures	-	1.15	
Subsidiaries and Joint Ventures of Promoter	159.53	0.00	
Other Operating Income			
Subsidiaries	34.46	27.99	
Associates	3.60	3.25	
Joint Ventures	19.08	10.26	
Sale of Fixed Asset			
Subsidiaries	0.21	-	
Joint Ventures	0.01	-	
Rent Paid			
Associates	2.18	2.72	
Purchase of Goods & Services			
Subsidiaries	140.09	86.81	
Associates	214.33	224.37	
Subsidiaries and Joint Ventures of Promoter	13.02	-	
Other Expenses (Net)			
Subsidiaries	25.31	14.17	
Associates	3.60	3.00	
Joint Ventures	-	0.96	
Promoter	21.97	18.78	
Subsidiaries and Joint Ventures of Promoter	76.41	59.68	
Reimbursement of Expenditure/(Income)			
Subsidiaries	(23.57)	(7.26)	
Associates	(3.16)	(3.57)	
Joint Ventures	(1.82)	(0.26)	
Promoter	0.17	0.14	
Dividend/Interest received			
Subsidiaries	144.13	52.94	
Associates	2.15	2.04	
Promoter	1.76	1.76	
Subsidiaries and Joint Ventures of Promoter	3.38	0.26	
Dividend Paid			
Promoter	109.58	73.05	
Subsidiaries and Joint Ventures of Promoter	19.77	13.18	
Intercompany Loan/ Deposits Given			
Subsidiaries	49.00	-	
Associates	-	3.00	
Subsidiaries and Joint Ventures of Promoter	190.00	-	
Intercompany Loan/ Deposits Redeemed			
Subsidiaries	34.25	-	
Associates	3.50	-	
Subsidiaries and Joint Ventures of Promoter	120.00	-	

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to the Standalone Financial Statements for the year ended March 31, 2022

Rs. in Crores		
Particulars	2022	2021
Investment made		
Subsidiaries	68.00	-
Associates	150.00	-
Joint Ventures	86.00	97.50
Subsidiaries and Joint Ventures of Promoter	442.13	-
Directors Remuneration *		
Key Management Personnel	13.63	12.50
Contribution to Funds		
Post Employment Benefit Plans	27.08	36.58

Outstanding at the year end:

	2022		2021	
	Debit	Credit	Debit	Credit
Subsidiary	108.55	9.63	51.72	6.85
Associates	11.81	5.11	17.28	1.14
Joint Ventures	2.55	-	3.98	-
Promoter	-	23.52	-	17.96
Subsidiaries and Joint Ventures of Promoter	94.05	9.90	-	12.94
Employment Benefit Plans	-	3.49	-	8.27

* Provision for employee benefits, which are based on actuarial valuation done on an overall company basis, is excluded.

36. C) DETAILS OF MATERIAL TRANSACTIONS (I.E EXCEEDING 10% OF TOTAL TRANSACTION VALUES IN RESPECTIVE CATEGORY) ENTERED INTO WITH RELATED PARTIES FOR THE YEAR ENDED MARCH 31, 2022:

Rs. in Crores		
Particulars	2022	2021
Sales of Goods and Services		
Subsidiaries		
Tata Consumer Products GB Limited	90.72	99.55
Tata Tea Extractions Inc	73.51	54.66
Subsidiaries and Joint Ventures of Promoter		
Supermarket Grocery Supplies Private Limited	58.64	-
Innovative Retail Concepts Private Limited	100.75	-
Other Operating Income		
Subsidiary		
Tata Consumer Products GB Limited	34.45	26.08
Joint Ventures		
Tata Starbucks Private Limited	19.08	10.26
Sale of Fixed Asset		
Subsidiary		
Tata Consumer Soufull Private Limited	0.21	-
Rent Paid		
Associates		
Kanan Devan Hills Plantation Company Private Limited	0.80	1.14
Amalgamated Plantations Private Limited	1.38	1.58

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		Rs. in Crores	
Particulars	2022	2021	
Purchase of Goods & Services			
Subsidiaries			
Tata Coffee Limited	50.69	47.35	
Tata Consumer Soufull Private Limited	43.35	-	
Associates			
Kanan Devan Hills Plantation Company Private Limited	85.36	95.72	
Amalgamated Plantations Private Limited	128.97	128.65	
Other Expenses (Net)			
Subsidiary			
NourishCo Beverages Limited	25.31	14.07	
Promoter			
Tata Sons Private Limited	21.97	18.78	
Subsidiaries and Joint Ventures of Promoter			
Tata AIG General Insurance Limited	29.40	19.88	
Tata Consultancy Services Limited	27.53	24.61	
Tata Communications Limited	14.81	-	
Reimbursement of Expenditure/(Income)			
Subsidiaries			
Tata Consumer Products GB Limited	7.74	(1.95)	
Nourishco Beverages Limited	(6.72)	(4.10)	
Tata Smartfoodz Limited	(5.53)	-	
Consolidated Coffee Inc	4.80	-	
Tata Consumer Soufull Private Limited	(23.10)	-	
Associates			
Kanan Devan Hills Plantation Company Private Limited	-	(1.85)	
Amalgamated Plantations Private Limited	-	(1.72)	
Dividend/Interest received			
Subsidiaries			
Tata Coffee Limited	16.10	16.10	
Consolidated Coffee Inc.	29.75	29.29	
Tata Consumer Products UK Group Limited	37.21	-	
Tata Consumer Products Capital Limited	23.65	-	
Tata Tea Extractions Inc	36.67	7.55	
Dividend Paid			
Promoter			
Tata Sons Private Limited	109.58	73.05	
Subsidiaries and Joint Ventures of Promoter			
Tata Investment Corporation Limited	17.93	11.95	
Intercompany Loan/ Deposits Given			
Subsidiary			
Tata Smartfoodz Limited	49.00	-	
Associate			
Kanan Devan Hills Plantation Company Private Limited	-	3.00	
Subsidiaries and Joint Ventures of Promoter			
Infiniti Retail Limited	190.00	-	

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to the Standalone Financial Statements for the year ended March 31, 2022

Particulars	Rs. in Crores	
	2022	2021
Intercompany Loan/ Deposits Redeemed		
Subsidiary		
Tata Smartfoodz Limited	34.25	-
Subsidiaries and Joint Ventures of Promoter		
Infiniti Retail Limited	120.00	-
Investment made		
Associates		
Amalgamated Plantations Private Limited	150.00	-
Joint Ventures		
Tata Starbucks Private Limited	86.00	97.50
Subsidiaries and Joint Ventures of Promoter		
Tata Industries Limited	395.00	-
Contribution to Funds		
Post Employment Benefit Plans		
Tata Tea Limited Management Staff Gratuity Fund	-	11.15
Tata Tea Limited Calcutta Provident Fund	19.83	17.32
Tata Tea Limited Gratuity Fund	4.76	4.66

36. D] **DISCLOSURE UNDER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**
Amount of Loans and Advances in nature of loans outstanding from subsidiaries and associates as at March 31, 2022:

Particulars	Rs. in Crores	
	Outstanding 2022	Maximum during the year
Associate		
Kanan Devan Hills Plantation Company Private Limited	16.50	20.00
	(20.00)	(20.00)
Subsidiary		
Tata Smartfoodz Limited	14.75	49.00
	(-)	(-)

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to the Standalone Financial Statements for the year ended March 31, 2022

37. A INTERESTS IN OTHER ENTITIES

i) Subsidiaries

The Company's direct Subsidiaries as at March 31, 2022 is given below.

Sl No.	Name of entity	Country of incorporation	Principal Activities	% holding	% holding
				2022	2021
1	Tata Consumer Products Capital Limited	UK	Holding company	100.00	100.00
2	Tata Consumer Products UK Group Limited *	UK	Holding company	89.85	89.10
3	Tata Coffee Ltd.	India	Manufacturing, marketing and distribution of coffee & tea	57.48	57.48
4	Tata Tea Extractions Inc.	USA	Manufacturing, marketing and distribution of tea	100.00	100.00
5	Tata Tea Holdings Private Ltd.	India	Investment Company	100.00	100.00
6	NourishCo Beverages Ltd.	India	Manufacturing and distribution of RTD products	100.00	100.00
7	Tata Consumer Soufull Private Limited	India	Manufacturing, marketing and distribution of Food Products	100.00	100.00
8	Tata Smartfoodz Limited (w.e.f. 16 th November, 2021)	India	Manufacturing and marketing ready-to-eat products	100.00	-
9	TRIL Constructions Limited (w.e.f. 17 th November, 2021) - Refer foot note 7e.	India	Development of real estate and infrastructure facilities	80.46	-
10	TCPL Beverages & Foods Limited (w.e.f. 25 th February, 2022)	India	Manufacturing, marketing and distribution of coffee & tea	100.00	-

* Through Tata Consumer Products Capital Ltd. and Tata Tea Extractions Inc.

ii) Joint Ventures

A list of Company's Joint Ventures as at March 31, 2022 is given below.

Sl No.	Name of entity	Country of incorporation	Principal Activities	% holding	% holding
				2022	2021
1	Tata Starbucks Private Ltd.	India	Operating Starbucks Café in India	50.00	50.00

iii) Associates

A list of Company's associates as at March 31, 2022 is given below.

Sl No.	Name of entity	Country of incorporation	Principal Activities	% holding	% holding
				2022	2021
1	Amalgamated Plantations Pvt. Ltd.	India	Manufacturing, marketing and distribution of tea	41.03	41.03
2	Kanan Devan Hills Plantations Co. Pvt. Ltd.	India	Manufacturing, marketing and distribution of tea	28.52	28.52
3	TRIL Constructions Ltd. (till 16 th November, 2021)	India	Development of real estate and infrastructure facilities	-	32.50

37. B SEGMENT DISCLOSURE

The Company has disclosed segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of Paragraph 4 of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in this standalone financial statements.

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38. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

A. Accounting classification and fair values

Rs. in crores								
2022	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Non-Current Financial assets								
Investments								
Quoted Equity Instruments	-	19.91	-	19.91	19.91	-	-	19.91
Unquoted Equity Instruments*	-	134.03	-	134.03	-	7.24	126.79	134.03
Unquoted Preference Shares	205.73	-	-	205.73	-	-	205.73	205.73
Loans	-	-	13.80	13.80	-	-	-	-
Other Financial Assets	76.91	-	27.53	104.44	-	76.91	-	76.91
Current Financial assets								
Current Investments	156.94	-	-	156.94	156.94	-	-	156.94
Trade Receivables	-	-	281.76	281.76	-	-	-	-
Cash and Cash Equivalents	-	-	327.40	327.40	-	-	-	-
Other Bank Balances	-	-	1001.21	1001.21	-	-	-	-
Loans	-	-	559.70	559.70	-	-	-	-
Other Financial assets	-	-	48.75	48.75	-	-	-	-
	439.58	153.94	2260.15	2853.67	176.85	84.15	332.52	593.52
Non - Current Financial liabilities								
Lease Liability	-	-	205.19	205.19	-	-	-	-
Others	76.91	-	-	76.91	-	76.91	-	76.91
Current Financial liabilities								
Lease Liability	-	-	29.71	29.71	-	-	-	-
Trade Payables	-	-	1263.74	1263.74	-	-	-	-
Other Financial Liabilities	-	0.54	77.14	77.68	-	0.54	-	0.54
	76.91	0.54	1575.78	1653.23	-	77.45	-	77.45
2021	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Non-Current Financial assets								
Investments								
Quoted Equity Instruments	-	15.21	-	15.21	15.21	-	-	15.21
Unquoted Equity Instruments*	-	134.78	-	134.78	-	8.17	126.61	134.78
Unquoted Preference Shares	53.22	-	-	53.22	-	-	53.22	53.22
Loans	-	-	21.71	21.71	-	-	-	-
Other Financial assets	76.20	-	27.39	103.59	-	76.20	-	76.20
Current Financial assets								
Current Investments	287.77	-	-	287.77	287.77	-	-	287.77
Trade Receivables	-	-	257.23	257.23	-	-	-	-
Cash and Cash Equivalents	-	-	644.74	644.74	-	-	-	-
Other Bank Balances	-	-	968.95	968.95	-	-	-	-
Loans	-	-	3.79	3.79	-	-	-	-
Other Financial Assets	-	1.11	30.46	31.57	-	1.11	-	1.11
	417.19	151.10	1954.27	2522.56	302.98	85.48	179.83	568.29
Non - Current Financial liabilities								
Lease Liability	-	-	215.30	215.30	-	-	-	-
Others	76.20	-	-	76.20	-	76.20	-	76.20
Current Financial liabilities								
Lease Liability	-	-	28.94	28.94	-	-	-	-
Trade Payables	-	-	1102.63	1102.63	-	-	-	-
Other Financial Liabilities	-	-	81.93	81.93	-	-	-	-
	76.20	-	1428.80	1505.00	-	76.20	-	76.20

* For certain investments categorized under level 3, cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represent the best estimate of fair value within that range.

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to the Standalone Financial Statements for the year ended March 31, 2022

B. Measurement of fair values

The basis of measurement in respect to each class of financial asset, financial liability is disclosed in note 2.2(h) of the financial statement.

The fair value of liquid mutual funds and long term equity investment is based on active market. Fair values of certain non-current investment are valued based on discounted cash flow/book value/EBITDA multiple approach. Derivative financial instruments are generally valued based on Black-Scholes-Merton approach/ Dollar offset principles.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

i. Risk management framework

The Risk Management Committee of the Board is entrusted with the responsibility to assist the Board in overseeing and approving the Company's risk management framework. The Company has a comprehensive Risk policy relating to the risks that the Company faces under various categories like strategic, operational, reputational and other risks and these have been identified and suitable mitigation measures have also been formulated. The Risk Management Committee reviews the key risks and the mitigation measures periodically. The Audit Committee has additional oversight in the area of financial risks and control.

ii. Credit risk

Credit risk is the risk that counterparty will not meet its obligations leading to a financial loss. The Company is exposed to credit risk arising from its operating (primarily trade receivables) and investing activities including deposits placed with banks, financial institutions and other corporate deposits. The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of financial assets. Financial assets are classified into performing, under-performing and non-performing. All financial assets are initially considered performing and evaluated periodically for expected credit loss. A default on a financial asset is when there is a significant increase in the credit risk which is evaluated based on the business environment. The assets are written off when the Company is certain about the non-recovery.

a. Trade Receivables

The Company has an established credit policy and a credit review mechanism. The Company also covers certain category of its debtors through a credit insurance policy. In such case the insurance provider sets an individual credit limit and also monitors the credit risk. The concentration of credit risk arising from trade receivables is limited due to large customer base.

Management believes that the unimpaired amounts that are past due by more than 90 days are still collectible in full, based on historical payment behavior and analysis of customer credit risk.

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to the Standalone Financial Statements for the year ended March 31, 2022

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	Rs. in Crores
Balance as at March 31, 2020	14.46
Impairment loss recognised	20.46
Amounts written off	-
Balance as at March 31, 2021	34.92
Impairment loss recognised	-
Amounts written off	-
Balance as at March 31, 2022	34.92

b. Financial instruments and cash deposits

The credit risk from balances / deposits with banks, other financial assets and current investments are managed in accordance with the Company's approved policy. Investments of surplus funds are made only with approved counterparties and within the limits assigned to each counterparty. The limits are assigned to mitigate the concentration risks. These limits are actively monitored by the Company.

iii. Liquidity Risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting its obligations. The Company monitors rolling forecast of its liquidity position on the basis of expected cash flows. The Company's approach is to ensure that it has sufficient liquidity or borrowing headroom to meet its obligations at all point in time. The Company has sufficient short term fund based lines, which provides healthy liquidity and these carry highest credit quality rating from reputed credit rating agency.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities (excluding lease liabilities) at the reporting date. The amounts are gross and undiscounted, and exclude the impact of netting agreements.

	Rs. in Crores				
	Contractual cash flows				
2022	Carrying amount	Less than 1 year	1- 2 years	2- 5 years	More than 5 years
Current Financial Liabilities					
Trade Payables	1263.74	1263.74	-	-	-
Other Financial Liabilities	77.68	77.68	-	-	-
Non-Current Financial Liabilities					
Others	76.91	-	-	76.91	-

	Rs. in Crores				
	Contractual cash flows				
2021	Carrying amount	Less than 1 year	1- 2 years	2- 5 years	More than 5 years
Current Financial Liabilities					
Trade Payables	1102.63	1102.63	-	-	-
Other Financial Liabilities	81.93	81.93	-	-	-
Non-Current Financial Liabilities					
Others	76.20	-	-	76.20	-

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iv. Market risk

Market risk is the risk that the fair value of the future cash flows will fluctuate because of changes in the market prices such as currency risk, interest rate risk and commodity price risk.

a) Currency risk

The Company operates across various geographies and is exposed to foreign exchange risk on its various currency exposures. The risk of changes in foreign exchange rates relates primarily to the Company's operating activities and translation risk, which arises from recognition of foreign currency assets and liabilities.

During the year, the Company has designated certain foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign currency exposure on highly probable forecasted transactions. Hedge effectiveness is determined at inception and periodic prospective effectiveness testing is done to ensure the relationship exist between the hedged items and hedging instruments, including whether the hedging instruments is expected to offset changes in cash flows of hedge items.

Exposure to currency risk

The currency profile of financial assets and liabilities as at March 31, 2022 and March 31, 2021 are as below:

Rs. in Crores				
2022	USD	GBP	Others	Total
Financial assets				
Trade receivables	56.36	0.10	17.70	74.16
Financial liabilities				
Trade payables	7.09	2.19	-	9.28

Rs. in Crores				
2021	USD	GBP	Others	Total
Financial assets				
Trade receivables	35.85	-	20.92	56.77
Financial liabilities				
Trade payables	4.21	2.46	1.52	8.19

The following table gives details in respect of outstanding foreign currency forward contracts –

Category	Instrument	Currency pair	2022			2021		
			FCY Amount (million)	Equivalent Amount (Rs. in Crores)	Fair Value Amount (Rs. in Crores)*	FCY Amount (million)	Equivalent Amount (Rs. in Crores)	Fair Value Amount (Rs. in Crores)*
Hedges of highly probable forecasted transactions	Forward contract	USD/ INR	9.35	70.86	0.36	9.20	70.23	1.31
Hedges of highly probable forecasted transactions	Forward contract	AUD/ INR	6.00	34.01	(0.90)	6.05	34.38	(0.20)

* Represents impact of mark to market value as at year end.

Following table summarises approximate gain / (loss) on the company's profit before tax and pre-tax equity on account of appreciation / depreciation of underlying foreign currencies -

Rs. in Crores				
Details	2022		2021	
	Effect on Profit before tax	Effect on Pre-tax Equity	Effect on Profit before tax	Effect on Pre-tax Equity
5% appreciation of the underlying foreign currencies	3.24	(2.00)	2.43	(2.65)
5% depreciation of the underlying foreign currencies	(3.24)	2.00	(2.43)	2.65

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to the Standalone Financial Statements for the year ended March 31, 2022

Movement in cash flow hedging reserve for derivatives designated as cash flow hedges is given below –

Details	Rs. in Crores	
	2022	2021
Balance at the beginning of the period	0.83	(1.13)
Movement during the year	(1.65)	2.62
Tax impact on above	0.41	(0.66)
Balance at the end of the period	(0.41)	0.83

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The interest rate risk can also impact the provision for retiral benefits. The Company generally utilises fixed rate borrowings and therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of change in the market interest rates.

The Company is not exposed to significant interest rate risk as at the respective reporting dates.

c) Price Risk

The price risk is the risk arising from investments held by the Company and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss.

The Company's equity investments are mainly strategic in nature and are generally held on a long term basis. Further, the current investments are in units of liquid mutual fund and these are not exposed to significant price risk.

d) Commodity Risk

The Company is exposed to the fluctuations in commodity prices mainly for tea, salt and pulses. Mismatch in demand and supply, adverse weather conditions, market expectations etc., can lead to price fluctuations. For tea, the Company manages these price fluctuations by actively managing the sourcing of tea, private purchases and alternate blending strategies without impacting the quality of the blend. For salt and pulses, these fluctuations are managed through active sourcing and commercial negotiation with customers and suppliers.

Capital Management

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through optimum mix of borrowed and own funds.

The Company's adjusted net debt to equity position was as follows:

	Rs. in Crores	
	2022	2021
Total Borrowings	-	-
Less: Cash and Cash Equivalents including Deposits	1317.68	1604.10
Less: Current Investments	156.94	287.77
Less: Inter Corporate Deposits/Loan	572.25	24.25
Adjusted net (cash)/debt	(2046.87)	(1916.12)
Total Equity	11761.91	11224.10

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to the Standalone Financial Statements for the year ended March 31, 2022

39. EMPLOYEE BENEFITS OBLIGATION:

i) Defined Contributions

Amount of Rs. 15.10 crores (Rs. 14.23 crores) is recognised as an expense and included in employee benefit expense to the following defined contribution plans:

	Rs. in Crores	
	2022	2021
Provident Fund	9.74	8.63
Superannuation Fund	3.13	3.46
Employee state insurance schemes	2.23	2.14
	15.10	14.23

ii) Defined Benefits

Gratuity, Pension and Post Retiral Medical Benefits:

The Company operates defined benefit schemes like retirement gratuity, defined pension benefits and postretirement medical benefits. There are other superannuation benefits and medical benefits restricted to certain categories of employees/directors in the form of pension, medical and other benefits in terms of a specific policy related to the same. The defined benefit schemes offer specified benefits to the employees on retirement. The gratuity benefit provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days' last drawn salary payable for each completed year of service. Vesting occurs upon completion of five continuous years of service.

Changes in the Defined Benefit Obligation :

	Rs. in Crores							
	Pension		Gratuity		Medical		Others	
	2022	2021	2022	2021	2022	2021	2022	2021
Opening Defined Benefit Obligation	5.51	6.77	77.97	76.39	54.12	51.55	92.11	83.84
Current Service cost	-	-	6.51	5.58	1.43	1.59	3.95	6.13
Interest on Defined Benefit Obligation	0.30	0.36	4.65	4.59	3.41	3.30	5.71	5.31
Actuarial changes arising from change in experience	(0.27)	(0.29)	0.71	0.14	(7.17)	(2.10)	(1.04)	1.12
Actuarial changes arising from change in demographic assumption	0.02	-	(2.58)	-	-	-	-	-
Actuarial changes arising from changes in financial assumption	(0.09)	0.02	(3.30)	0.68	(3.81)	0.83	(5.30)	0.27
Benefits Paid	(0.70)	(1.35)	(7.75)	(9.43)	(1.06)	(1.05)	(5.43)	(4.56)
Liability assumed/settled	-	-	(0.08)	0.02	-	-	-	-
Closing Defined Benefit Obligation	4.77	5.51	76.13	77.97	46.92	54.12	90.00	92.11

Changes in the Fair value of Plan Assets during the year:

	Rs. in Crores			
	Pension		Gratuity	
	2022	2021	2022	2021
Opening fair value of Plan assets	5.14	5.92	71.30	65.98
Employers contribution	(1.50)	-	6.68	10.49
Interest on Plan Assets	0.23	0.31	4.44	4.06
Actual return on plan assets less interest on plan assets	0.46	0.07	0.47	0.18
Benefits Paid	(0.52)	(1.16)	(7.75)	(9.43)
Asset acquired/(settled)	-	-	(0.08)	0.02
Closing Fair value of plan assets	3.81	5.14	75.06	71.30

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to the Standalone Financial Statements for the year ended March 31, 2022

Net Asset/(Liability) recognised in balance sheet

	Pension		Gratuity		Medical		Others	
	2022	2021	2022	2021	2022	2021	2022	2021
Present Value of Funded defined benefit obligation at the year end	2.94	3.46	76.13	77.97	-	-	-	-
Fair value of plan assets at the end of the year	3.81	5.14	75.06	71.30	-	-	-	-
	(0.87)	(1.68)	1.07	6.67	-	-	-	-
Present Value of Unfunded defined benefit obligation at the year end	1.83	2.05	-	-	46.92	54.12	90.00	92.11
Asset ceiling	0.29	0.57	-	-	-	-	-	-
Amount recognised in Balance Sheet	1.25	0.94	1.07	6.67	46.92	54.12	90.00	92.11

Expense recognized in the statement of profit and loss for the year:

	Pension		Gratuity		Medical		Others	
	2022	2021	2022	2021	2022	2021	2022	2021
Current Service Cost	-	-	6.51	5.58	1.43	1.59	3.95	6.13
Interest cost on defined benefit obligation (net)	0.07	0.05	0.21	0.53	3.41	3.30	5.71	5.31
Total recognised in the statement of profit and loss	0.07	0.05	6.72	6.11	4.84	4.89	9.66	11.44

Amounts recognized in Other Comprehensive Income for the year:

	Pension		Gratuity		Medical		Others	
	2022	2021	2022	2021	2022	2021	2022	2021
Actuarial changes arising from changes in financial assumption	(0.09)	0.02	(3.30)	0.68	(3.81)	0.83	(5.30)	0.27
Actuarial changes arising from changes in demographic assumption	0.02	-	(2.58)	-	-	-	-	-
Actuarial changes arising from changes in experience assumption	(0.27)	(0.29)	0.71	0.14	(7.17)	(2.10)	(1.04)	1.12
Return on plan asset excluding interest Income	(0.46)	(0.07)	(0.47)	(0.18)	-	-	-	-
Adjustment to recognise the effect of asset ceiling	(0.28)	0.01	-	-	-	-	-	-
Total recognised in Other Comprehensive Income	(1.08)	(0.33)	(5.64)	0.64	(10.98)	(1.27)	(6.34)	1.39

Maturity Profile of defined benefit obligation (on an undiscounted basis)

	Pension		Gratuity		Medical		Others	
	2022	2021	2022	2021	2022	2021	2022	2021
Within next 12 months	1.53	2.21	14.02	10.26	1.81	1.78	5.77	5.80
Between 2 and 5 years	2.21	2.86	24.08	22.77	7.77	7.71	26.29	25.13
Between 6 and 9 years	1.02	1.83	26.23	25.53	8.53	8.53	28.73	27.98
10 years and above	1.44	1.77	82.75	98.49	46.33	48.41	145.18	139.12

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to the Standalone Financial Statements for the year ended March 31, 2022

Principal Actuarial assumptions used:

	2022	2021
Discount rates	6.95%	6.40%
Salary escalation rate	8% for management staff 7% for workers/staff	8% for management staff 7% for workers/staff
Annual increase in health care costs	8%	8%
Pension increase rate	18% after every three years	18% after every three years
Mortality rates	Indian Assured Lives mortality (2012-14) Ult Table	Indian Assured Lives mortality (2012-14) Ult Table

Quantitative sensitivity analysis for significant assumption is as below:

Sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. In presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

	Rs. in Crores			
	Pension	Gratuity	Medical	Others
	2022	2022	2022	2022
Impact of increase in 50 basis point in discount rate on Defined Benefit Obligation	(0.08)	(2.79)	(3.06)	(3.99)
Impact of decrease in 50 basis point in discount rate on Defined Benefit Obligation	0.08	2.99	3.43	4.32
Impact of increase in 50 basis point in salary escalation on Defined Benefit Obligation	-	2.96	-	-
Impact of decrease in 50 basis point in salary escalation on Defined Benefit Obligation	-	(2.79)	-	-
Impact of increase in 100 basis point in health care cost on Defined Benefit Obligation	-	-	7.06	0.11
Impact of decrease in 100 basis point in health care cost on Defined Benefit Obligation	-	-	(5.75)	(0.09)
Impact of increase in 100 basis point in pension rate on Defined Benefit Obligation	0.07	-	-	2.28
Impact of decrease in 100 basis point in pension rate on Defined Benefit Obligation	(0.06)	-	-	(2.20)
Impact of increase in 1 year in Life Expectancy on Defined Benefit Obligation	0.12	-	2.56	3.64
Impact of decrease in 1 year in Life Expectancy on Defined Benefit Obligation	(0.12)	-	(2.58)	(3.63)

Major Categories of Plan Assets :

	Rs. in Crores			
	Pension		Gratuity	
	2022	2021	2022	2021
Govt of India Securities	-	0.10	-	-
Insurance managed Funds	3.67	4.90	74.83	70.95
Others	0.14	0.14	0.23	0.35
Total	3.81	5.14	75.06	71.30

The Company contributes all its ascertained liabilities towards gratuity to the trust set up for the same. Trustees administer the contributions made to the trust. As at March 31, 2022 and March 31, 2021, the plan assets have been primarily invested in insurer managed funds.

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to the Standalone Financial Statements for the year ended March 31, 2022

Expected Contribution over the next financial year:

The Company is expected to contribute Rs. 1.82 Crores to defined benefit obligation funds for the year ending March 31, 2023.

(iii) Provident Fund

The Company operates Provident Fund Schemes and the contributions are made to recognized funds maintained by the Company and for certain categories contributions are made to State Plans. The Company has an obligation to fund any shortfall on the yield of the trust's investments over the administered rates on an annual basis. The Actuary has provided a valuation for provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the below provided assumption:

The details of fund and plan asset position are given below:

	Rs. in Crores	
	2022	2021
Plan Assets as at year end	214.17	178.52
Present Value of Funded Obligations at year end	214.17	183.96
Amount Recognised in the Balance Sheet	-	(5.44)

Assumptions used in determining the present value obligation of the interest rate guarantee under the Deterministic Approach:

	2022	2021
Guaranteed Rate of Return	8.10%	8.50%
Discount Rate for remaining term to Maturity of Investment	6.80%	6.55%
Expected Rate of Return on Investment	8.42%	8.35%

- 40 A. The Board of Directors of the Company in its meeting held on March 29, 2022, has approved the composite scheme of arrangement (the scheme), amongst the Company and its subsidiaries, Tata Coffee Limited (TCL) and TCPL Beverages & Foods Limited (TBFL), in terms of Section 230-232 and other applicable provisions of Companies Act, 2013.

The Scheme inter alia provides for the demerger of the Plantation Business (as defined in the Scheme) of TCL into TBFL and as consideration, issue equity shares of the Company to all the shareholders of TCL (other than to itself) in accordance with the Share Entitlement Ratio mentioned in the Scheme. This would be followed immediately by the amalgamation of the TCL comprising of the Remaining Business (as defined in the Scheme) with the Company and as consideration, issue equity shares of the Company to all the shareholders of TCL (other than to itself) in accordance with the Share Exchange Ratio mentioned in the Scheme.

The Scheme would become effective after receipt of all requisite approvals as mentioned in the Scheme. Pending receipt of necessary approvals, no effect of the Scheme has been given in the financial results for the year ended March 31, 2022.

- 40 B. The Board of Directors of the Company in its meeting held on March 29, 2022 has also approved acquisition of additional 10.15% stake in Tata Consumer Products UK Group Limited, an overseas subsidiary, through an issue of equity shares of the Company on a preferential basis, as consideration for the acquisition. Post completion of this acquisition after requisite approvals, Tata Consumer Products UK Group Limited will become a wholly owned subsidiary of the Company.

41. AUDIT FEES

	Rs. in Crores	
	2022	2021
Statutory Audit	1.87	1.70
Tax Audit	0.16	0.16
Other Services (including Limited Reviews)	1.60	1.39
Reimbursement of Expenses	0.05	0.03
	3.68	3.28

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to the Standalone Financial Statements for the year ended March 31, 2022

42. ADDITIONAL REGULATORY INFORMATION

i) Financial Ratios

The following are analytical ratios for the year ended March 31, 2022 and March 31, 2021:

Particulars	Numerator	Denominator	2022	2021	Change
(a) Current Ratio	Current Assets	Current Liabilities	2.56	2.75	-7%
(b) Debt-Equity Ratio	Total Debt (Note 1)	Total Equity	0.02	0.02	8%
(c) Debt Service Coverage Ratio	Earnings available for debt service	Debt Service (Note 2)	20.54	17.68	16%
(d) Return on Equity Ratio	Profit for the year	Average Total Equity	7.71%	5.61%	210bps *
(e) Inventory turnover ratio	Revenue from Operations	Average Inventory	5.92	6.15	-4%
(f) Trade Receivables turnover ratio	Revenue from Operations	Average Trade Receivable	29.43	25.04	18%
(g) Trade payables turnover ratio	Purchases and Other Services	Average Trade Payables	5.47	7.63	28% **
(h) Net capital turnover ratio	Revenue from Operations	Working Capital	3.32	2.91	14%
(i) Net profit ratio	Profit for the year	Revenue from Operations	11.17%	8.66%	251bps ***
(j) Return on Capital employed	EBIT (Note 3)	Capital Employed (Note 4)	22.25%	20.83%	142bps
(k) Return on investment	Earnings from invested funds	Average invested funds in Treasury Investments	3.98%	3.92%	6bps

* Led by higher operating margin and other income

** Higher efficiency due to working capital optimisation

*** Led by higher operating margin and other income

Note 1: Debt includes lease liabilities

Note 2: Debt service = Interest and Lease payments and Principal Repayments

Note 3: EBIT = Profit before exceptional items + Finance Costs - Interest and Investment Income

Note 4: Capital Employed = Net Tangible Assets + Total Debt + Deferred Tax Liabilities

ii) Relationship with Struck off Companies

The company does not have any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, during the current year and in the previous year.

43. Unless otherwise stated, figures in brackets relate to the previous year. Previous period's figures have been regrouped / rearranged, to the extent necessary, to conform to current period's classifications. All the numbers have been rounded off to nearest crore.

INDEPENDENT AUDITOR'S REPORT

To The Members of Tata Coffee Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Tata Coffee Limited ("the Company"), which comprise the Balance Sheet as at 31 March, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2022, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under

Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	Growing Produce (Existence and Valuation) Produce of coffee, tea and pepper growing on the bearer plants ("growing produce") are measured at fair value based on their biological transformation. The fair valuation of the growing produce is significant to our audit on account of the significant management judgements applied in determining estimated quantity and transformation based on factors like stage of growth (determined based on the visible growth and systematic crop estimation) and harvesting cycle of the crops and their fair values less costs to sell which is based on factors like established conversion norms and the published rates. Refer to Note 8 and Note 40 of the standalone financial statements for the fair value measurement, Note 2.2 (h) for accounting policies and Note 2.3.(iv) relating to Valuation of Agricultural Produce under Key accounting judgements, estimates and assumptions.	With respect to the existence of the growing produce of coffee, tea and pepper: - Obtained an understanding of the significant management judgements applied in determination of the quantity and biological transformation of the growing produce. - Evaluated the design of internal controls relating to the management's process of making judgments and estimates relating to quantity, biological transformation, and also tested the operating effectiveness of the aforesaid controls. - Retrospectively compared the actual harvest data with the growing produce that was estimated and recorded by the management prior to harvest to assess the reasonableness of the process of prior estimation by the management and also to assess the reliability of the basis of management judgement in estimating growing produce as at the balance sheet date. With respect to valuation of growing produce: - Evaluated the design of internal controls relating to the management's judgments and estimates for determining fair value less cost to sell and also tested the operating effectiveness of the aforesaid controls.

Sr. No.	Key Audit Matter	Auditor's Response
2	Inventory of raw / cured coffee beans ("green coffee beans"), tea and pepper (Valuation) Finished goods inventory are valued at lower of cost and net realizable value (estimated selling price less estimated cost to sell). Considering that there is always a volatility in the selling price of green coffee beans, tea and pepper, which is dependent upon various market conditions, determination of the net realizable value for green coffee beans, tea and pepper involves significant management judgement and therefore has been considered as a key audit matter. The total value of finished goods (commodities) as at 31 March, 2022 is ₹21771.51 Lakh. Also refer to Note 2.3 (iv) relating to Valuation of Agricultural Produce under Key accounting judgements, estimates and assumptions.	2. Validated the market information considered by the management in determining the fair values. 3. Compared the estimate of costs to sell to the actual selling cost incurred during the year to validate the reasonability of the estimate of costs to sell considered in determining fair values as at the Balance Sheet date. Tested the appropriateness of the disclosure in the standalone financial statements in accordance with the applicable financial reporting framework. With respect to the net realisable value: 1. Obtained an understanding of the determination of the net realizable values of green coffee beans, tea and pepper and assessed and tested the reasonableness of the significant judgements applied by the management. 2. Evaluated the design of internal controls relating to the valuation of green coffee beans, tea and pepper and also tested the operating effectiveness of the aforesaid controls. 3. To assess the reasonableness of the net realisable value that was estimated and considered by the management: • With respect to the committed stock of green coffee beans for which the Company has entered into contracts with the respective customers, on a sample basis, compared the net realisable value with the rates as per the said contracts; • With respect to the uncommitted stock of green coffee beans, obtained the market information relating to coffee prices and assessed the reasonableness of the adjustments that were made to such market prices to estimate the net realisable value; • With respect to the uncommitted stock of tea and pepper, obtained the latest realization rates / market information relating to prices and assessed the reasonableness of the adjustments that were made to such market prices to estimate the net realisable value; • Verified the publicly available market information to assess if there has been significant decrease in the rates subsequent to the year end. 4. Compared the actual costs incurred to sell based on the latest sale transactions to assess the reasonableness of the cost to sell that was estimated and considered by the management. 5. Compared the cost of the finished goods with the estimated net realisable value and checked if the finished goods were recorded at net realisable value where the cost was higher than the net realisable value. Tested the appropriateness of the disclosure in the standalone financial statements in accordance with the applicable financial reporting framework.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, for example, Corporate Overview, Key Highlights, Directors' Report, Report on Corporate Governance, Management Discussion & Analysis Report, Business Responsibility Report, etc., but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

- e) On the basis of the written representations received from the directors as on 31 March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company

("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

As stated in Note 12 (a) to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Arunabha Bhattacharya

Partner
(Membership No. 054110)
(UDIN: 22054110AHUUZQ3188)

Place : Kolkata
Date : April 26, 2022

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on other Legal and Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Tata Coffee Limited (“the Company”) as of 31 March, 2022 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2022, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm’s Registration No. 117366W/W-100018)

Arunabha Bhattacharya
Partner
(Membership No. 054110)
(UDIN: 22054110AHUUZQ3188)

Place : Kolkata
Date : April 26, 2022

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Bearer plant, capital work-in-progress, investment properties and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of verification of property, plant and equipment, Bearer plants, capital work in-progress, investment properties and right-of-use assets so to cover all the items once every 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) Based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties of land and buildings (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment, capital work in progress, investment property and non-current assets held for sale, are held in the name of the Company as at the balance sheet date. In respect of immovable and movable properties that have been taken on lease and disclosed in the financial statements as right-of use asset as at the balance sheet date, the lease agreements are duly executed in favour of the Company.
- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31 March, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹5 crores, in aggregate, at points of time during the year, from bank on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising of value of closing stock of inventory, receivables and payables filed by the Company with such bank are in agreement with the audited books of account of the Company of the respective quarters.
- (iii) a) The Company has provided loans or advances in the nature of loans, stood guarantee or provided security to any other entity during the year and details of which are given below:

₹ lakh

	Loans	Guarantees
Aggregate amount granted / provided during the year		
- Others	3000	-
Balance outstanding as at Balance Sheet date:*		
Subsidiary	-	31361

* The amounts reported are at gross amount, without considering provision made.

- b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans and guarantees provided, during the year are, in our opinion, *prima facie*, not prejudicial to the Company's interest.

- c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for manufacturing of coffee and tea. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) In respect of statutory dues:
- (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.
- There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at 31 March, 2022 for a period of more than six months from the date they became payable.
- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March, 2022 on account of disputes are given below:

Name of Statute	Nature of Dues	Amounts Involved (₹ Lakh)	Amount Unpaid (₹ Lakh)	Period to which the Amount Relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax (including interest)	1667.70	366.68	AY 2012-13	Commissioner of Income Tax (Appeals)
		2930.14	731.85	AY 2015-16	
		4149.32	1739.03	AY 2018-19	
Andhra Pradesh VAT & CST Acts	Sales Tax	2.82	1.40	FY 2005-06	Appellate Tribunal

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The company has not raised any loans during the year and hence reporting on clause (ix)(f) of the Order is not applicable.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under Sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto March 2022.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its holding company, subsidiary company or persons connected with such directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- (d) The Group has more than one CIC as part of the group. There are six CIC forming part of the group.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from

the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of Sub-section (6) of Section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

(xxi) According to the information and explanations given to us, and based on the CARO report issued by and the information provided by the auditors of the companies included in the consolidated financial statements of the Company we report that CARO is applicable only to the parent and to no other

company included in the consolidated financial statements. We have not reported any qualifications or adverse remarks in the CARO report of the parent.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Arunabha Bhattacharya
Partner
(Membership No. 054110)
(UDIN: 22054110AHUUZQ3188)

Place : Kolkata
Date : April 26, 2022

Balance Sheet

as at March 31, 2022

Particulars	Note	2022	₹ Lakh 2021
ASSETS			
Non-current assets			
Property, Plant and Equipment	1 (a)	38686.65	38793.06
Capital Work-in-progress	1 (a)	6369.18	4456.69
Right-of-Use Assets	1 (b)	122.91	11.36
Investment Property	2	1731.55	3316.93
Intangible Assets	3	143.60	169.19
Financial Assets			
Investments	4	24687.93	22537.53
Loans	5	20.98	16.45
Other Financial Assets	6	22.94	22.32
Non-current Tax Assets	17	1288.13	1288.13
Other Non-current Assets	7	427.01	779.53
		73500.88	71391.19
Current assets			
Inventories including Biological Assets	8	39578.74	27729.40
Financial Assets			
Investments	4	4093.73	3538.82
Trade Receivables	9	10676.26	10852.23
Cash and Cash Equivalents	10	848.73	5911.40
Other Bank Balances	10	9340.84	2968.79
Loans	5	177.76	7210.20
Other Financial Assets	6	1598.57	2487.33
Other Current Assets	7	2958.40	2697.03
		69273.03	63395.20
Non Current Assets held for sale	11	49.20	125.33
Total Assets		142823.11	134911.72
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	12 (a)	1867.70	1867.70
Other Equity	12 (b)	114580.75	107267.58
Total Equity		116448.45	109135.28
Liabilities			
Non-current liabilities			
Financial Liabilities			
Lease Liabilities	14 (b)	87.94	7.12
Other Financial Liabilities	15	156.15	403.56
Provisions	16	3540.85	3915.70
Deferred Tax Liabilities (Net)	17	1813.40	1635.20
		5598.34	5961.58
Current liabilities			
Financial Liabilities			
Borrowings	14 (a)	7311.18	7300.04
Lease Liabilities	14 (b)	41.51	9.52
Trade Payables:-			
(a) Total outstanding dues of Micro and Small Enterprises	18 (a)	69.51	243.69
(b) Total outstanding dues of creditors other than Micro and Small Enterprises	18 (b)	4539.71	3631.10
Other Financial Liabilities	15	7235.70	6630.74
Provisions	16	272.44	279.44
Current Tax Liabilities	17	62.65	172.37
Other Current Liabilities	19	1243.62	1547.96
		20776.32	19814.86
Total Equity and Liabilities		142823.11	134911.72

The accompanying significant accounting policies and notes form an integral part of the standalone financial statements.

As per our Report of even date attached

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

ARUNABHA BHATTACHARYA

Partner
Membership No.054110

Place: Bengaluru
Date: April 26, 2022

For and on behalf of the Board of Directors

CHACKO PURACKAL THOMAS
Managing Director & CEO

S. VENKATRAMAN
Director

K. VENKATARAMANAN
Executive Director - Finance & CFO

N. ANANTHA MURTHY
Company Secretary

Statement of Profit and Loss

for the year ended March 31, 2022

		₹ Lakh	
Particulars	Note	2022	2021
INCOME			
Revenue from operations	20	81689.11	73663.70
Other Income	21	7033.24	7791.38
Total Income		88722.35	81455.08
EXPENSES			
Cost of materials consumed	22 (a)	29056.50	22753.24
Purchases of Stock-in-trade	22 (b)	12088.02	9533.56
Changes in Inventories of finished goods, work-in-progress, Stock-in-trade and Biological Assets	22 (c)	(9137.39)	(1448.19)
Employee benefits expense	23	21534.48	19596.41
Finance costs	24	451.60	487.82
Depreciation and amortisation expense		2443.91	2424.70
Other expenses	25	20025.59	16248.93
Total Expenses		76462.71	69596.47
Profit before exceptional items and tax		12259.64	11858.61
Exceptional Items	26	(92.10)	-
Profit before tax		12167.54	11858.61
Tax Expense			
Current tax	17	1854.65	1721.99
Deferred tax	17	128.66	56.80
Total tax expense		1983.31	1778.79
Profit for the year		10184.23	10079.82
Other Comprehensive Income		(69.51)	1231.12
Items that will not be reclassified to profit / (loss)		5.84	444.26
Remeasurements of the defined benefit plans		70.84	459.36
Equity instruments through other comprehensive income		0.33	0.79
Income tax relating to items that will not be reclassified to profit or loss		(65.33)	(15.89)
Items that will be reclassified to profit/ (loss)		(75.35)	786.86
Effective portion of Gains/(Loss) in cash flow hedges		(91.14)	1022.49
Income tax on items that will be reclassified to profit or loss		15.79	(235.63)
Total Comprehensive Income for the year		10114.72	11310.94
Earnings per equity share			
Basic & Diluted	36	5.45	5.40

The accompanying significant accounting policies and notes form an integral part of the standalone financial statements.

As per our Report of even date attached

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

For and on behalf of the Board of Directors

CHACKO PURACKAL THOMAS

Managing Director & CEO

K. VENKATARAMANAN

Executive Director - Finance & CFO

ARUNABHA BHATTACHARYA

Partner

Membership No.054110

Place: Bengaluru

Date: April 26, 2022

S. VENKATRAMAN

Director

N. ANANTHA MURTHY

Company Secretary

Statement of Changes in Equity

as at March 31, 2022

	Equity				Other Equity				Total Other Equity	₹ Lakh Total Equity			
	Number of Shares	Equity Share Capital	Capital Redemption Reserve	Securities Premium	General Reserves I	General Reserves II	Amalgamation Reserves	Retained Earnings					
									Items of Other Comprehensive Income	Effective portion of Cash Flow Hedges	Actuarial Gain/(Loss)		
									Equity Instruments through Other Comprehensive Income				
Balance as at April 1, 2020	186770370	1867.70	10.41	14424.27	16795.30	11765.64	832.53	56233.66	(0.05)	(550.70)	(1328.74)	98182.32	100050.02
Profit for the period								10079.82				10079.82	10079.82
Other Comprehensive Income for the period, net of Income Tax									0.79	786.86	443.47	1231.12	1231.12
Total Comprehensive Income for the period								10079.82	0.79	786.86	443.47	11310.94	11310.94
Dividends								(2801.55)				(2801.55)	(2801.55)
Transfer from Retained Earnings								(826.94)				-	-
Reversal of Dividend Distribution Tax								575.87				575.87	575.87
Balance as at April 1, 2021	186770370	1867.70	10.41	14424.27	16795.30	12592.58	832.53	63260.86	0.74	236.16	(885.27)	107267.58	109135.28
Profit for the period								10184.23				10184.23	10184.23
Other Comprehensive Income for the period, net of Income Tax									0.33	(75.35)	5.51	(69.51)	(69.51)
Total Comprehensive Income for the period								10184.23	0.33	(75.35)	5.51	10114.72	10114.72
Dividends								(2801.55)				(2801.55)	(2801.55)
Transfer from Retained Earnings								(1597.08)				-	-
Balance as at March 31, 2022	186770370	1867.70	10.41	14424.27	16795.30	14189.66	832.53	69046.46	1.07	160.81	(879.76)	114580.75	116448.45
The accompanying significant accounting policies and notes form an integral part of the standalone financial statements.													

The accompanying significant accounting policies and notes form an integral part of the standalone financial statements.

As per our Report of even date attached
For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

ARUNABHA BHATTACHARYA
Partner
Membership No.054110
Place: Bengaluru
Date: April 26, 2022

For and on behalf of the Board of Directors
CHACKO PURACKAL THOMAS
Managing Director & CEO

S. VENKATRAMAN
Director

K. VENKATARAMANAN
Executive Director - Finance & CFO

N. ANANTHA MURTHY
Company Secretary

Cash Flow Statement

for the year ended March 31, 2022

Particulars	2022	2021
Cash flows from operating activities		
Profit Before Tax for the year	12167.54	11858.61
Adjustments for:		
Depreciation and amortisation	2443.91	2424.70
Interest Income	(528.53)	(711.27)
Dividend Income from Investments in Subsidiary	(4484.00)	(4412.06)
Dividend income from Other Non Current Investments	(0.01)	(0.02)
Net Gain on Sale of Current Investments	(129.92)	(211.72)
Loss / (Gain) on investments carried at fair value through profit or loss	(20.54)	68.92
Rental Income from Investment Property	(242.02)	(381.07)
Finance Costs	451.60	487.82
Unrealised foreign exchange (gain) / loss	(47.95)	385.78
Exceptional Items	92.10	-
(Profit) / loss on sale of Property, Plant and Equipment	47.92	(1300.48)
Profit on Sale of Biological Assets - Timber (Net)	(1597.08)	(826.94)
Sub-Total	(4014.52)	(4476.34)
Operating Profit Before Working Capital Changes	8153.02	7382.27
Movements in Working Capital		
Trade Receivables	223.92	(73.94)
Other Financial Assets	679.98	627.67
Loans	27.91	130.17
Other Current and Non-current Assets	68.30	(148.97)
Inventories including Biological Assets	(11849.34)	(2558.04)
Trade Payables	734.43	81.60
Other Financial Liabilities	423.89	(522.87)
Other Current Liabilities	(304.34)	(296.53)
Provisions	(480.83)	(97.24)
Changes in Working Capital	(10476.08)	(2858.15)
Cash Generated from Operations	(2323.06)	4524.12
Income taxes paid	(1964.37)	(1655.47)
Net Cash Flows (Used in) / from Operating Activities (A)	(4287.43)	2868.65

Cash Flow Statement [Contd.]

for the year ended March 31, 2022

	₹ Lakh	
Particulars	2022	2021
Cash flows from investing activities		
Interest received	645.55	318.54
Dividends received from Subsidiary	4484.00	4412.06
Other dividends received	0.01	0.02
Payments for property, plant and equipment and Intangibles	(4407.42)	(2192.24)
Rental Income from Investment Property	242.02	381.07
Proceeds from Sale of property, plant and equipment/Investment Property	1708.14	3063.15
Profit on Sale of Biological Assets - Timber (Net)	1597.08	826.94
Inter Corporate Deposits Redeemed/(Placed) (Net)	7000.00	(7000.00)
Net cash outflow on Purchase/Sale of Mutual Funds	(404.45)	7508.01
Movement in Other Bank Balances	(6383.70)	(2730.00)
Investment in Subsidiary	(2165.22)	-
Sale/(Purchase) of Non-current Investments (Net)	15.15	1.50
Net Cash Flows from Investing Activities (B)	2331.16	4589.05
Cash flows from financing activities		
Proceeds from Current Borrowings (Net)	11.14	197.32
Payment of finance lease obligations	(33.98)	(16.31)
Dividend / Dividend Tax	(2801.55)	(2801.55)
Proceeds from refund of Dividend Distribution Tax earlier paid	-	907.00
Finance Cost paid	(282.01)	(266.45)
Net Cash Flows used in Financing Activities (C)	(3106.40)	(1979.99)
Net Increase In Cash and Cash Equivalents (A+B+C)	(5062.67)	5477.71
Cash and cash equivalents at the beginning of the year	5911.40	433.69
Cash and cash equivalents at the end of the year	848.73	5911.40

The accompanying significant accounting policies and notes form an integral part of the standalone financial statements.

As per our Report of even date attached

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

ARUNABHA BHATTACHARYA
Partner
Membership No.054110

Place: Bengaluru
Date: April 26, 2022

For and on behalf of the Board of Directors

CHACKO PURACKAL THOMAS
Managing Director & CEO

S. VENKATRAMAN
Director

K. VENKATARAMANAN
Executive Director - Finance & CFO

N. ANANTHA MURTHY
Company Secretary

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

1. General Information

Tata Coffee Limited ("the Company") and its subsidiaries (together "the Group") are engaged in the production, trading and distribution of Coffee, Tea and Allied products. The Group has business operations mainly in India, USA and CIS countries, Europe, Africa and Vietnam.

The Company is a public limited company incorporated and domiciled in India and has its registered office at Pollibetta, Kodagu, Karnataka, India. The Company has its listings on BSE Limited and National Stock Exchange of India Limited.

The Financial Statements for the year ended March 31, 2022 were approved for issue by Company's Board of Directors on April 26, 2022.

2. Preparation and Presentation of Financial Statements

2.1 Basis of preparation and measurement

a) Basis of preparation

The financial statements are prepared in accordance with and in compliance, in all material aspects, with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read along with Companies (Indian Accounting Standards) Rules, as amended and other provisions of the Act. On March 24, 2021, the Ministry of Corporate Affairs (MCA) through a notification, amended Schedule III of the Companies Act, 2013 and the amendments are applicable for financial periods commencing from April 1, 2021. The Company has evaluated the effect of the amendments on its financial statements and complied with the same.

b) Basis of measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. All assets and liabilities are classified into current and non-current generally based on the nature of product/activities of the Company and the normal time between acquisition of assets/liabilities and their realisation/settlement in cash or cash equivalent. The Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.2 Significant Accounting Policies:

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Property, Plant and Equipment

- i) Recognition and measurement: Property, plant and equipment including bearer assets are carried at historical cost of acquisition or deemed cost less accumulated depreciation and accumulated impairment loss, if any. Historical cost includes its purchase price, including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any cost directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent expenditure related to an asset is added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All repairs and maintenance are charged to the Statement of Profit and Loss during the financial year in which these are incurred.
- ii) Depreciation: Depreciation is provided on assets to get the initial cost down to the residual value. Land is not depreciated. Depreciation is provided on a straight-line basis over the estimated useful life of the asset or as prescribed in Schedule II to the Companies Act, 2013 or based on a technical evaluation of the asset. Cost incurred on assets under development are disclosed under capital work in progress and not depreciated till asset is ready to use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Estimated useful life of items of Property, Plant and Equipment are as follows:

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Type of Assets	Estimated Useful Life (in years)
Leasehold Land	Perpetual Lease
Buildings including Water supply System	28-58
Roads/Carpeted/Non-Carpeted	10
Irrigation Systems	10-20
Electrical Installations	20
Plant & Machinery - Continuous Process	18
Plant & Machinery - Others	20
Furniture & Fittings	15
Computers	6
Motor Vehicles	10
Office Equipment	5

The residual values and useful lives for depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Recoverable amount is higher of the value in use or exchange.

Gains and losses on disposals are determined by comparing the sale proceeds with the carrying amount and are recognised in the Statement of Profit and Loss.

(b) Biological Assets

Biological assets are classified as Bearer biological assets, and agricultural produce. Bearer Biological Assets which are held to bear agricultural produce are classified as Bearer plants.

Bearer plants are recognised under Property, Plant and Equipment on fulfilment of the following conditions.

1. Is used in the production or supply of agricultural produce;
2. Is expected to bear produce for more than one period; and has a remote likelihood of

being sold as agricultural produce, except for incidental scrap sales.

Tea bushes, Coffee bushes, Pepper vines, Cardamom tiller and Shade trees are recognised as Bearer biological assets. These are classified as Mature Bearer Plants and Immature Bearer Plants. Mature Bearer Plants are those that have attained harvestable stage. Cost incurred for new plantations and immature areas are capitalised. Cost includes cost of land preparation, new planting and maintenance till maturity. The cost of areas coming into bearing is transferred to mature plantations and depreciated over their estimated useful lives.

Bearer plants relating to Coffee and Tea bushes, Pepper vines and minor produces attain a harvestable stage in about 3-5 years.

Bearer biological assets are carried at cost less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure on bearer assets are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Mature bearer plants are depreciated over their estimated useful life. Immature bearer plants are tested for impairment / obsolescence. The estimated useful life of mature bearer plants is as follows:

Type of Bearer Biological Assets	Estimated Useful Life (in years)
Arabica Coffee Plants	30
Robusta Coffee Plants	58
Tea Bushes	58
Pepper Vines & Cardamom Tillers	35
Silver oak and Shade Management Trees	35

Refer Para 2.2. (h) for accounting of agricultural produce.

(c) Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not used

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

in the production of goods and services or for the administrative purposes is classified as investment property. Investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure related to investment properties are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Investment properties are depreciated using the straight-line method over the estimated useful lives. The Company's depreciable investment properties have a useful life of 50 years.

(d) Intangible Assets - Computer software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of 3 to 5 years.

(e) Impairment of Tangible and Intangible assets

Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest possible levels for which there are independent cash inflows (cash-generating units). Prior impairment of non-financial assets (other than goodwill) are reviewed for possible reversal of impairment losses at each reporting date. Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment.

(f) Non-current assets held for sale

Non-current assets held for sale are presented separately in the Balance Sheet when the following criteria are met:

- the Company is committed to selling the asset;
- the assets are available for sale immediately;
- an active plan of sale has commenced; and
- sale is expected to be completed within 12 months.

Assets held for sale and disposal groups are measured at the lower of their carrying amount and fair value less cost to sell. Assets held for sale are no longer amortised or depreciated.

(g) Financial Instruments

Financial assets

The Company classifies its financial assets in the following categories:

- i) **Financial assets at amortised cost**- Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.

These are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value which usually represents cost plus transaction costs and subsequently, if maturing after 12 months period, carried at amortised cost using the effective interest method, less any impairment loss.

Financial assets at amortised cost are represented by trade receivables, security and other deposits, cash and cash equivalent, employee and other advances.

- ii) **Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)** – All equity investments are measured at fair values. Investments which are not held for trading purposes and where the Company has exercised the option to classify the investment as at FVTOCI, all fair value changes on the investment are recognised in Other Comprehensive Income (OCI). The accumulated gains or losses are recognised in OCI are reclassified to retained earnings on sale of such investment.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

- iii) **Financial assets at Fair Value through Profit and loss (FVTPL)** - Financial assets which are not classified in any of the categories above are measured at FVTPL. These include surplus funds invested in mutual funds etc.

- iv) **Impairment of financial assets** - The Company assesses expected credit losses associated with its assets carried at amortised cost and fair value through other comprehensive income based on Company's past history of recovery, credit-worthiness of the counter party and existing market conditions. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach for recognition of impairment allowance as provided in Ind AS 109 – Financial Instruments, which requires expected lifetime losses to be recognised on initial recognition of the receivables.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in case of loans and borrowings net of directly attributable costs.

Financial liabilities are subsequently measured at amortised cost using effective interest method. For trade and other payable maturing within one year from the Balance Sheet date, the carrying value approximates fair value due to short maturity of these investments.

Derivative financial instruments and hedging activities

A derivative is a financial instrument which changes value in response to changes in an underlying asset and is settled at a future date. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Company designates certain derivatives as either:

- (a) hedges of the fair value of recognised assets or liabilities (fair value hedge); or
- (b) hedges of a particular risk associated with a firm commitment or a highly probable forecasted transaction (cash flow hedges).

The Company documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Company also documents its assessment, both at hedge inception and on an on-going basis, of whether the derivatives that are used in hedging transactions are effective in offsetting changes in cash flows of hedged items.

Movements in the hedging reserve are accounted in other comprehensive income and are shown within the statement of changes in equity. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of hedged item is more than 12 months and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

(a) Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

(b) Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The ineffective portion of changes in the fair value of the derivative is recognised in the Statement of Profit and Loss.

Gains or losses accumulated in equity are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects the Statement of Profit and Loss.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

When a hedging instrument expires or swapped or unwound, or when a hedge no longer meets the criteria for hedge accounting, any accumulated gain or loss existing in statement of changes in equity is recognised in the Statement of Profit and Loss.

When a forecasted transaction is no longer expected to occur, the cumulative gains/losses that were reported in equity are immediately transferred to the Statement of Profit and Loss.

Financial Guarantee Contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because the beneficiary fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contracts issued by the Company are measured at their applicable fair values.

Fair value measurement

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- i) Level 1: The fair value of financial instruments quoted in active markets is based on their quoted closing price at the Balance Sheet date.
- ii) Level 2: The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions.
- iii) Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations

using inputs that are not based on observable market data (unobservable inputs).

(h) Inventories including Agricultural Produce

Produce growing on Bearer plant is Biological asset and are fair valued based on the biological transformation, except where on initial recognition quoted market prices are not available and alternate fair value measures are clearly unreliable in which case biological asset is measured at cost less any accumulated depreciation and impairment loss.

Tea, Coffee, Pepper and minor crops are designated as agricultural produce as per Ind AS 41 and are measured at their fair value less cost to sell at the point of harvest. Any changes in fair value are recognised in the Statement of Profit and Loss in the year in which these arise upon harvest. The fair valuation so arrived at becomes the cost of Inventory under Ind AS-2.

Raw materials, work in progress, traded and finished goods are stated at the lower of cost and net realisable value, net realisable value represents the estimated selling price less all estimated cost of completion and selling expenses. Stores and spares are carried at cost. Provision is made for obsolete, slow-moving and defective stocks, where necessary.

(i) Employee Benefits

The Company operates various post-employment schemes, including both defined benefit and defined contribution plans and post-employment medical plans. Short term employee benefits are recognized on an undiscounted basis whereas Long term employee benefits are recognized on a discounted basis.

i) Post retirement employee benefits:

Contribution to post retirement defined benefit and contribution schemes like Provident Fund (PF) and Superannuation Schemes and other such schemes are accounted for on accrual basis by the Company. With regard to PF contribution made by the Holding Company to a Self-Administered Trust, Company is generally

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

liable for annual contributions and for any shortfall in the fund assets based on the government specified minimum rates of return. Such contributions and shortfalls are recognised as an expense in the year incurred.

Post retirement defined benefits including gratuity, pension and medical benefits (for qualifying executives/whole time directors) as provided by the Company are determined through independent actuarial valuation, at year end and charge recognised in the Statement of Profit and Loss. Interest costs on employee benefit schemes have been classified within finance cost. For schemes, where funds have been set up, annual contributions determined as payable in the actuarial valuation report are contributed. Re-measurements. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in other comprehensive income. Such accumulated re-measurement balances are never reclassified into the Statement of Profit and Loss subsequently. The Company recognises in the Statement of Profit and Loss, gains or losses on curtailment or settlement of a defined benefit plan as and when the curtailment or settlement occurs.

ii) Other employee benefits:

Other employee benefits are accounted for on accrual basis. Liabilities for compensated absences are determined based on independent actuarial valuation at year end and charge is recognised in the Statement of Profit and Loss.

(j) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to

settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised till the realisation of the income is virtually certain. However, the same are disclosed in the financial statements where an inflow of economic benefit is possible.

(k) Income Tax

i) Current Income Tax:

Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with local laws of various jurisdiction where the Company operates.

ii) Deferred Tax:

Deferred tax is provided using the Balance Sheet approach on temporary differences

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The tax rates and tax laws used to compute the tax are those that are enacted or substantively enacted at the reporting date.

Current and Deferred Tax are recognised in the Statement of Profit and Loss except to items recognised directly in Other Comprehensive income or equity in which case the deferred tax is recognised in other comprehensive income and equity respectively.

(l) Foreign currency translations

Foreign currency transactions and balances:

Transactions in foreign currencies are recorded at the exchange rate that approximates the prevalent exchange rate on the transaction date. Monetary assets and liabilities in foreign currencies are translated at the year-end rate. Any resultant exchange differences are taken to the Statement of Profit and Loss, except

When deferred, in Other Comprehensive Income as qualifying cash flow hedges;

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

(m) Revenue Recognition

(i) Revenue from contracts with customers

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the

customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/discounts. Accumulated experience is used to estimate and provide for the discounts/right of return, using the expected value method.

(ii) Interest and dividend income

Interest income is recognised using the effective interest method.

When a loan and receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

Dividend income is recognised when the right to receive payment is established. Income from investments are accounted on an accrual basis.

(n) Government Grants

Government grants including any non-monetary grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with.

Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the periods in which the related costs, for which the grants are intended to compensate, are recognised as expenses.

Government grants related to property, plant and equipment are presented at fair value and grants are recognised as deferred income.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

(o) Leases

As a lessee

Lease of assets, where the Company, as a lessee, has substantially assumed all the risks and rewards of ownership are recognised as Leases for all leases above 12 months, unless the underlying asset is of low value. Assets classified are capitalised and depreciated as per Company's policy on Property, Plant and Equipment. The corresponding lease rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each year.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

(p) Borrowing Costs

Borrowing costs consist of interest, ancillary and other costs that the Company incurs in connection with the borrowing of funds and interest relating to other financial liabilities. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which these occur.

(q) Exceptional Items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company. These are material

items of income or expense that have to be shown separately due to the significance of their nature or amount.

(r) Earnings per share

The Company presents basic and diluted earnings per share data for its equity shares. Basic and diluted earnings per share is calculated by dividing the profit or loss attributable to owners of the equity shares of the Holding Company by the weighted average number of equity shares outstanding during the year.

(s) Segment Reporting

Segments are identified based on the manner in which the Chief Operating Decision Maker ('CODM') decides about resource allocation and reviews performance.

Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Segment capital expenditure is the total cost incurred during the period to acquire property and equipment and intangible assets other than goodwill.

(t) Cash and cash equivalents

Cash and cash equivalents for the purpose of presentation in the statement of cash flows comprises of cash at bank and in hand, bank overdraft and short term highly liquid investments/bank deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

(u) Offsetting instruments

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

(v) Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted but disclosed.

2.3 Key accounting judgement, estimates and assumptions

The preparation of the financial statements required the Management to exercise judgment and to make estimates and assumptions. The Management has considered the possible effects, if any, that may result from the pandemic relating to COVID-19 on the carrying amounts of its assets. In developing the assumptions and estimates relating to the uncertainties as at the Balance Sheet date in relation to the recoverable amounts of these assets, the Management has considered the global economic conditions prevailing as at the date of approval of these financial statements and has used internal and external sources of information to the extent determined by it. The actual outcome of these assumptions and estimates may vary in future due to the impact of the pandemic.

The areas involving critical estimates or judgements are:

i. Depreciation and amortisation

Depreciation and amortisation are based on management estimates of the future useful lives of the property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortisation charges.

ii. Employee Benefits

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using various assumptions. The assumptions used in determining the net cost/(income) includes the discount rate, wage escalation and employee attrition. Any

changes in these assumptions will impact the carrying amount of obligations. The discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.

iii. Fair valuation

All financial instruments are required to be fair valued as at the Balance Sheet date, as provided in Ind AS 109 and Ind AS 113. Being a critical estimate, judgement is exercised to determine the carrying values. The fair value of financial instruments that are unlisted and not traded in an active market is determined at fair values assessed based on recent transactions entered into with third parties, based on valuation done by external appraisers etc., as applicable.

iv. Valuation of Agricultural Produce

Produce growing on Bearer plants are Biological Assets and are 'fair valued' based on biological transformations. As Coffee and Pepper undergo biological transformations, the same are 'fair valued' only when the growth can be measured reliably. As at the Balance Sheet date, the Management has determined that it can reliably measure the biological transformations of its growing produce and such growing produce and agricultural produce (comprising growing produce and produce at harvest) have been measured at 'fair values' based on the Management's estimates of expected produce and grade of produce considering the assessment of the biological transformations observed at the year end and assumption of factors such as weather patterns, crop health until harvest and crop characteristics, etc., which are susceptible to variations. 'Fair values' have been assessed at market prices at the reporting date and adjusted for estimates of costs to be incurred from the reporting date until harvest. Considering the susceptibility of the estimates to variations, these estimates and assumptions are reviewed periodically / at every reporting date until harvest and revisions to the 'fair values' carried out on a cumulative basis. Such variations are considered as change in estimates and are presented as part of Changes in inventories of Finished Goods, Work in Progress, Stock-in-trade and Biological Assets.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 1 (a): Property, Plant and Equipment

Particulars	Freehold Land and Development	Leasehold Land and Development	Buildings	Water and Sanitary Installations	Electrical Installations	Plant & Machinery	Furniture & Fixtures	Computers	Office Equipment	Motor Vehicles	Bearer Plants	Total Property, Plant and Equipment	Capital Work in Progress	Bearer Plants in Progress	Total Capital Work in Progress
Gross Carrying Value as at April 1, 2020	7242.78	829.99	10011.43	1727.64	2152.35	21244.32	328.63	423.34	302.14	1075.79	1521.03	46859.45	897.64	4633.25	5530.89
Additions	-	-	182.49	25.89	79.52	1496.73	9.40	47.13	69.57	88.79	1058.11	3057.63	(787.84)	771.75	(16.09)
Disposals	(9.09)	-	-	(9.39)	(10.66)	(667.68)	(17.22)	(115.29)	(8.63)	(143.99)	-	(981.95)	-	-	-
Transfers/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	(1058.11)	(1058.11)
Gross Carrying Value as at April 1, 2021	7233.69	829.99	10193.92	1744.14	2221.21	22073.37	320.81	355.18	363.08	1020.59	2579.14	48935.13	109.80	4346.89	4456.69
Additions	-	-	660.37	32.61	101.09	716.43	28.74	15.74	93.47	-	786.52	2434.97	1819.70	879.31	2699.01
Disposals	-	-	(4.15)	(13.03)	(51.38)	(239.38)	(3.84)	(4.87)	(8.48)	(256.09)	-	(581.22)	-	-	-
Transfers/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	(786.52)	(786.52)
Gross Carrying Value as at March 31, 2022	7233.69	829.99	10850.14	1763.72	2270.92	22550.42	345.71	366.05	448.07	764.50	3365.66	50788.88	1929.50	4439.68	6369.18
Accumulated Depreciation	Freehold Land and Development	Leasehold Land and Development	Buildings	Water and Sanitary Installations	Electrical Installations	Plant & Machinery & Equipment	Furniture & Fixtures	Computers	Office Equipment	Motor Vehicles	Bearer Plants	Total Property, Plant and Equipment	Capital Work in Progress	Bearer Plants in Progress	Total Capital Work in Progress
Accumulated Depreciation as at April 1, 2020	-	-	1323.84	208.40	484.45	5943.67	109.49	193.78	127.70	228.93	66.62	8686.88	-	-	-
Depreciation expenses	-	-	307.02	54.69	125.37	1454.54	24.56	60.61	59.12	111.51	75.60	2273.02	-	-	-
Deductions/Adjustments	-	-	0.13	(9.10)	(8.23)	(607.92)	(16.14)	(109.03)	(7.97)	(59.57)	-	(817.83)	-	-	-
Accumulated Depreciation as at April 1, 2021	-	-	1630.99	253.99	601.59	6790.29	117.91	145.36	178.85	280.87	142.22	10142.07	-	-	-
Depreciation expenses	-	-	313.62	55.67	119.01	1457.03	26.10	52.31	96.69	93.78	95.59	2309.80	-	-	-
Deductions/Adjustments	-	-	(2.57)	(7.41)	(39.44)	(182.25)	(2.93)	(4.38)	(7.70)	(102.97)	-	(349.65)	-	-	-
Accumulated Depreciation as at March 31, 2022	-	-	1942.04	302.25	681.16	8065.07	141.08	193.29	267.84	271.68	237.81	12102.22	-	-	-

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Net Carrying Value	Freehold Land and Development	Leasehold Buildings	Water and Sanitary Installations	Electrical Installations	Plant & Equipment	Furniture & Fixtures	Computers	Office Equipment	Motor Vehicles	Bearer Plants	Capital Work in Progress	Total			
Net Carrying Value as at April 1, 2020	7242.78	829.99	8687.59	1519.24	1667.90	15300.65	219.14	229.57	174.44	846.86	1454.41	38172.57	897.64	4633.25	5530.89
Net Carrying Value as at April 1, 2021	7233.69	829.99	8562.93	1490.15	1619.63	15283.08	202.90	209.82	184.23	739.72	2436.92	38793.06	109.80	4346.89	4456.69
Net Carrying Value as at March 31, 2022	7233.69	829.99	8908.10	1461.47	1589.76	14485.35	204.63	172.76	180.23	492.82	3127.85	38686.65	1929.50	4439.68	6369.18

(a) The following assets are jointly owned / held with the Holding Company															
Freehold Land and Development ₹103.78 Lakh (Previous Year - ₹103.78 Lakh)															
Buildings ₹ 56.78 Lakh (Previous Year - ₹ 56.78 Lakh)															
Water and Sanitary Installations ₹8.15 Lakh (Previous Year - ₹8.15 Lakh)															
Electrical Installations ₹ 22.07 Lakh (Previous Year - ₹22.07 Lakh)															
(b) Additions to Bearer Plants represent capitalisation of Coffee, Pepper and Tea plants, which have attained maturity during the year															
(c) All immovable property is held in the name of the Company.															
(d) The Company has not revalued its Property, Plant and Equipment during the current reporting period.															
(e) The Company does not hold any Benami Property and does not have any proceedings initiated or pending for holding benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988)															

Ageing of Capital Work-in-progress															
₹ Lakh															
Capital Work in Progress-Tangibles															
Amounts in Capital Work in Progress for a period of															
Total															
Less than 1 year 1 to 2 years 2 to 3 years More than 3 years															
Projects in progress															
As at March 31, 2022 1881.41 4.64 - 43.45 1929.50															
As at March 31, 2021 59.64 5.16 - 45.00 109.80															
₹ Lakh															
Bearer Plants in Progress															
Amounts in Bearer Plants in Progress for a period of															
Total															
Less than 1 year 1 to 2 years 2 to 3 years More than 3 years															
Projects in progress															
As at March 31, 2022 281.79 303.47 1091.46 2762.96 4439.68															
As at March 31, 2021 164.48 743.14 1381.83 2057.44 4346.89															

For projects overdue															
₹ Lakh															
Capital Work in Progress-Tangibles															
To be completed in															
Total															
Less than 1 year 1 to 2 years 2 to 3 years More than 3 years															
Projects in progress															
Agglo Coffee Chicory Expansion Project (Project ACE) 1407.09 - - - 1407.09															
Goods Lift Project 1.92 - - - 1.92															
Aroma Recovery System Feed Heating PHE 2.70 - - - 2.70															
42" CTC Machine 66.69 - - - 66.69															
42" Singlet Machine 16.26 - - - 16.26															
24" Minirator Machine 11.26 - - - 11.26															
As at March 31 2022 1505.92 - - - 1505.92															

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 1 (b): Right-of-Use Assets

	₹ Lakh		
Particulars	Buildings	Motor Vehicles	Total
Gross Carrying Value as at April 1, 2020	97.38	-	97.38
Additions	-	-	-
Disposals	-	-	-
Transfers/Adjustments	-	-	-
Gross Carrying Value as at April 1, 2021	97.38	-	97.38
Additions	62.73	114.65	177.38
Disposals	-	-	-
Transfers/Adjustments	-	-	-
Gross Carrying Value as at March 31, 2022	160.11	114.65	274.76
Accumulated Depreciation	Buildings	Motor Vehicles	Total
Accumulated Depreciation as at April 1, 2020	69.71	-	69.71
Depreciation expenses	16.31	-	16.31
Deductions/Adjustments	-	-	-
Accumulated Depreciation as at April 1, 2021	86.02	-	86.02
Depreciation expenses	14.79	14.56	29.35
Deductions/Adjustments	15.22	21.26	36.48
Accumulated Depreciation as at March 31, 2022	116.03	35.82	151.85
Net Carrying Value	Buildings	Motor Vehicles	Total
Net Carrying Value as at April 1, 2020	27.67	-	27.67
Net Carrying Value as at April 1, 2021	11.36	-	11.36
Net Carrying Value as at March 31, 2022	44.08	78.83	122.91

The Company has not revalued its Right-of-Use-Assets during the current reporting period

Note No. 2: Investment Property

	₹ Lakh		
Particulars	Land	Buildings	Total
Gross Carrying Value as at April 1, 2020	220.91	5283.22	5504.13
Additions / Transfers	-	-	-
Disposal	-	(1797.08)	(1797.08)
Gross Carrying Value as at April 1, 2021	220.91	3486.14	3707.05
Additions / Transfers	-	-	-
Disposal	-	(1748.11)	(1748.11)
Gross Carrying Value as at March 31, 2022	220.91	1738.03	1958.94
Accumulated Depreciation as at April 1, 2020	-	499.91	499.91
Depreciation	-	88.73	88.73
Disposal	-	(198.52)	(198.52)
Accumulated Depreciation as at April 1, 2021	-	390.12	390.12
Depreciation	-	60.88	60.88
Disposal	-	(223.61)	(223.61)
Accumulated Depreciation as at March 31, 2022	-	227.39	227.39
Net Carrying Value as at April 1, 2020	220.91	4783.31	5004.22
Net Carrying Value as at April 1, 2021	220.91	3096.02	3316.93
Net Carrying Value as at March 31, 2022	220.91	1510.64	1731.55

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

The amount recognised in the Statement of Profit and Loss for investment property:

	2022	2021
Rental Income	242.02	381.07
Direct Operating Expenses	51.25	59.74
Profit from investment property before depreciation	190.77	321.33
Depreciation for the period	60.88	88.73
Profit from investment property	129.89	232.60

₹ Lakh

- (a) As at March 31, 2022, the fair value of Land was at ₹12000 Lakh (PY ₹9614 Lakh).
- (b) As at March 31, 2022, the fair value of Building was at ₹1570 Lakh (PY ₹1597 Lakh). The valuation factors in the rates prevailing at the time of disposal of a part of the Investment Property during the year.
- (c) The fair value of land included in investment property is based on the valuation by a registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

Operating Lease:

The Company has leased out part of its investment property for minimum period upto three years.

Minimum lease receipts under Non-cancellable Operating Lease:

	2022	2021
Within one year	127.76	247.72
Later than one year and not later than three years	261.11	543.95

₹ Lakh

Note No. 3: Intangible Assets

Particulars	Capitalised Software
Gross Carrying Value as at April 1, 2020	714.04
Additions	32.06
Disposals	(0.82)
Gross Carrying Value as at April 1, 2021	745.28
Additions	18.04
Disposals	-
Gross Carrying Value as at March 31, 2022	763.32
Accumulated Depreciation as at April 1, 2020	531.67
Amortisation	45.24
Deductions / Adjustments	(0.82)
Accumulated Depreciation as at April 1, 2021	576.09
Amortisation	43.63
Deductions / Adjustments	-
Accumulated Depreciation as at March 31, 2022	619.72
Net Carrying Value as at April 1, 2020	182.37
Net Carrying Value as at April 1, 2021	169.19
Net Carrying Value as at March 31, 2022	143.60

₹ Lakh

There are no intangible assets under development in the Company during the current reporting period.

The Company has not revalued its Intangible Assets during the current reporting period.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 4: Investments

Particulars	Face Value of Each (₹)	2022		2021		₹ Lakh
		Number of Shares	Current	Non Current	Number of Shares	Current
A. Investments Carried at Cost						
Unquoted Investments (all fully paid)						
Investments in Equity Instruments-Subsidiaries						
Consolidated Coffee Inc.	USD 0.01	300		14065.36	300	14065.36
Tata Coffee Vietnam Company Limited ^				10611.29		8446.07
AGGREGATE AMOUNT OF UNQUOTED INVESTMENTS-SUBSIDIARIES				24676.65		22511.43
B. Investments Carried at Fair Value through OCI						
Investments in Quoted Equity Instruments						
Tata Chemicals Limited	10.00	150		1.46	150	1.13
AGGREGATE AMOUNT OF QUOTED INVESTMENTS				1.46		1.13
Total cost of Quoted Investments ₹0.39 Lakh (PY ₹0.39 Lakh) and market value ₹1.46 Lakh (PY ₹1.13 Lakh)						
Investments in Unquoted Equity Instruments						
Southern Scribe Instruments Private Limited *	100.00	7280		7.28	7280	7.28
Armstrong Power Private Limited *	100.00	1100		1.10	-	-
K.T.V. Oil Mills Private Limited *	100.00	1450		1.44	1450	1.44
Mytrah Vayu (Manjira) Private Limited *	10.00	-		-	162500	16.25
Coorg Orange Growers Co-Operative Society Ltd.**	100.00	4		-	4	-
Tata Coffee Co-operative Stores Limited **	5.00	20		-	20	-
Coorg Cardamom Co-operative Marketing Society Limited **	100.00	1		-	1	-
AGGREGATE AMOUNT OF UNQUOTED INVESTMENTS				9.82		24.97
C. Investments designated as Fair Value Through Profit and Loss						
Investments in Mutual Funds -						
Cost of Investments in Mutual Funds ₹4087.05 Lakh (PY ₹3525.33 Lakh)						
Tata Overnight fund - Direct plan - Growth - 184707.270 Units; Cost of Investment ₹ 2067.98 Lakh; Fair Value ₹ 2071.38 Lakh						
Axis Overnight Fund Direct Growth - 179950.036 Units; Cost of Investment ₹ 2019.07 Lakh; Fair Value ₹ 2022.35 Lakh						
		4093.73	24687.93		3538.82	22537.53

^ During the current year, the Company has made an additional Equity investment of USD 2.9 Million [₹2165.22 Lakh] in Tata Coffee Vietnam Company Limited [TCVCL], which is a single member limited liability Company.

* Relating to Power Purchase Agreement entered by the Company

** Represents amount less than ₹1000

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 5: Loans

₹ Lakh

Particulars	2022			2021		
	Current	Non-current	Total	Current	Non-current	Total
Unsecured Considered Good						
Employee Loans and Advances	177.76	20.98	198.74	210.20	16.45	226.65
Inter Corporate Deposits to Related Parties	-	-	-	7000.00	-	7000.00
	177.76	20.98	198.74	7210.20	16.45	7226.65

No Loans or Advances are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

Note No. 6: Other Financial Assets

₹ Lakh

Particulars	2022			2021		
	Current	Non-current	Total	Current	Non-current	Total
Security Deposits						
- Secured, considered good	-	22.94	22.94	-	22.32	22.32
	-	22.94	22.94	-	22.32	22.32
Other Deposits						
- Unsecured, considered good	460.71	-	460.71	484.06	-	484.06
- Doubtful	38.00	3.84	41.84	38.00	3.84	41.84
Less: Provision for Doubtful Deposits	(38.00)	(3.84)	(41.84)	(38.00)	(3.84)	(41.84)
	460.71	-	460.71	484.06	-	484.06
Interest Accrued (including from Related Parties ₹ Nil)(PY: ₹132.46 lakh)	117.07	-	117.07	234.09	-	234.09
Export Incentives Receivable	214.31	-	214.31	875.94	-	875.94
Other Financial Assets	806.48	-	806.48	893.24	-	893.24
	1598.57	22.94	1621.51	2487.33	22.32	2509.65

Movements in Provision for Financial Assets

₹ Lakh

As at April 1, 2020	41.84
Provision during the year	-
As at April 1, 2021	41.84
Provision during the year	-
As at March 31, 2022	41.84

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 7: Other Non-current and current assets

₹ Lakh

Particulars	2022			2021		
	Current	Non-current	Total	Current	Non-current	Total
Capital Advances	-	238.95	238.95	-	337.93	337.93
Advances to suppliers						
Unsecured, considered good	554.38	-	554.38	233.97	-	233.97
Doubtful	66.09	2.99	69.08	66.09	2.99	69.08
Less: Provision for Doubtful Advances	(66.09)	(2.99)	(69.08)	(66.09)	(2.99)	(69.08)
Other Receivables	653.25	176.84	830.09	745.78	429.10	1174.88
Advances to Related Parties	1108.90	-	1108.90	1125.69	-	1125.69
Prepayments	641.87	11.22	653.09	591.59	12.50	604.09
	2958.40	427.01	3385.41	2697.03	779.53	3476.56

Movements in Provision for Other Non-current and Current Assets

₹ Lakh

As at April 1, 2020	69.08
Provision for Doubtful Advances	-
As at April 1, 2021	69.08
Provision for Doubtful Advances	-
As at March 31, 2022	69.08

Note No. 8: Inventories including Biological Assets

₹ Lakh

Particulars	2022	2021
	Current	Current
Stores and spares	2471.53	1857.20
Raw materials	5546.97	4043.69
Raw materials in Transit	2483.01	1888.66
Finished Goods	21771.51	16079.43
Work-in-progress, including Growing Produce of ₹ 1041.94 Lakh (PY ₹ 706.03 Lakh)	1041.94	706.03
Stock-in-trade	6263.78	3154.39
	39578.74	27729.40

The method of valuation of Inventories has been stated in Note No. 2.2(h) of Significant Accounting Policies.

Trade Receivables Ageing Schedule

₹ Lakh

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 Months to 1 Year	1 to 2 years	2 to 3 years	More than 3 years	
As at March 31, 2022							
Undisputed- considered good	7455.26	2000.56	529.04	640.08	15.10	36.22	10676.26
Total	7455.26	2000.56	529.04	640.08	15.10	36.22	10676.26
As at March 31, 2021							
Undisputed- considered good	5496.77	4723.68	498.10	58.93	19.47	55.28	10852.23
Total	5496.77	4723.68	498.10	58.93	19.47	55.28	10852.23

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 9: Trade Receivables

₹ Lakh

Particulars	2022 Current	2021 Current
Trade Receivables		
Secured, considered good	1369.39	2930.79
Unsecured, considered good	8382.07	7095.09
Trade Receivables from Related Parties	924.80	826.35
	10676.26	10852.23

The credit worthiness of Trade Receivables and the credit terms set are determined on a case to case basis. Considering that adequate insurance covers have been taken on export debts and based on the other internal and external sources of information as determined by the Management, the Company has concluded that there is a low probability of default on Trade Receivables.

The fair values of Trade Receivables are not considered to be significantly different from their carrying values, given their generally short period to maturity, with impairment reviews considered on an individual basis rather than when these become overdue.

Note No. 10: Cash and Cash Equivalents / Bank Balances

₹ Lakh

Particulars	2022	2021
Unrestricted Balances with banks		
in current accounts	845.60	1411.75
in deposit accounts with original maturity less than 3 months	-	4496.70
Cash in hand	3.11	2.92
Remittances in Transit	0.02	0.03
Cash and Cash Equivalents	848.73	5911.40
Unrestricted Balances with banks in deposit accounts with original maturity more than 3 months but less than 12 months	9113.70	2730.00
Unpaid Dividend / Debenture / Debenture Interest	227.14	238.79
Other Bank Balances	9340.84	2968.79

Note No. 11: Non-current Assets Held for Sale

₹ Lakh

Particulars	Timber
As at April 1, 2020	80.41
Additions	88.16
Disposals	(43.24)
As at April 1, 2021	125.33
Additions	60.29
Disposals	(136.42)
As at March 31, 2022	49.20

The Company intends to dispose off certain Non-current assets, it no longer utilises in the next 12 months. No impairment loss have been recognised on reclassification of such assets as held for sale, as the Company expects that the fair value less costs to sell is higher than the related carrying amounts.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 12 (a): Equity Share Capital

₹ Lakh

Particulars	2022	2021
Authorised:		
250000000 (PY 250000000) Equity shares of ₹1 each with voting rights	2500.00	2500.00
Issued, Subscribed and Fully Paid:		
186770370 (PY 186770370) Equity shares of ₹1 each with voting rights	1867.70	1867.70
	1867.70	1867.70
A. Details of Shares held by Parent Company [Promoter Group]:		
Name of Shareholder	2022	2021
	No. of Shares	No. of Shares
Tata Consumer Products Limited - Parent Company [Promoter Group]	107359820	107359820
% of Holding	57.48%	57.48%
B. Details of Shareholders holding more than 5% shares:		
Name of Shareholder	2022	2021
	No. of Shares	No. of Shares
Tata Consumer Products Limited - Parent Company [Promoter Group]	107359820	107359820
% of Holding	57.48%	57.48%
C. Reconciliation of number of shares:		
Particulars	2022	2021
Number of shares as at 1 st April	186770370	186770370
Add: Shares issued during the year	-	-
Number of shares as at 31 st March	186770370	186770370
D. Dividends Paid:		
Particulars	2022	2021
Dividends Paid (₹ in Lakh)	2801.55	2801.55
Dividend Per Share (₹)	1.50	1.50

E. Rights, Preferences and restrictions of Equity Shares:

The Company has one class of equity shares having a par value of ₹ 1 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding.

The Board of Directors, in its meeting on April 26, 2022, have recommended a dividend of ₹ 2.00 per share (face value of ₹ 1/- each) for the year ended March 31, 2022. The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting and has not been included as a liability in these financial statements.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 12 (b): Other Equity

₹ Lakh

Particulars	2022	2021
Capital Redemption Reserve	10.41	10.41
Securities Premium	14424.27	14424.27
General Reserves I	16795.30	16795.30
General Reserves II	14189.66	12592.58
Amalgamation Reserves	832.53	832.53
Retained Earnings	69046.46	63260.86
Equity instruments through Other Comprehensive Income	1.07	0.74
Effective portion of Cash Flow Hedges	160.81	236.16
Actuarial Gain / (Loss)	(879.76)	(885.27)
	114580.75	107267.58

Note 13: Nature and purpose of Reserves

Capital Redemption Reserve

A statutory reserve created to the extent of sum equal to the nominal value of the share capital extinguished on buyback of Company's own shares pursuant to Section 69 of the Companies Act, 2013.

Securities Premium

Securities Premium has been created consequent to issue of shares at premium. These reserves can be utilised in accordance with Section 52 of the Companies Act, 2013.

Amalgamation Reserves

Amalgamation Reserves pertains to the scheme of amalgamation of the Company with erstwhile Asian Coffee Limited, Coffee Lands Limited and SIFCO Limited.

Note No. 14 (a): Borrowings

₹ Lakh

Particulars	2022	2021
	Current	Current
Unsecured Borrowings:		
From Banks:	7311.18	7300.04
Working Capital Facilities		
	7311.18	7300.04

The Working Capital facilities of the Company are repayable on demand and are re-drawable subsequently after repayment.

The Company has not availed any secured borrowings at any point of time during the current reporting period. However, there exists a facility agreement for secured borrowings. The quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts.

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 14(b): Lease Liabilities

₹ Lakh

Particulars	2022			2021		
	Current	Non-current	Total	Current	Non-current	Total
Lease Liabilities	41.51	87.94	129.45	9.52	7.12	16.64
	41.51	87.94	129.45	9.52	7.12	16.64

Rental expense recorded for short-term leases, under Ind AS 116, during the year ended March 31, 2022 is ₹42.98 Lakh (PY ₹63.34 Lakh)

	2022	2021
Short term leases	42.98	63.34
Total	42.98	63.34

Note No. 15: Other Financial Liabilities

₹ Lakh

Particulars	2022			2021		
	Current	Non-current	Total	Current	Non-current	Total
Deposits received	-	94.67	94.67		225.57	225.57
Unpaid Dividends / Debenture / Debenture Interest	227.14	-	227.14	238.79		238.79
Employee Benefits	2537.79	-	2537.79	2456.39		2456.39
Other Payables	4470.77	61.48	4532.25	3935.56	177.99	4113.55
	7235.70	156.15	7391.85	6630.74	403.56	7034.30

Note No. 16: Provisions

₹ Lakh

Particulars	2022			2021		
	Current	Non-current	Total	Current	Non-current	Total
Provision for employee benefits	272.44	3540.85	3813.29	279.44	3915.70	4195.14
	272.44	3540.85	3813.29	279.44	3915.70	4195.14

The movement in deferred income tax assets and (liabilities) during the year are as follows:

Particulars	Current	Non-current	Total
	Employee Benefits	Employee Benefits	Employee Benefits
Balance as at April 1, 2020	340.48	4188.49	4528.97
Additions/utilised (net)	(61.04)	(272.79)	(333.83)
Balance as at April 1, 2021	279.44	3915.70	4195.14
Additions/utilised (net)	(7.00)	(374.85)	(381.85)
Balance as at March 31, 2022	272.44	3540.85	3813.29

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 17: Tax Provision

a) Tax charge in the Statement of Profit and Loss

₹ Lakh

Particulars	2022	2021
Current tax		
Current year	1854.65	1721.99
Deferred tax		
Deferred Tax expenses for the year	128.66	56.80
Income Tax expense for the year	1983.31	1778.79

b) Reconciliation of Effective Tax Rate

₹ Lakh

Particulars	2022	2021
Profit before Tax	12167.54	11858.61
Tax using Domestic tax rate (Current year : 25.168% and Previous year 25.168%)	3062.33	2984.57
Tax effect of		
Income tax @ different rate	(557.11)	(682.73)
Non-deductible tax expenses	105.49	189.70
Tax-exempt income	(627.40)	(712.75)
	1983.31	1778.79

c) Current / Non-current Tax Assets/Liabilities

₹ Lakh

Particulars	2022	2021
Current Tax Liabilities	62.65	172.37
Non-current Tax Assets	1288.13	1288.13
	1225.48	1115.76

d) The analysis of Deferred Tax Assets and Deferred Tax Liabilities are as follows:

₹ Lakh

Particulars	2022	2021
Deferred Tax Assets	375.54	634.81
Deferred Tax Liabilities	2188.94	2270.01
Net Deferred Tax Liabilities	1813.40	1635.20

e) The movement in deferred income tax assets and (liabilities) during the year are as follows:

₹ Lakh

Particulars	Depreciation	Other Liabilities	Provision for Doubtful Debts	Employee Benefits	Other Assets	Total
As at April 1, 2020	(2160.15)	506.64	15.39	463.20	(151.96)	(1326.88)
(Charged) / credited						
- to Statement of Profit and Loss	38.24	33.19	-	(132.09)	3.86	(56.80)
- to Other Comprehensive Income	-	(251.52)	-	-	-	(251.52)
As at April 1, 2021	(2121.91)	288.31	15.39	331.11	(148.10)	(1635.20)
(Charged) / credited						
- to Statement of Profit and Loss	58.13	-	-	(209.73)	22.94	(128.66)
- to Other Comprehensive Income	-	(49.54)	-	-	-	(49.54)
As at March 31, 2022	(2063.78)	238.77	15.39	121.38	(125.16)	(1813.40)

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 18 (a): Trade Payables to Micro and Small Enterprises

₹ Lakh

Particulars	2022 Current	2021 Current
Trade payables for goods & services		
Total outstanding dues of Micro and Small Enterprises *	69.51	243.69
	69.51	243.69

* includes amounts due beyond the applicable period of ₹ 0.82 Lakh (₹ Nil Lakh) and interest ₹0.03 Lakh (₹ Nil)

Note No. 18 (b): Trade Payables to Others

₹ Lakh

Particulars	2022 Current	2021 Current
Trade payables for goods & services		
Total outstanding dues of creditors other than Micro and Small Enterprises	4108.11	3165.54
Trade payables to Related Parties	431.60	465.56
	4539.71	3631.10
(i) Principal amount due, remaining unpaid to Micro and Small Enterprises	69.51	243.69
(ii) Interest due, remaining unpaid to Micro and Small Enterprises	-	-
(iii) Interest due and payable to Micro and Small Enterprises	-	-

The information regarding Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company.

Trade Payables Ageing Schedule

₹ Lakh

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due*	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
As at March 31, 2022						
MSME		69.51		-	-	69.51
Others	2420.87	2017.16			101.68	4539.71
Total	2420.87	2086.67	-	-	101.68	4609.22
As at March 31, 2021						
MSME		243.69				243.69
Others	458.79	3049.31	65.00	-	58.00	3631.10
Total	458.79	3293.00	65.00	-	58.00	3874.79

* includes unbilled dues.

There are no disputed dues to MSME and others

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 19: Other Current Liabilities

₹ Lakh

Particulars	2022 Current	2021 Current
Statutory Liabilities	375.71	607.01
Advances from Customers	867.91	940.95
	1243.62	1547.96

Note No. 20: Revenue from Operations

₹ Lakh

Particulars	2022	2021
Revenue from contracts with customers		
Sale of Goods	70608.75	62190.96
Sale of Traded Goods	8988.83	9538.60
Rendering of Services	596.83	447.66
Revenue from contracts with customers	80194.41	72177.22
Other Operating Revenues		
Sale of Scrap / waste	257.62	196.61
Export Incentives	439.42	1025.21
Exchange Fluctuation (Net)	499.53	-
Miscellaneous Income	298.13	264.66
Other Operating Revenues	1494.70	1486.48
Revenue from Operations	81689.11	73663.70

Note No. 21: Other Income

₹ Lakh

Particulars	2022	2021
Interest Income		
On Advances and Deposits at amortised cost	528.53	711.27
Dividend Income		
Dividend Income from Investments in Subsidiary at amortised cost	4484.00	4412.06
Dividend income from Other Non Current Investments at Fair Value through Other Comprehensive Income	0.01	0.02
Net Gain On sale of Current investments at Fair Value through Profit or Loss	129.92	211.72
(Loss) / Gain on investments carried at Fair Value through Profit or Loss	20.54	(68.92)
Royalty Income	22.23	-
Profit on Sale of Biological Assets - Timber (Net)	1597.08	826.94
Rental income from Investment property	242.02	381.07
Operating Lease Rental income	8.91	16.74
Profit on sale of Property, Plant and Equipment/Investment Property (net)	-	1300.48
	7033.24	7791.38

Note No. 22 (a): Cost of materials consumed

₹ Lakh

Particulars	2022	2021
Coffee	23127.83	16683.57
Tea	517.43	617.77
Others	658.14	917.12
Packing Materials	4753.10	4534.78
	29056.50	22753.24

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 22 (b): Purchase of Traded Goods

₹ Lakh

Particulars	2022	2021
Coffee	8096.79	5972.07
Others	3991.23	3561.49
	12088.02	9533.56

Note No. 22 (c): Changes in Inventories of finished goods, work-in-progress, Stock-in-trade and Biological Assets

₹ Lakh

Particulars	2022	2021
Opening Inventories as at April 1		
Finished Goods	16079.43	14975.80
Work-in-progress including Growing Produce	706.03	735.11
Stock in Trade	3154.39	2780.75
	19939.85	18491.66
Closing Inventories as at March 31		
Finished Goods	21771.52	16079.43
Work-in-progress including Growing Produce	1041.94	706.03
Stock in Trade	6263.78	3154.39
	29077.24	19939.85
	(9137.39)	(1448.19)

Note No. 23: Employee Benefits Expense

₹ Lakh

Particulars	2022	2021
Salaries and wages, including bonus	18633.86	17005.97
Contribution to provident and other funds	2126.63	1907.04
Workmen and Staff Welfare	773.99	683.40
	21534.48	19596.41

Note No. 24: Finance Costs

₹ Lakh

Particulars	2022	2021
Interest Expense		
On Working Capital Loans	216.64	210.68
Interest on Defined Benefit Plans	169.59	221.37
Bank Charges	65.37	55.77
	451.60	487.82

Note No. 25: Other Expenses

₹ Lakh

Particulars	2022	2021
Contract / Processing Charges	2987.72	2595.95
Consumption of Stores and Spare Parts	3125.66	2783.08

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Particulars	2022	2021
Power and Fuel	5517.24	4017.45
Repairs and Maintenance	1570.51	1172.15
Rent including Lease Rentals	42.98	63.34
Rates and Taxes	171.73	366.89
Advertisement and Sale Charges	19.22	202.04
Selling Expenses	1212.11	1123.54
Freight	2379.22	1360.71
Insurance	520.89	419.52
Exchange Fluctuation (Net)	-	281.97
Expenditure on Corporate Social Responsibility [Refer Note No. 35]	174.72	129.75
Payment to Statutory Auditors [Refer Note No. 33]	114.00	100.00
Professional Charges	938.60	586.46
Miscellaneous Expenses	1203.07	1046.08
Loss on sale of Property, Plant and Equipment	47.92	-
	20025.59	16248.93

Note No. 26: Exceptional Items

Particulars	2022	2021
Expenses		
Expenditure on Merger [Refer Note No. 30]	92.10	-
	(92.10)	-

Note No. 27: Estimated amounts of Contracts remaining to be executed:

Particulars	2022	2021
Estimated amounts of contracts remaining to be executed on capital account and not provided for	304.78	1002.81

Note No. 28: Contingent Liabilities:

Particulars	2022	2021
Claims under adjudication not acknowledged as debts:		
i) Demands raised by Income Tax, Excise & Sales Tax Authorities	2317.27	1176.99
ii) Labour disputes under adjudication	65.15	94.00
iii) Claims by Customers / Suppliers	183.13	170.86
iv) Bank Guarantees	31.55	734.33

Note No. 29:

Particulars	2022	2021
The Company has provided corporate guarantees to lending banks on behalf of its overseas wholly owned subsidiary. As on Balance Sheet date, an amount of ₹ 29815 lakh is outstanding (PY ₹ 38511 lakh) to the lending Banks, for which Corporate Guarantee has been provided.	31361.00	40043.89

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 30:

The Board of Directors in their meeting dated March 29, 2022 have approved the Composite Scheme of Arrangement amongst Tata Consumer Products Limited ("TCPL"), the Company and TCPL Beverages & Foods Limited ("TBFL") (the Company, TBFL and TCPL are collectively referred to as the "Companies") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and / or regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (such scheme referred to as the "Scheme"). The Scheme inter alia provides for the following: as a first step, the demerger of the Demerged Undertaking (as defined in the Scheme) comprising of Plantation Business (as defined in the Scheme) of the Company into TBFL and in consideration, the consequent issuance of equity shares by TCPL (as the holding company of TBFL) to all the shareholders of the Company (other than TCPL) in accordance with the Share Entitlement Ratio (as defined in the Scheme), pursuant to the provisions of Section 2(19AA) read with Section 2(41A) and other relevant provisions of the IT Act ("Demerger"); as a second step, followed immediately by the amalgamation of the Company (comprising the Remaining Business of the Company (as defined in the Scheme)) with TCPL and in consideration, the consequent issuance of equity shares by TCPL to all the shareholders of the Company (other than TCPL) in accordance with the Share Exchange Ratio (as defined in the Scheme) pursuant to the provisions of Section 2(1B) and other relevant provisions of the IT Act (as defined hereinafter) ("Amalgamation"); and various other matters consequential or otherwise integrally connected therewith. The Scheme is subject to inter-alia receipt of the approval of the requisite majority of the public shareholders and creditors (if applicable) of the Companies, the Stock Exchanges, the Securities and Exchange Board of India, National Company Law Tribunals (benches at Kolkata and Bengaluru) and other regulatory authorities, as may be applicable. Pending receipt of necessary approvals, no effect of the Scheme has been given in the financial statements for the year ended March 31, 2022.

Note No. 31:

Segment information has been disclosed as part of Consolidated Financial Statements for the year. Refer Note No. 39

Note No. 32: R & D Expenditure

Particulars	2022	2021
Capital Expenditure	2.53	0.10
Revenue Expenditure	88.63	76.25
Total	91.16	76.35
Total R&D Expenditure as % of Revenue	0.11%	0.10%

Note No. 33: Payment to Statutory Auditors

Particulars	2022	2021
Audit Fees	60.00	40.00
Tax Audit Fees	15.00	12.00
Quarterly Audit Fees	25.00	18.00
Other Services	12.50	25.00
Reimbursement of expenses	1.50	5.00
Total	114.00	100.00

Note No. 34: Leases

Particulars	2022	2021
Minimum lease payments:		
Within 1 Year	67.78	70.24
1 to 2 Years	73.68	113.84
2 to 5 Years	23.95	51.57
Total	165.41	235.65

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 35: Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013 ('Act'), a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are Healthcare including Preventive healthcare, providing Safe drinking water, sanitation facility, promoting education, Old Age Home maintenance, Environmental sustainability and promotion and development of traditional art and handicrafts. A CSR committee has been formed by the company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

- Gross amount required to be spent by the Company during the year is ₹85.68 Lakh. (PY ₹75.61 Lakh)
- Amount spent during the year ₹174.72 Lakh (PY ₹129.75 Lakh)

₹ Lakh

The amounts expended are as follows:	2022	2021
(i) Construction / acquisition of any asset	-	-
(ii) For purposes other than (i) above	174.72	129.75

Note No. 36: Basic and Diluted Earnings per share

₹ Lakh

Particulars	2022	2021
Profit for the year attributable to owners of the Company (₹ Lakh)	10184.23	10079.82
Weighted average number of equity shares	186770370	186770370
Nominal Value per equity share (₹)	1.00	1.00
Earnings per share from continuing operations - Basic and Diluted (₹)	5.45	5.40

Note No. 37: Financial Instruments - Accounting Classification and Fair values

A. Financial Instruments

A. Accounting Classification and Fair Values

₹ Lakh

March 31, 2022		Carrying Amount				Fair Value			
		FVTPL	FVTOCI	Cost / Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:									
Quoted Equity Investments	Non-current	-	1.46	-	1.46	1.46	-	-	1.46
Unquoted Equity Investments-Subsidiaries	Non-current	-	-	24676.65	24676.65	-	-	-	-
Unquoted Equity Investments-Others	Non-current	-	9.82	-	9.82	9.82			9.82
Loans	Non-current	-	-	20.98	20.98	-	-	-	-
Other Financial Assets	Non-current	-	-	22.94	22.94	-	-	-	-
Investment in Mutual Funds	Current	4093.73	-	-	4093.73	4093.73	-	-	4093.73
Trade Receivables	Current	-	-	10676.26	10676.26	-	-	-	-
Cash and Cash Equivalents & Other Bank Balances	Current	-	-	10189.57	10189.57	-	-	-	-
Loans	Current	-	-	177.76	177.76	-	-	-	-
Other Financial Assets	Current	-	148.92	1449.65	1598.57	-	148.92	-	148.92
Total Financial Assets		4093.73	160.20	47213.81	51467.74	4095.19	158.74	-	4253.93

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

₹ Lakh

March 31, 2022		Carrying Amount				Fair Value			
		FVTPL	FVTOCI	Cost / Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Liabilities:									
Lease Liabilities	Non-current	-	-	87.94	87.94	-	-	-	-
Other Financial Liabilities	Non-current	-	-	156.15	156.15	-	-	-	-
Borrowings	Current	-	-	7311.18	7311.18	-	-	-	-
Lease Liabilities	Current	-	-	41.51	41.51	-	-	-	-
Trade payables	Current	-	-	4609.22	4609.22	-	-	-	-
Other Financial Liabilities	Current	-	-	7235.70	7235.70	-	-	-	-
Total Financial Liabilities		-	-	19441.70	19441.70	-	-	-	-

₹ Lakh

March 31, 2021		Carrying Amount				Fair Value			
		FVTPL	FVTOCI	Cost / Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:									
Quoted Equity Investments	Non-current	-	1.13	-	1.13	1.13	-	-	1.13
Unquoted Equity Investments-Subsidiaries	Non-current	-	-	22511.43	22511.43	-	-	-	-
Unquoted Equity Investments-Others	Non-current	-	24.97	-	24.97	-	24.97	-	24.97
Loans	Non-current	-	-	16.45	16.45	-	-	-	-
Other Financial Assets	Non-current	-	-	22.32	22.32	-	-	-	-
Investment in Mutual Funds	Current	3538.82	-	-	3538.82	3538.82	-	-	3538.82
Trade Receivables	Current	-	-	10852.23	10852.23	-	-	-	-
Cash and Cash Equivalents & Other Bank Balances	Current	-	-	8880.19	8880.19	-	-	-	-
Loans	Current	-	-	7210.20	7210.20	-	-	-	-
Other Financial Assets	Current	-	240.05	2247.28	2487.33	-	240.05	-	240.05
Total Financial Assets		3538.82	266.15	51740.10	55545.07	3539.95	265.02	-	3804.97
Financial Liabilities:									
Lease Liabilities	Non-current	-	-	7.12	7.12	-	-	-	-
Other Financial Liabilities	Non-current	-	-	403.56	403.56	-	-	-	-
Borrowings	Current	-	-	7300.04	7300.04	-	-	-	-
Lease Liabilities	Current	-	-	9.52	9.52	-	-	-	-
Trade payables	Current	-	-	3874.79	3874.79	-	-	-	-
Other Financial Liabilities	Current	-	-	6630.74	6630.74	-	-	-	-
Total Financial Liabilities		-	-	18225.77	18225.77	-	-	-	-

B. Measurement of Fair Values

The basis of measurement with respect to each class of financial assets and financial liabilities are disclosed in Note 2.2 (g) of Significant Accounting Policies.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 38: Financial Risk Management

Risk Management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's Risk Management framework. The Board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's Risk Management policies. The Committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit Committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit function, which regularly reviews risk management controls and procedures, the results of which are reported to the Audit Committee.

The Company has exposure to Credit, Liquidity and Market risks arising from financial instruments:

A. CREDIT RISK

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

Trade and other receivables:-

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the country in which customers operate.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for Creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Credit limits are established for each customer and reviewed periodically.

At the end of the reporting period, there are no significant concentrations of credit risk. The carrying amount reflected above represents the maximum exposure to credit risk.

Cash and cash equivalents

The Company held cash and cash equivalents of ₹ 848.73 Lakh at March 31, 2022 (March 31, 2021: ₹ 5911.40 Lakh).

B. LIQUIDITY RISKS:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

Maturities of Financial Liabilities:

Particulars	2022					2021				
	Within 1 year	Due from 1 to 2 years	Due from 2 to 5 years	After 5 years	Total	Within 1 year	Due from 1 to 2 years	Due from 2 to 5 years	After 5 years	Total
Borrowings	7311.18	-	-	-	7311.18	7300.04	-	-	-	7300.04
Leases	41.51	87.94	-	-	129.45	9.52	7.12	-	-	16.64
Trade Payables	4609.22	-	-	-	4609.22	3874.79	-	-	-	3874.79
Other Financial Liabilities	7199.57	192.28	-	-	7391.85	6630.74	323.18	80.38	-	7034.30
Total	19161.48	280.22	-	-	19441.70	17815.09	330.30	80.38	-	18225.77

₹ Lakh

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

C. MARKET RISKS:

Market risk is the risk that changes in market prices such as commodity prices risk, foreign exchange rates and interest rates which will affect the Company's financial position. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables.

The Plantation Industry is dependent on nature, making it susceptible to climate vagaries. The major weather factors that influence coffee yield are rainfall, temperature, light intensity and relative humidity. To mitigate the risk of drought conditions, the Company has invested significantly on augmentation of irrigation capacities rain water harvesting to improve the water table and enhance the water storage capacity. With regard to Plantation Operations, borer infestation and Tea Mosquito bugs are continuous threats being faced. The Company, in addition to regular tracing and chemical control, has taken rigorous initiatives to curb pest incidence. It is also working closely with various R&D cells and Government agencies for developing effective measures in this regard.

Commodity Price Risk

The Company's exposure to Market risk for commodity prices can result in changes to realisation for its Plantation products and Cost of Production for its value added products. The risk associated is actively monitored for mitigation actions. The other mitigants includes strict implementation of Board mandated Commodity policy and also the natural hedge arising on export of Plantation produce vis a vis import of Coffee for value added segment.

Coffee Futures/Options:

The Company uses Coffee futures/options contracts to reduce its price risk associated with forecasted sales of Coffee beans. These coffee futures/options have been designated as Cash Flow Hedges.

Type of Derivatives	Currency Pair	2022			2021		
		No. of Contracts	Amount Hedged	Fair Value	No. of Contracts	Amount Hedged	Fair Value
			USD in Mm	₹ lakh		USD in Mm	₹ lakh
Coffee	Futures	55	1.83	10.25	47	0.74	28.26
Coffee	Options - Written Calls	15	1.36	(15.47)			
Coffee	Options - Purchased Puts	30	1.59	48.93			

Currency Risk

The Company is exposed to currency risk on account of its receivables and other payables in foreign currency. The functional currency of the Company is Indian Rupee. The Company uses forward exchange contracts to hedge its currency risk, mostly with a maturity of less than one year from the reporting date. The Company does not use derivative financial instruments for trading or speculative purposes. Following is the derivative financial instruments to hedge the foreign exchange rate risk as of March 31, 2022:

Type of Derivatives	Currency Pair	2022			2021		
		No. of Contracts	Amount Hedged	Fair Value	No. of Contracts	Amount Hedged	Fair Value
			Mm	₹ lakh		Mm	₹ lakh
Forward exchange contracts	USD INR	101	16.20	62.68	121	17.48	159.99
Forward exchange contracts	EUR INR	12	1.41	26.81	15	1.56	51.80
Forward exchange contracts	GBP INR	6	0.74	15.72			

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

The carrying amount of the company's foreign currency denominated Monetary Assets and Liabilities as at the end of reporting period are as below

Currency	Monetary Assets		Monetary Liabilities	
	2022	2021	2022	2021
USD	7.97	8.63	2.02	1.30
EUR	0.32	0.21		
GBP	0.26			

Amount in Mm

The following table summarises approximate gain/(loss) on the Company's Profit before tax and pre-tax equity on account of appreciation/depreciation of underlying foreign currency amounts stated in the above table.

Particulars	Effect on Profit before tax		Effect on Pre-tax equity	
	2022	2021	2022	2021
Average USD rate	74.15	74.28	74.15	74.28
Average EUR rate	86.45	86.91	86.45	86.91
Average GBP rate	101.57	-	101.57	-
5% appreciation of USD INR	248	281	(700)	(716)
5% depreciation of USD INR	(248)	(281)	700	716

₹ Lakh

Exposure to Interest Rate Risk

Company's interest rate risk arises from borrowings.

The following table demonstrates the sensitivity on the Company's profit before tax, to a reasonably possible change in interest rates on that portion of loans and borrowings affected, with all other variables held constant:

Particulars	2022	2021
	Effect on Profit Before Tax	Effect on Profit Before Tax
50 basis Points increase	(36.53)	(36.01)
50 basis Points decrease	36.53	36.01

₹ Lakh

Capital Management

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through equity, borrowings and operating cash flows.

The Company's Debt Equity ratio is as below:

Particulars	2022	2021
Total Debt [including Lease Liabilities]	7440.63	7316.68
Total Equity	116448.45	109135.28
Debt Equity Ratio	0.06:1	0.07:1

₹ Lakh

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 39: Employee Benefits Obligation

(i) Defined Contributions

Amount of ₹1254.68 Lakh (PY ₹1081.69 Lakh) is recognised as an expense and included in employee benefit expense to the following defined contribution plans:

₹ lakh

Particulars	2022	2021
Provident Fund	420.56	355.00
Superannuation Fund	99.83	99.69
Pension Fund	734.29	627.00
	1254.68	1081.69

(ii) Defined Benefits:

Gratuity, Post Retiral Medical Benefits and Pension :

The Company operates defined benefit schemes like retirement gratuity, defined superannuation benefits and post retirement medical benefits. There are superannuation benefits and medical benefits restricted to certain categories of employees/directors in the form of medical and pension, The defined benefit schemes offer specified benefits to the employees on retirement. The gratuity benefit provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 / 30 days' salary payable for each completed year of service. Vesting occurs upon completion of five continuous years of service.

Changes in the Defined Benefit obligation

₹ lakh

Particulars	Gratuity		Medical		Pension	
	2022	2021	2022	2021	2022	2021
Opening Defined Benefit Obligation	7203.31	7627.98	1372.86	1351.41	1857.44	1846.14
Current Service Cost	422.38	438.14	31.17	36.38	-	-
Past Service cost	1.53	-	-	-	-	-
Interest on Defined Benefit Obligation	(46.51)	10.41	92.45	89.70	123.65	121.26
Interest on Plan assets	543.97	412.54	-	-	-	-
Actuarial changes arising from changes in experience assumption	480.07	(708.42)	(282.81)	(54.30)	(36.36)	36.77
Actual return on plan assets less interest on plan assets	-	63.43	-	-	-	-
Adjustment to recognise the effect of asset ceiling	-	3.66	-	-	-	-
Actuarial changes arising from changes in Financial assumption	(154.46)	(57.72)	(43.64)	(21.30)	(33.39)	(14.79)
Benefits Paid	(649.00)	(586.71)	(33.39)	(29.03)	(152.74)	(131.90)
Closing Defined Benefit Obligation	7801.29	7203.31	1136.64	1372.86	1758.60	1857.48

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Changes in the Fair Value of Plan assets during the Year

₹ lakh

Particulars	Gratuity	
	2022	2021
Opening Fair value of Plan Assets	7636.05	7223.81
Employers Contribution	450.50	582.74
Interest on Plan Assets	510.92	479.64
Actual return on Plan Assets less interest on Plan Assets	29.65	(63.43)
Benefits paid	(649.00)	(586.71)
Closing Fair Value of Plan Assets	7978.12	7636.05

Net Asset / (Liability) recognised in Balance Sheet

₹ lakh

Particulars	Gratuity		Medical		Pension	
	2022	2021	2022	2021	2022	2021
Present Value of Funded Defined Benefit Obligation at the year end	7801.29	7203.31	-	-	-	-
Fair Value of Plan Assets at the end of the year	7978.12	7636.05	-	-	-	-
Amount not recognised due to Asset Limit	-	3.66	-	-	-	-
	(176.83)	(429.08)	-	-	-	-
Present Value of Unfunded Defined Benefit Obligation at the year end	-	-	1136.64	1372.86	1758.60	1857.48
Asset Ceiling	-	-	-	-	-	-
Amount recognised in Balance Sheet	(176.83)	(429.08)	1136.64	1372.86	1758.60	1857.48

Expense recognised in the Statement of Profit and Loss for the year:

₹ lakh

Particulars	Gratuity		Medical		Pension	
	2022	2021	2022	2021	2022	2021
Current Service Cost	422.38	438.14	31.17	36.38	-	-
Interest Cost on Defined Benefit Obligation (net)	(46.51)	10.41	92.45	89.70	123.65	121.26
Past Service Cost	1.53	-	-	-	-	-
Total recognised in the Statement of Profit and Loss	377.40	448.55	123.62	126.08	123.65	121.26

Amount recognised in Other Comprehensive Income for the year:

₹ lakh

Particulars	Gratuity		Medical		Pension	
	2022	2021	2022	2021	2022	2021
Actuarial changes arising from changes in financial assumptions	(154.46)	(57.72)	(43.64)	(21.30)	(33.39)	(14.79)
Actuarial changes arising from changes in demographic assumptions	-	-	-	-	-	-
Actuarial changes arising from changes in experience assumption	480.07	(708.42)	(282.81)	(54.30)	(36.36)	36.77
Actual return on plan assets less interest on plan assets	-	63.43	-	-	-	-
Adjustment to recognise the effect of asset ceiling	-	3.66	-	-	-	-
Adjustment to recognise the effect of asset ceiling	325.61	(699.05)	(326.45)	(75.60)	(69.75)	21.98

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Maturity Profile of Defined Benefit Obligation:

₹ lakh

Particulars	Gratuity		Medical		Pension	
	2022	2021	2022	2021	2022	2021
Within next 12 months	893.42	854.69	42.25	46.35	104.15	104.65
Between 2 and 5 years	3096.61	2655.90	199.34	211.44	436.01	439.95
Between 6 and 9 years	3117.97	2856.75	255.74	254.91	481.77	491.31
10 Years and above	8504.04	7720.38	4642.46	2308.27	1641.86	1835.88

Principal Actuarial assumptions used:

Particulars	2022	2021
Discount Rate	7.10%	6.85%
Salary escalation rate	7.00%	7.00%
Pension escalation rate (SRB)	18% after every 3 rd year	18% after every 3 rd year
Annual increase in Health Costs	8.00%	8.00%
Mortality Rates	Indian Assured Lives mortality (2012-14) Ult Table	Indian Assured Lives mortality (2012-14) Ult Table

Quantitative sensitivity analysis for significant assumptions is as below:

₹ lakh

Impact on Defined Benefit Obligation	Gratuity	Medical	Pension
	2022	2022	2022
Impact of increase in 50 basis points in discount rate	(293)	(80)	(67)
Impact of decrease in 50 basis points in discount rate	314	90	72
Impact of increase in 50 basis points in salary escalation	313	-	-
Impact of decrease in 50 basis points in salary escalation	(295)	-	-
Impact of increase in 100 basis points in health care cost	-	188	-
Impact of decrease in 100 basis points in health care cost	-	(151)	-
Impact of increase in 100 basis points in pension rate	-	-	42
Impact of decrease in 100 basis points in pension rate	-	-	(41)

Sensitivities have been calculated to show the movement in Defined Benefit Obligation in isolation and assuming there are no other changes in market conditions at the accounting date. In presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation liability recognised in the balance sheet.

Major Categories of Plan Assets:

₹ lakh

Particulars	Gratuity	
	2022	2021
Insurance managed Funds	7978.12	7636.05
Total	7978.12	7636.05

The Company contributes all its ascertained liabilities towards gratuity to the Trust set up for the same. Trustees administer the contributions made to the Trust. As at March 31, 2022 and March 31, 2021, the plan assets have been primarily invested in insurance managed funds.

Expected contribution over the next financial year:

The Company is expected to contribute ₹ 702.76 Lakh to defined benefit obligations funds for the year ending March 31, 2022.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

(iii) Provident Fund

The Company operates Provident Fund Schemes and the contributions are made to recognised funds maintained by the Company and for certain categories contributions are made to State Plans. The Company has an obligation to fund any shortfall on the yield of the Trust's investments over the administered rates on an annual basis. The Actuary has provided valuation for provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the below provided assumptions, there is no shortfall as on March 31, 2022 and March 31, 2021.

The details of fund and plan asset position are given below:

₹ lakh

Particulars	Provident Fund	
	2022	2021
Plan Assets as at period end	8911	8002
Present Value of Funded Obligations at period end	8911	8002
Amount Recognised in the Balance Sheet	-	-

Assumptions used in determining the present value obligation of the interest rate guarantee under the Deterministic Approach:

Particulars	Provident Fund	
	2022	2021
Guaranteed Rate of Return	8.50%	8.50%
Discount Rate for remaining term to Maturity of Investment	6.30%	6.50%
Expected Rate of Return on Investment	8.47%	8.21%

Note No. 40: Fair Value Measurement

A. Fair Value Measurement-Agricultural Produce

Agricultural produce is the harvested produce of the entity's Biological Assets (Bearer Plants) at the point of harvest. Green Bean in Fruit form, Green Pepper and Green Tea at the point of plucking falls within the definition of Agricultural Produce at the point of harvest.

The Company uses a Valuation technique that is appropriate to the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs. Accordingly, the Company follows a Market Approach as permitted under Indian Accounting Standard Ind AS-113- 'Fair Value Measurement'.

Particulars	Fair value hierarchy	Valuation technique(s) and key input(s)
1) Arabica	Level 2 input	Market Approach
2) Robusta	Level 2 input	Market Approach
3) Pepper	Level 2 input	Market Approach
4) Tea	Level 2 input	Market Approach

(i) Fair Valuation of Coffee

The Coffee on reporting dates are available in (a) Fruit Form (b) Dried Uncured form and (c) Cured Coffee level.

There is no active quoted market for Green Bean in Fruit Form. Hence, Level 1 inputs (unadjusted quoted prices in active markets for identical assets or liabilities) are not available for valuation.

The Coffee Board publishes Daily Market Prices of Arabica Parchment, Arabica Cherry, Robusta Parchment and Robusta Cherry at Dried Uncured Coffee level.

Based on the well established conversion norms and the Coffee Board prices, the cured equivalent of fair valuation of Fruit Coffee are arrived at based on Level 2 observable inputs.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

The Valuation is carried out at the Fruit Coffee Level, while the the quoted prices are available at the Dried Coffee level. Hence, the fair value measurement is satisfying the conditions for applying Level 2 of the Fair Value hierarchy.

Suitable adjustments based on conversion norms applicable for the dried Uncured Coffee and Cured Coffee are carried out to arrive at the corresponding Fair Value at these stages.

(ii) Fair Valuation of Pepper

The Spices Board of India publishes the average market rates for Pepper MG1 Grade. Since the Company produces and markets Pepper in various grades, apart from MG1, the quoted Prices for MG1 are considered as Level 2 inputs being quoted prices of Various Grades. The MG1 rate is applied to the Company's estimated grade % for black pepper production and the composite weighted average fair value is arrived at and after making adjustments for subsequent processes.

The fair value so arrived at becomes the Ind AS 2 Inventory rate / value and thereafter regular inventory accounting process is followed.

(iii) Fair Valuation of Tea

The tea leaves at the point of plucking are designated as Agricultural Produce at the point of harvest. The fair valuations are based on the auction prices of Made Tea and are suitably adjusted based on conversion norms to arrive at the fair valuation of green leaves.

B. Fair Value of Equity

The Fair value of equity investments except investments in subsidiaries are based on Quoted prices available on last reporting rate which is a Level 1 input.

Note No. 41: Disclosure under Section 186 of the Companies Act, 2013

Particulars of Loans, Deposits and Guarantees as at the year end

₹ Lakh

Sl. No.	Name of the Entity	2022	2021	Nature of Loans / Deposits	Purpose for which Loan/Guarantee is proposed to be utilised by recipient
1	Tata Housing Development Company Limited	-	3000.00	Inter Corporate Deposits	Short Term Working Capital
2	Tata International Limited	-	4000.00	Inter Corporate Deposits	Short Term Working Capital
		-	7000.00		

The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall: (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 42: Financial Ratios

Financial ratios

Ratio	Numerator	Denominator	2022	2021	% Variance
Current Ratio	Current Assets	Current Liabilities	3.33	3.20	4
Debt - Equity Ratio	Total Debt [including Lease Rentals]	Total Equity	0.06	0.07	14
Debt Service Coverage Ratio [^]	Earnings available for Debt Service	Debt Service	41.54	46.95	(12)
Return on Equity Ratio	Profit After Tax	Average Equity	9.03%	9.64%	(6)
Inventory Turnover Ratio	Net Sales	Average Inventory	2.37	2.71	(13)
Trade Receivables Turnover Ratio	Revenue from Contracts with Customers	Average Accounts Receivables	7.45	6.56	14
Trade Payables Turnover Ratio	Adjusted Expenses	Average Trade Payables	12.25	12.05	2
Net Capital Turnover Ratio	Revenue from Operations	Average Working Capital	1.77	1.93	(8)
Net Profit Ratio	Profit After Tax	Revenue from Operations	12.47%	13.68%	(9)
Return on Capital Employed	Earnings Before Interest and Tax	Average Capital Employed	8.17%	6.82%	20
Return on Investment*	Income generated from Investments	Average Investments	4.38%	5.96%	(27)

[^] Excluding Working Capital facilities which are re-drawable subsequently after repayment

* Return on Investment is lower on account of lower cash and cash equivalents

Note No. 43: Other Disclosures

- Relationship with Struck off Companies - The Company does not have any transactions or relationships with any companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- There are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in the books of account.
- There are no charges or satisfaction of charges yet to be registered with Registrar of Companies beyond the statutory period.

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Note No. 44: Related Party Transactions

In accordance with IndAS 24, the disclosures required are given below:

₹ Lakh

Sl. No.	Nature of transaction	Promoter	Parent Company	Subsidiaries	Key Management Personnel	Fellow Associates	Subsidiaries/Js of Promoter	Post Employment Benefit Plans	Total
		For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021
1	Sale of Goods	-	5087.59	174.92	47.17	-	1.26	-	7571.65
2	Rendering of Services	-	-	-	-	-	40.32	-	40.32
3	Purchase of Goods	-	-	496.68	161.16	-	3600.01	-	4104.87
4	Directors' Remuneration*	-	-	-	-	559.30	-	-	559.30
5	Receiving of Services	143.17	132.64	93.49	307.10	-	318.03	-	874.83
6	Reimbursement of expenses / (income) -Net	-	(121.58)	-	-	-	-	-	(121.58)
7	Dividend Paid	-	1610.33	-	-	-	-	-	1610.33
8	Dividend received (Inclusive of TDS)	-	-	4484.00	4412.06	-	-	-	4484.00
9	Contribution to Post Retirement Benefit Plans	-	-	-	-	-	-	742.12	715.03
10	Guarantee balance at the year end	-	-	31361.00	40043.89	-	-	-	31361.00
11	Inter Corporate Deposits at the year end	-	-	-	-	-	7000.00	-	-
12	Interest Received/ Accrued on Inter Corporate Loans	-	-	-	-	-	104.07	-	104.07
13	Investment in Wholly Owned Subsidiary	-	-	2165.22	-	-	-	-	2165.22
14	Outstanding at the year end	143.17	132.64	20.87	157.41	-	48.31	-	431.60
	Credit	-	-	-	-	-	-	-	-
	Debit	-	-	20.14	26.92	-	1108.90	-	2033.70
		-	569.19	609.97	-	335.47	1258.15	-	2084.50

The above information is excluding taxes and duties except Outstanding Balances at the year end.

* Includes contribution towards Provident Fund and Superannuation Fund

Details of material transactions with related parties are disclosed in the consolidated Related Party Transactions (refer Note No. 42 (b) of the consolidated financial statements).

Notes

to the Standalone Financial Statements for the year ended March 31, 2022

Names of related parties and description of relationship

1.	Promoter Company	Tata Sons Private Limited
2.	Parent Company	Tata Consumer Products Limited
3.	Subsidiaries	Consolidated Coffee Inc., Eight O Clock Holdings Inc. Eight O Clock Coffee Company Tata Coffee Vietnam Company Limited
4.	Key Management Personnel	Mr Chacko Purackal Thomas, Managing Director & CEO Mr K Venkataramanan, Executive Director - Finance & CFO
5.	Fellow Subsidiaries / JVs/Associates	Tata Consumer Products GB Limited Tata Starbucks Private Limited Kanan Devan Hills Plantations Company Private Limited Amalgamated Plantations Private Limited
6.	Subsidiaries / JVs of Promoter Company	Tata Consultancy Services Limited Tata Housing Development Company Limited Tata International Limited Tata Teleservices Limited Tata Uganda Limited Tata International Singapore Pte Limited Tata Unistore Limited Tata Communications Limited Tata AIG General Insurance Company Limited Tata AIA Life Insurance Company Limited Tata Industries Limited Tata Digital Limited
7.	Post Retirement Benefit Plans	Tata Coffee Staff Provident Fund Trust Tata Coffee Superannuation Scheme Tata Coffee Employees Gratuity Fund

CHACKO PURACKAL THOMAS
Managing Director & CEO

K. VENKATARAMANAN
Executive Director - Finance & CFO

S. VENKATRAMAN
Director

N. ANANTHA MURTHY
Company Secretary

Place: Bengaluru
Date: April 26, 2022

Deloitte Haskins & Sells LLP

Chartered Accountants
One International Center
Tower 3, 27th-32nd Floor
Senapati Bapat Marg,
Elphinstone Road (West)
Mumbai-400 013
Maharashtra, India

Tel: +91 22 6185 4000
Fax: +91 22 6185 4101

**The Board of Directors,
Tata Consumer Products Limited
1, Bishop Lefroy Road,
Kolkata - 700020**

Independent Auditor's Certificate certifying the proposed accounting treatment included in the Draft Composite Scheme of Arrangement amongst Tata Consumer Products Limited (the "Company / TCPL") and 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.

1. This certificate is issued in accordance with the terms of our engagement letter dated March 08, 2022.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018), the Statutory Auditors of Tata Consumer Products Limited, have examined the proposed accounting treatment specified in para 14.1 of Part B and para 22 of Part C as specified in the draft composite scheme of arrangement (hereinafter referred as the "Scheme") between TCPL and TCL and TBFL and their respective shareholders and creditors in terms of the provision of Section 230 to 232 of the Companies Act, 2013 and for the compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under and other generally accepted accounting principles.

Management's responsibility

3. The responsibility for the preparation of the Scheme including the proposed accounting treatment therein as included in para 14.1 of Part B and para 22 of Part C of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards, read with the rules made there under and Other Generally Accepted Accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation; and making an estimate that are reasonable in the circumstance.

Auditor's responsibility

4. Our responsibility is only to examine and report whether the proposed accounting treatment included in para 14.1 of Part B and para 22 of Part C of the Scheme referred above complies with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the rules made there under and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

Deloitte Haskins & Sells LLP

5. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Scheme.

Opinion

7. Based on our examination and according to the information and explanations given to us, we are of the opinion that the proposed accounting treatment contained in para 14.1 of Part B and para 22 of Part C of the Scheme, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder, in terms of the provisions of Section 230 to 232 of the Companies Act 2013, and with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under, and other generally accepted accounting principles, as applicable.
8. For ease of references, relevant extract of para 14.1 of Part B and para 22 of Part C of the Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is initialed by us only for the purposes of identification.

Restriction on use

9. This certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 230 to 232 of the Companies Act, 2013, for onward submission by the Company to Securities and Exchange Board of India (SEBI), the National Company Law Tribunal, Bombay Stock Exchange Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange Limited and any regulatory and other authority for the purpose of implementation of Scheme. This Certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



Mukesh Jain
Partner

Membership No. 108262
UDIN: 22108262AFVROR4301

Mumbai, March 29, 2022



Annexure 1

Relevant Extract of Proposed Accounting Treatment included in para 14.1 of Part B and para 22 of Part C of the Composite Scheme of Arrangement amongst Tata Consumer Products Limited ("TCPL") and Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") (collectively referred to as "Companies") and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013:

14. Accounting Treatment in the books of the Companies

14.1 Upon the Scheme being effective and with effect from the Appointed Date, TCPL and TBFL shall account for the demerger including transfer of allocated reserves to TBFL all at book values, in accordance with Appendix C of Indian Accounting Standard - 103 on Business Combinations and other Indian Accounting Standards, as applicable, and notified under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India.

22. Accounting Treatment in the books of TCPL

Upon the Scheme being effective and with effect from the Appointed Date, TCPL shall account for the amalgamation, at book values, in accordance with Appendix C of Indian Accounting Standard 103 on Business Combinations and other Indian Accounting Standards, as applicable, and notified under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India.

For Tata Consumer Products Limited



Authorised Signatory

Name: John Jacob

Place: Bangalore

Date: March 29, 2022

TATA CONSUMER PRODUCTS LIMITED

Kirloskar Business Park, 3rd & 4th Floor, Hebbal, Bangalore – 560 024

Tel: 91-80-6717 1200 | Fax: 91-80-6717 1201

Registered Office: 1, Bishop Lefroy Road, Kolkata – 700 020

Corporate Identity Number (CIN): L15491WB1962PLC031425

Email: investor.relations@tataconsumer.com

Website: www.tataconsumer.com

**Deloitte
Haskins & Sells LLP**

Chartered Accountants
ASV N Ramana Tower
52, Venkatnarayana Road
T. Nagar
Chennai-600 017
Tamil Nadu, India

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To
The Board of Directors
Tata Coffee Limited

Corporate Office: No. 57, Railway Parallel Road,
Kumara Park West,
Bengaluru – 560 020

And

Registered Office: Pollibetta, Kodagu,
Karnataka – 571 215

Independent Auditor's Certificate certifying the proposed accounting treatment included in the Draft Composite Scheme of Arrangement amongst Tata Consumer Products Limited ("TCPL") and Tata Coffee Limited (the "Company") 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 (hereinafter referred to as "Draft Scheme") (Revised)

We, the statutory auditors of Tata Coffee Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 14.2 of Part B of the Draft Composite Scheme of Arrangement between Tata Consumer Products Limited ("TCPL") and the Company 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 (hereinafter referred to as "Draft Scheme"), with regard to demerger of the demerged undertaking (as defined in the Draft Scheme comprising of Plantation Business as defined in the Draft Scheme) of the Company into TBFL; with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under and other generally accepted accounting principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

The accounting treatment to be followed for demerger of the demerged undertaking of the Company is not specifically addressed by any Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The Company has therefore developed an accounting policy for such transaction as more fully described in Clause 14.2 of Part B-in accordance with paragraph 10 of Ind AS 8- *Accounting policies, Changes in Accounting Estimates and Error*. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Draft Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and

Deloitte Haskins & Sells LLP

all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the Tata Coffee Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). This Certificate should not be used for any other purpose without our prior written consent.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



P Usha Parvathy
Partner
(Membership No. 207704)
(UDIN: 22207704AGSBTB7382)

Chennai, Tamil Nadu, April 09, 2022
Ref: TCL/UP/MS/014/2021-22

**Deloitte
Haskins & Sells LLP**

Annexure 1 - Notes

1. This certificate is issued in accordance with the terms of our engagement letter dated March 25, 2022. This revised certificate is issued only to address the observations received from the National Stock Exchange of India Limited vide letter dated April 5, 2022 (Letter Ref: NSE/LIST/30599) and queries received from BSE Limited by the Company. **Accordingly, this revised certificate supersedes our earlier certificate reference No. TCL/UP/MS/010/2021-22 dated March 29, 2022 having UDIN No. 22207704AFXCDC7520 and we have not performed any additional procedures subsequent to the date of our aforesaid certificate dated March 29, 2022.**
2. Clause 14.2 of Part B related to the proposed accounting treatment of the Draft Scheme has been reproduced by the management of the Company in **Annexure 2**, which we have initialed for identification purpose only.

Management's Responsibility

3. The responsibility for the preparation of the Draft Scheme includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's responsibility

4. The Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) requires that we comply with the ethical requirements of the Code of Ethics issued by (ICAI).
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Draft Scheme.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



P Usha Parvathy
Partner
(Membership No. 207704)
(UDIN: 22207704AGSBTB7382)

Chennai, Tamil Nadu, April 09, 2022
Ref: TCL/UP/MS/014/2021-22

Annexure 2

Relevant Extract of Proposed Accounting Treatment included in clause 14.2 of Part B of the Draft Composite Scheme of Arrangement amongst Tata Consumer Products Limited (TCPL) and Tata Coffee Limited (TCL) and TCPL Beverages & Foods Limited (TBFL) and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013:

Clause 14.2 of Part B

14. ACCOUNTING TREATMENT IN THE BOOKS OF THE COMPANIES

- 14.2 TCL shall, upon Scheme becoming effective, derecognise the assets and liabilities and transfer allocated reserves of the Demerged Undertaking vested in TBFL pursuant to this Scheme at their respective book values as on the Appointed Date with a corresponding debit to Capital Reserves, in terms of Indian Accounting Standards and accounting principles generally accepted in India.

For Tata Coffee Limited

VENKATARA
MANAN
KRISHNAMO
ORTHY

Digitally signed by
VENKATARAMANAN
KRISHNAMOORTHY
Date: 2022.04.08
20:57:21 +05'30'

Authorised Signatory

Name: Venkataramanan K
Place: Bengaluru
Date: April 08, 2022



Deloitte Haskins & Sells LLP

Chartered Accountants
One International Center
Tower 3, 27th-32nd Floor
Senapati Bapat Marg
Elphinstone Road (West)
Mumbai-400 013
Maharashtra, India

Tel: +91 22 6185 4000
Fax: +91 22 6185 4101

**The Board of Directors,
TCPL Beverages & Foods Limited
Kirkoskar Business Park, Block C,
3rd & 4th Floor, New Airport Road,
Hebbal, Bengaluru - 560024**

Independent Auditor's Certificate certifying the proposed accounting treatment included in the Draft Composite Scheme of Arrangement amongst Tata Consumer Products Limited ("TCPL") and Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("Company/TBFL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

1. This certificate is issued in accordance with the terms of our engagement letter dated March 28, 2022.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018), the Statutory Auditors of TCPL Beverages & Foods Limited, have examined the proposed accounting treatment specified in para 14.1 of Part B as specified in the draft composite scheme of arrangement (hereinafter referred as the "Scheme") between TCPL and TCL and TBFL and their respective shareholders and creditors in terms of the provision of Section 230 to 232 of the Companies Act, 2013 and for the compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under and other generally accepted accounting principles.

Management's responsibility

3. The responsibility for the preparation of the Scheme including the proposed accounting treatment therein as included in para 14.1 of Part B of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards, read with the rules made there under and Other Generally Accepted Accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation; and making an estimate that are reasonable in the circumstance.

Auditor's responsibility

4. Our responsibility is only to examine and report whether the proposed accounting treatment included in para 14.1 of Part B of the Scheme referred above complies with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the rules made there under and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.



5. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Scheme.

Opinion

7. Based on our examination and according to the information and explanations given to us, we are of the opinion that the proposed accounting treatment contained in para 14.1 of Part B of the Scheme, is in compliance of the provisions of Section 230 to 232 of the Companies Act 2013, and with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under, and other generally accepted accounting principles, as applicable.
8. For ease of references, relevant extract of para 14.1 of Part B of the Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is initialed by us only for the purposes of identification.

Restriction on use

9. This certificate is issued at the request of the Company pursuant to the requirements of Section 230 to 232 of the Companies Act, 2013, for onward submission by the Company to the National Company Law Tribunal and any regulatory and other authority for the purpose of implementation of Scheme. This Certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)



Mukesh Jain

Partner

Membership No. 108262

UDIN: 22108262AFVROS7840

Mumbai, March 29, 2022

TCPL BEVERAGES & FOODS LIMITED

Annexure 1

Relevant Extract of Proposed Accounting Treatment included in para 14.1 of Part B of the Composite Scheme of Arrangement amongst Tata Consumer Products Limited ("TCPL") and Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") (collectively referred to as "Companies") and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013:

14. Accounting Treatment in the books of the Companies

- 14.1 Upon the Scheme being effective and with effect from the Appointed Date, TCPL and TBFL shall account for the demerger including transfer of allocated reserves to TBFL all at book values, in accordance with Appendix C of Indian Accounting Standard - 103 on Business Combinations and other Indian Accounting Standards, as applicable, and notified under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India.

For TCPL Beverages & Foods Limited



Authorised Signatory
Name: Akram Jamal
Place: Bangalore
Date: March 29, 2022



Corporate Identity Number (CIN): U15400KA2022PLC158373

Registered Office: Kirloskar Business Park, Block C, 3rd & 4th Floor, New Airport Road, Hebbal, Bangalore - 560024

Tel: 080 67171200; Email: CorpSec@tataconsumer.com

Tata Consumer Products Limited
Unaudited Special Purpose Condensed Financial Statements

Quarter ended June 30, 2022

To the Board of Directors**Tata Consumer Products Limited****Report on the Unaudited Special Purpose Condensed Financial Statements**

We have reviewed the accompanying Unaudited Special Purpose Condensed Financial Statements of **Tata Consumer Products Limited** (the "Company") which comprise the Unaudited Special Purpose Condensed Balance Sheet as at June 30, 2022, Unaudited Special Purpose Condensed Statement of Profit and Loss (including other Comprehensive Income), the Unaudited Special Purpose Condensed Statement of Cash Flows and Unaudited Special Purpose Condensed Statement of Changes in Equity for the quarter ended June 30, 2022 and other explanatory notes (together hereinafter referred to as the "Unaudited Special Purpose Condensed Financial Statements").

Management's Responsibility for the Unaudited Special Purpose Condensed Financial Statements

The Management of the Company is responsible for the preparation and presentation of these Unaudited Special Purpose Condensed Financial Statements in accordance with the recognition and measurement principles laid down in Indian Accounting Standards ("Ind AS") 34, Interim Financial Reporting prescribed under section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder and other recognised accounting practices and policies. The Unaudited Special Purpose Condensed Financial Statements are the responsibility of the Company's Management and have been approved by the Board of Directors. Our responsibility is to express a conclusion on the Unaudited Special Purpose Condensed Financial Statements based on our review.

Auditor's Responsibility

We conducted our review in accordance with the Standards on Review Engagements ("SRE") 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountant of India ("ICAI"). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Unaudited Special Purpose Condensed Financial Statements is free of material misstatement. A review is limited primarily to inquiries of Company's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing issued by ICAI and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Conclusion

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Unaudited Special Purpose Condensed Financial Statements have not been prepared in all material respects in accordance with recognition and

**Deloitte
Haskins & Sells LLP**

measurement principles of Ind AS 34 prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies.

Restriction on use

The Unaudited Special Purpose Condensed Financial Statements has been prepared by the Company for attachment to notice to shareholders in terms of section 232(2)(e) of the Companies Act, 2013 and should not be used for any other purpose.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)



Sanjiv Pilgaonkar

Partner

Membership No.: 039826

UDIN: 22039826ARUYQT6942

Place: Mumbai

Date: September 12, 2022

TATA CONSUMER PRODUCTS

Tata Consumer Products Limited

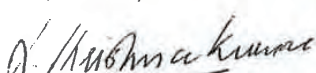
Unaudited Special Purpose Condensed Balance Sheet as at June 30, 2022

	As at 30 June, 2022	Rs. in Crores As at 31 March, 2022
ASSETS		
Non-current assets		
Property, Plant and Equipment	291.54	296.93
Capital work-in-progress	5.25	2.58
Right of Use Asset	199.49	210.97
Goodwill	3578.51	3578.51
Other Intangible Assets	2501.51	2477.64
Intangible asset under development	3.26	37.18
Financial Assets		
Investments	3463.89	3368.76
Loans	16.21	13.80
Other Financial Assets	106.26	104.44
Non-Current Tax Assets (Net)	105.86	121.97
Other Non-Current Assets	86.79	86.27
	10358.57	10299.05
Current assets		
Inventories	861.74	1271.94
Financial Assets		
Investments	175.59	156.94
Trade Receivables	376.58	281.76
Cash and Cash Equivalents	175.19	327.40
Other Bank Balances	674.53	1001.21
Loans	619.65	559.70
Other Financial Assets	46.20	48.75
Other Current Assets	240.12	279.46
	3169.60	3927.16
TOTAL ASSETS	13528.17	14226.21
EQUITY AND LIABILITIES		
Equity		
Equity share capital	92.16	92.16
Other Equity	11352.93	11669.75
TOTAL EQUITY	11445.09	11761.91
Non-Current Liabilities		
Financial Liabilities		
Lease Liabilities	196.87	205.19
Other Financial Liability	78.50	76.91
Provisions	130.21	135.32
Deferred Tax Liabilities (Net)	526.40	511.22
	931.98	928.64
Current Liabilities		
Financial Liabilities		
Lease Liabilities	27.56	29.71
Trade Payables		
Total outstanding dues of Micro enterprises and Small enterprises	20.88	29.64
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	846.40	1234.10
Other Financial Liabilities	40.03	77.68
Other Current Liabilities	146.09	96.66
Provisions	65.01	62.74
Current Tax Liability (Net)	5.13	5.13
	1151.10	1535.66
TOTAL EQUITY AND LIABILITIES	13528.17	14226.21

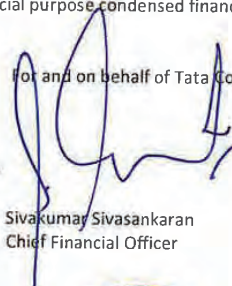
Refer accompanying select explanatory notes to the unaudited special purpose condensed financial statements

In terms of our report attached of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No.117366W/W-100018)


Sanjiv V. Pilgaonkar
Partner
Membership No. 039826


L. Krishna Kumar
Executive Director

For and on behalf of Tata Consumer Products Limited


Sivakumar Sivasankaran
Chief Financial Officer


Neelabja Chakrabarty
Company Secretary

Place: Mumbai
September 12, 2022



Tata Consumer Products Limited

Unaudited Special Purpose Condensed Statement of Profit and loss for the quarter ended June 30, 2022

	Quarter ended June 2022	Rs. in Crores Quarter ended June 2021
Income		
Revenue from Operations	2076.88	1965.89
Other Income	53.90	146.23
Total Income	2130.78	2112.12
Expenses		
Cost of Materials Consumed	747.94	886.85
Purchases of Stock-in-trade	551.55	416.94
Change in Inventories of Finished Goods/Stock-in-trade/Work-in-progress	(10.26)	(20.11)
Employee Benefits Expense	97.86	88.36
Finance Costs	7.14	7.66
Depreciation and Amortisation Expense	35.09	34.88
Advertisement & Sales Charge	127.48	86.14
Other Expenses	255.48	233.79
Total Expenses	1812.28	1734.51
Profit before Exceptional Items and Taxes	318.50	377.61
Exceptional Items (Net)	(11.10)	-
Profit before Tax	307.40	377.61
Tax Expenses		
Current Tax	61.82	42.44
Deferred Tax	12.75	31.43
	74.57	73.87
Profit for the quarter	232.83	303.74
Other Comprehensive Income		
Items that will not be reclassified to profit or loss		
Remeasurement of defined benefit plans	9.91	(4.74)
Changes in fair valuation of equity instruments	(0.26)	1.39
	9.65	(3.35)
Tax Impact on above items	(2.46)	1.19
	7.19	(2.16)
Items that will be reclassified to profit or loss		
Gains/(loss) on effective portion of cash flow hedges	(0.22)	(0.05)
Tax Impact on above items	0.06	0.01
	(0.16)	(0.04)
Other Comprehensive Income for the quarter	7.03	(2.20)
Total Comprehensive Income for the quarter	239.86	301.54
Earnings per share		
Equity share of nominal value Re. 1 each		
Basic (not annualised)	2.53	3.30
Diluted (not annualised)	2.53	3.30

Refer accompanying select explanatory notes to the unaudited special purpose condensed financial statements

In terms of our report attached of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Sanjiv V. Pilgaonkar
Partner
Membership No. 039826

L. Krishna Kumar
Executive Director

For and on behalf of Tata Consumer Products Limited

Sivakumar Sivasankaran
Chief Financial Officer

Neelabja Chakrabarty
Company Secretary

Place: Mumbai
September 12, 2022



TATA CONSUMER PRODUCTS

Tata Consumer Products Limited

Unaudited Special Purpose Condensed Statement of Cash flow for the quarter ended June 30, 2022

	Quarter ended Jun 22	Rs in Crores Quarter ended Jun 21
A. Cash Flow from Operating Activities		
Net Profit before Tax	307.40	377.61
Adjusted for :		
Depreciation and Amortisation	35.09	34.88
Dividend Income	(27.50)	(125.91)
Unrealised Exchange Loss / (Gain)	(0.24)	(0.66)
Finance Cost	7.14	7.66
Fair Value movement in Financial Instruments designated at Fair Value	(3.79)	(2.18)
Interest Income	(20.00)	(15.68)
Profit on sale of Current Investments (net)	(2.59)	(2.40)
(Profit) / Loss on sale of Property, Plant & Equipment (net)	0.08	0.34
Other Exceptional Expense/(Income)(net)	11.10	0.00
	(0.71)	(103.95)
Operating Profit before working capital changes	306.69	273.66
Adjustments for :		
Trade Receivables & Other Assets	(56.86)	(33.23)
Inventories	409.07	308.94
Trade Payables & Other Liabilities	(449.82)	(251.56)
	(97.61)	24.15
Cash generated from Operations	209.08	297.81
Direct Taxes paid (net)	(45.69)	(30.25)
	(45.69)	(30.25)
Net Cash from / (used in) Operating Activities	163.39	267.56
B. Cash Flow from Investing Activities		
Payment for Property, Plant and Equipment and Intangibles	(14.49)	(12.87)
Investment in Joint Venture	-	(61.00)
Investment in Subsidiary	(41.51)	-
Investment in Associate	(50.00)	-
Dividend Income received	27.50	125.91
Interest Income received	18.13	4.90
(Purchase) / Sale of Current Investments (net)	(16.05)	1.40
Placement of Fixed deposits	(113.65)	(369.88)
Redemption of Fixed deposits	506.39	372.82
Inter Corporate Deposits & Loans placed	(294.00)	(20.00)
Inter Corporate Deposits & Loans redeemed	231.90	1.75
Net Cash from / (used in) Investing Activities	254.22	43.03
C. Cash Flow from Financing Activities		
Payment of Lease Liabilities	(7.41)	(8.12)
Dividend paid	(557.57)	(373.23)
Finance Cost paid	(4.84)	(5.30)
Net Cash from / (used in) Financing Activities	(569.82)	(386.65)
Net increase / (decrease) in Cash and Cash Equivalents	(152.21)	(76.06)



Tata Consumer Products Limited

	Quarter ended Jun 22	Rs in Crores Quarter ended Jun 21
D. Cash and Cash Equivalents balances		
Balances at the beginning of the year	327.40	644.74
Balances at the end of the year	175.19	568.68

Refer accompanying select explanatory notes to the unaudited special purpose condensed financial statements

In terms of our report attached of even date

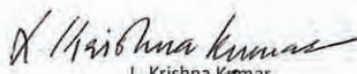
For Deloitte Haskins & Sells LLP

Chartered Accountants

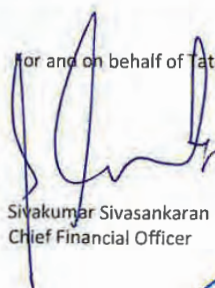
(Firm's Registration No.117366W/W-100018)



Sanjiv V. Pilgaonkar
Partner
Membership No. 039826



L. Krishna Kumar
Executive Director



Sivakumar Sivasankaran
Chief Financial Officer



Neelabja Chakrabarty
Company Secretary

Place: Mumbai
September 12, 2022



Select explanatory notes to the Unaudited Special Purpose Condensed Financial Statements for the quarter ended June 30, 2022

1. Basis of Preparation

The Unaudited Special Purpose Condensed Financial Statements of Tata Consumer Products Limited (the "Company") have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard ("Ind AS") 34, "Interim Financial Reporting" notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the 2013 Act for the purpose of attachment to notice to shareholders in terms of section 232(2)(e) of the Companies Act, 2013.

The Unaudited Special Purpose Condensed Financial Statements should be read in conjunction with the annual standalone financial statements for the year ended March 31, 2022.

The accounting policies applied are consistent with those of the annual standalone financial statements for the year ended March 31, 2022.

2. Explanatory Notes

- a. Contingent Liabilities and Assets – There are no material changes to the contingent liabilities and assets reported as at March 31, 2022.
- b. The Board of Directors of the Company in its meeting held on March 29, 2022, have approved the composite scheme of arrangement (the "Scheme"), amongst the Company and its subsidiaries, Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL"), in terms of Section 230-232 and other applicable provisions of Companies Act, 2013.

The Scheme *inter alia* provides for the demerger of the Plantation Business (as defined in the Scheme) of TCL into TBFL and as consideration, issue equity shares of the Company (as the holding company of TBFL) to all the shareholders of TCL (other than to itself) in accordance with the Share Entitlement Ratio mentioned in the Scheme. This would be followed immediately by the amalgamation of the TCL comprising of the Remaining Business (as defined in the Scheme) with the Company and as consideration, issue equity shares of the Company to all the shareholders of TCL (other than to itself) in accordance with the Share Exchange Ratio mentioned in the Scheme.

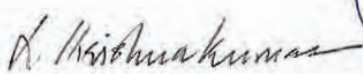
The Scheme would become effective after receipt of all requisite approvals as mentioned in the Scheme. Pending receipt of necessary approvals, no effect of the Scheme has been given in the financial statements for the quarter ended June 30, 2022.

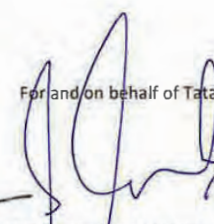
Costs pertaining to Scheme of arrangement of Rs 1 crore incurred during the quarter ended June 30, 2022 have been disclosed as exceptional items.

- c. As per the threshold limits prescribed under Indian Accounting Standard (Ind AS-108) on "Segment Reporting", the Company's reportable activity for standalone financial statements falls within a single business segment and hence, the segment disclosure requirements are not applicable.



For and on behalf of Tata Consumer Products Limited


L. Krishna-Kumar
Executive Director


Sivakumar Sivasankaran
Chief Financial Officer


Neelabja Chakrabarty
Company Secretary



Tata Coffee Limited

**Special Purpose Condensed
Standalone Financial Statements**

Quarter ended June 30, 2022

INDEPENDENT AUDITOR'S REPORT

**To the Board of Directors of Tata Coffee Limited
Report on the Audit of the Special Purpose Standalone Condensed Financial Statements**

1. Opinion

We have audited the accompanying special purpose standalone condensed financial statements (the "Special Purpose Standalone Condensed Financial Statements") of Tata Coffee Limited (the "Company"), which comprise the Balance Sheet as at 30 June 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the quarter then ended, and select explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Special Purpose Standalone Condensed Financial Statements is prepared, in all material respects, in accordance with the basis set out in note 1 to the Special Purpose Standalone Condensed Financial Statements.

2. Basis for Opinion

We conducted our audit of the Special Purpose Standalone Condensed Financial Statements in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Special Purpose Standalone Condensed Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the ICAI together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder, and we have fulfilled our other responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the Special Purpose Standalone Condensed Financial Statements.

3. Responsibilities of Management and Those Charged with Governance for the Special Purpose Standalone Condensed Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these Special Purpose Standalone Condensed Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the basis stated in Note 1 to the Special Purpose Standalone Condensed Financial Statements for the purpose set out in said note.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Special Purpose Standalone Condensed Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Special Purpose Standalone Condensed Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

4. Auditor's Responsibilities for the Audit of the Special Purpose Standalone Condensed Financial Statements

Our objectives are to obtain reasonable assurance about whether the Special Purpose Standalone Condensed Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Special Purpose Standalone Condensed Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Special Purpose Standalone Condensed Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Special Purpose Standalone Condensed Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Materiality is the magnitude of misstatements in the Special Purpose Standalone Condensed Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Special Purpose Standalone Condensed Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Special Purpose Standalone Condensed Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

5. Restriction on Use

The Special Purpose Standalone Condensed Financial Statements has been prepared by the Company for attachment to notice to shareholders in terms of section 232(2)(e) of the Companies Act, 2013 and should not be used for any other purposes.

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

(Firm's Registration No. 117366W/ W-100018)



A. Bhattacharya
Partner

(Membership No. 054110)

UDIN : 22054110ARODHV9824

Kolkata, 09 September, 2022

Tata Coffee Limited
Special Purpose Condensed Standalone Balance Sheet as at June 30, 2022

Particulars	₹ Lakh	
	As at June 30, 2022	As at March 31, 2022
ASSETS		
Non-current assets		
Property, Plant and Equipment	38152.23	38686.65
Capital Work-in-progress	7178.54	6369.18
Right-of-Use Assets	106.28	122.91
Investment Property	1723.94	1731.55
Intangible Assets	133.59	143.60
Financial Assets		
Investments	25855.26	24687.93
Loans	20.98	20.98
Other Financial Assets	370.66	22.94
Non-current Tax Assets	1288.13	1288.13
Other Non-current Assets	271.64	427.01
	75101.25	73500.88
Current assets		
Inventories including Biological Assets	42418.43	39578.74
Financial Assets		
Investments	3671.24	4093.73
Trade Receivables	10441.10	10676.26
Cash and Cash Equivalents	1151.20	848.73
Other Bank Balances	5303.14	9340.84
Loans	2158.64	177.76
Other Financial Assets	901.28	1598.57
Other Current Assets	3786.22	2958.40
	69831.25	69273.03
Non Current Assets held for sale	83.35	49.20
Total Assets	145015.85	142823.11
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	1867.70	1867.70
Other Equity	113570.65	114580.75
Total Equity	115438.35	116448.45
Liabilities		
Non-current liabilities		
Financial Liabilities		
Lease Liabilities	73.64	87.94
Other Financial Liabilities	148.77	156.15
Provisions	3522.19	3540.85
Deferred Tax Liabilities (Net)	1823.73	1813.40
	5568.33	5598.34
Current liabilities		
Financial Liabilities		
Borrowings	9802.27	7311.18
Lease Liabilities	42.17	41.51
Trade Payables:-		
(a) Total outstanding dues of Micro and Small Enterprises	27.89	69.51
(b) Total outstanding dues of creditors other than Micro and Small Enterprises	4054.54	4539.71
Other Financial Liabilities	7794.76	7235.70
Provisions	290.62	272.44
Current Tax Liabilities	332.35	62.65
Other Current Liabilities	1664.57	1243.62
	24009.17	20776.32
Total Equity and Liabilities	145015.85	142823.11

As per our Report of even date attached

For and on behalf of Tata Coffee Limited

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

CHACKO PURACKAL THOMAS
Managing Director & CEO

K. VENKATARAMANAN
Executive Director - Finance & CFO


ARUNABHA BHATTACHARYA
Partner
Membership No.054110



N. ANANTHA MURTHY
Company Secretary

Place: Bengaluru
Date: September 9, 2022

TATA CONSUMER PRODUCTS

Tata Coffee Limited

Special Purpose Condensed Standalone Statement of Profit and Loss for the quarter ended June 30, 2022

Particulars	₹ Lakh	
	For the quarter ended June 30, 2022	For the quarter ended June 30, 2021
INCOME		
Revenue from operations	23215.97	17944.96
Other Income	1129.55	2364.76
Total Income	24345.52	20309.72
EXPENSES		
Cost of materials consumed	8433.97	5780.86
Purchases of Stock-in-trade	2679.38	2006.01
Changes in Inventories of finished goods, work-in-progress, Stock-in-trade and Biological Assets	(2854.92)	(1012.36)
Employee benefits expense	5660.79	4917.55
Finance costs	115.18	100.84
Depreciation and amortisation expense	591.03	600.95
Other expenses	6110.94	4641.44
Total Expenses	20736.37	17035.29
Profit before exceptional items and tax	3609.15	3274.43
Exceptional Items	-	-
Profit before tax	3609.15	3274.43
Tax Expense		
Current tax	573.56	445.42
Deferred tax	40.00	13.00
Total tax expense	613.56	458.42
Profit for the quarter	2995.59	2816.01
Other Comprehensive Income, net of taxes	(270.28)	(31.55)
Items that will not be reclassified to profit/ (loss)	1.11	110.83
Remeasurements of the defined benefit plans	17.71	114.84
Equity instruments through other comprehensive income	(0.27)	(0.04)
Income tax relating to items that will not be reclassified to profit or loss	(16.33)	(3.97)
Items that will be reclassified to profit/ (loss)	(271.39)	(142.38)
Effective portion of Gains/(Loss) in cash flow hedges	(316.42)	(163.93)
Income tax on items that will be reclassified to profit or loss	45.03	21.55
Total Comprehensive Income for the period	2725.31	2784.46
Earnings per equity share		
Basic & Diluted (Not Annualised)	1.60	1.51

As per our Report of even date attached

For and on behalf of Tata Coffee Limited

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

ARUNABHA BHATTACHARYA
Partner
Membership No.054110



CHACKO PURACKAL THOMAS
Managing Director & CEO

K. VENKATARAMANAN
Executive Director - Finance & CFO

N. ANANTHA MURTHY
Company Secretary

Place: Bengaluru
Date: September 9, 2022

Tata Coffee Limited Special Purpose Condensed Standalone Statement of Changes in Equity for the quarter ended June 30, 2022													₹ Lakh
	Equity		Other Equity						Total Other Equity		Total Equity		
	Number of Shares	Equity Share Capital	Surplus			Retained Earnings	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Actuarial Gain/(Loss)				
			Capital Redemption Reserve	Securities Premium	General Reserves I					General Reserves II		Amalgamation Reserves	
	186770370	1867.70	10.41	14424.27	16795.30	12592.58	832.53	63260.86	0.74	236.16	(885.27)	107267.58	109135.28
Balance as at April 1, 2021								10184.23				10184.23	10184.23
Profit for the period									0.33	(75.35)	5.51	(69.51)	(69.51)
Other Comprehensive Income for the period, net of Income Tax												-	0.00
Transfer to Retained Earnings													
Total Comprehensive Income for the period								10184.23	0.33	(75.35)	5.51	10114.72	10114.72
Dividends								(2801.55)				(2801.55)	(2801.55)
Transfer from Retained Earnings							1597.08	(3597.08)					-
Balance as at April 1, 2022	186770370	1867.70	10.41	14424.27	16795.30	14189.66	832.53	69046.46	1.07	160.81	(878.76)	114580.75	116448.45
Profit for the period								2995.59				2995.59	2995.59
Other Comprehensive Income for the period, net of taxes									(0.27)	(271.39)	1.38	(270.28)	(270.28)
Total Comprehensive Income for the period								2995.59	(0.27)	(271.39)	1.38	2725.31	2725.31
Dividends								(3735.41)				(3735.41)	(3735.41)
Balance as at June 30, 2022	186770370	1867.70	10.41	14424.27	16795.30	14189.66	832.53	68306.64	0.80	(110.58)	(878.38)	113570.65	115438.35

As per our Report of even date attached

For and on behalf of Tata Coffee Limited

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

CHACKO PURACKAL THOMAS
Managing Director & CEO

K. VENKATARAMANAN
Executive Director - Finance & CFO

ARUNBHA BHATTACHARYA
Partner
Membership No.054110



Place: Bengaluru
Date: September 9, 2022

TATA CONSUMER PRODUCTS

Tata Coffee Limited
Special Purpose Condensed Standalone Cash Flow Statement for the quarter ended June 30, 2022

₹ Lakh		
Particulars	For the quarter ended June 30, 2022	For the quarter ended June 30, 2021
Cash flows from operating activities		
Profit Before Tax	3609.15	3274.43
Adjustments for:		
Depreciation and amortisation	591.03	600.95
Interest Income	(102.86)	(159.38)
Dividend Income from Investments in Subsidiary	(790.72)	(1826.17)
Net Gain on Sale of Current Investments	(28.71)	(124.09)
Loss / (Gain) on investments carried at fair value through profit or loss	0.74	68.92
Rental Income from Investment Property	(32.13)	(61.94)
Finance Costs	115.18	100.84
Unrealised foreign exchange (gain) / loss	(128.59)	(104.87)
(Profit) / loss on sale of Property, Plant and Equipment	-	(7.74)
Profit on Sale of Biological Assets - Timber (Net)	(175.47)	(253.80)
Sub-Total	(551.53)	(1767.28)
Operating Profit Before Working Capital Changes	3057.62	1507.15
Movements in Working Capital		
Trade Receivables	365.12	1083.55
Other Financial Assets	31.61	35.75
Loans	19.12	(1.91)
Other Current and Non-current Assets	(860.97)	(367.57)
Inventories including Biological Assets	(2839.69)	(673.42)
Trade Payables	(528.16)	(300.53)
Other Financial Liabilities	538.04	107.88
Other Current Liabilities	420.95	649.00
Provisions	(43.71)	(412.82)
Changes in Working Capital	(2897.69)	119.93
Cash Generated from Operations	159.93	1627.08
Income taxes paid	(303.86)	(549.88)
Net Cash Flows (Used in) / from Operating Activities (A)	(143.93)	1077.20
Cash flows from investing activities		
Interest received	104.40	135.63
Dividends received from Subsidiary	790.72	1826.17
Payments for property, plant and equipment and Intangibles	(677.38)	(740.27)
Rental Income from Investment Property	32.13	61.94
Proceeds from Sale of property, plant and equipment/Investment Property	-	12.71
Profit on Sale of Biological Assets - Timber (Net)	175.47	253.80
Inter Corporate Deposits (Placed)	(2000.00)	(1000.00)
Inter Corporate Deposits Redeemed		3000.00
Net Cash Flows on Purchase/Sale of Mutual Funds	450.46	265.51
Deposits with original maturity more than three months (Placed)	(921.00)	(9939.44)
Deposits with original maturity more than three months Redeemed	4958.70	3636.00
Investment in Subsidiary	(1167.60)	(742.50)
Sale/(Purchase) of Non-current Investments (Net)	-	15.15
Net Cash Flows from/(used in) Investing Activities (B)	1745.90	(3215.30)
Cash flows from financing activities		
Proceeds from Current Borrowings (Net)	2491.09	50.45
Dividend paid	(3735.41)	(2801.56)
Finance Cost paid	(55.18)	(40.84)
Net Cash Flows used in Financing Activities (C)	(1299.50)	(2791.95)
Net Increase In Cash and Cash Equivalents (A+B+C)	302.47	(4930.05)
Cash and cash equivalents at the beginning of the quarter	848.73	5911.40
Cash and cash equivalents at the end of the quarter	1151.20	981.35

As per our Report of even date attached

For and on behalf of Tata Coffee Limited

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants



ARUNABHA BHATTACHARYA
Partner
Membership No.054110



CHACKO PURACKAL THOMAS
Managing Director & CEO

K. VENKATARAMANAN
Executive Director - Finance & CFO

N. ANANTHA MURTHY
Company Secretary

Place: Bengaluru
Date: September 9, 2022

Tata Coffee Limited
Select explanatory notes to the Special Purpose Condensed Standalone Financial Statements for the quarter ended June 30, 2022

1. Basis of Preparation

The Special Purpose Condensed Standalone Financial Statements of Tata Coffee Limited (the "Company") have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard ("Ind AS") 34, "Interim Financial Reporting" notified under Section 133 of the Companies Act, 2013 (the "Act") read along with Companies (Indian Accounting Standards) Rules, as amended and other provisions of the Act, for the purpose of attachment to notice to shareholders in terms of section 232(2)(e) of the Companies Act, 2013.

The Special Purpose Condensed Standalone Financial Statements should be read in conjunction with the annual standalone financial statements for the year ended March 31, 2022. The accounting policies applied are consistent with those of the annual standalone financial statements for the year ended March 31, 2022.

2. Explanatory Notes

The Special Purpose Condensed Standalone Financial Statements have been prepared on a historical cost basis except for certain financial instruments held at fair value. These financial instruments are classified as per fair value measurements, as defined by Ind AS 113. There have been no changes in the valuation techniques used from those set out in Note 37 to the Standalone financial statements for the year ended March 31, 2022.

Produce growing on Bearer plants is a Biological asset and is 'fair valued' based on biological transformations. As Coffee and Pepper go through Biological transformations, the same are 'fair valued' only when the growth can be measured reliably. In the current quarter, since these are in early stage of transformation, the growth cannot be reliably estimated and hence, cost has been considered to approximate for 'fair value'.

Changes in inventories of Finished Goods, Work in Progress, Stock-in-trade and Biological Assets - (Increase) / Decrease comprises the following:

Particulars	₹ lakh	
	Quarter ended Jun 30, 2022	Quarter ended Jun 30, 2021
Changes in inventories of Finished Goods, Work in Progress and Stock-in-trade - (Increase) /	466	1685
Change in fair value of Biological Assets till harvest and on transfer to inventory - (Increase) / Decrease	(3321)	(2697)



Tata Coffee Limited
Select explanatory notes to the Special Purpose Condensed Standalone Financial Statements for the quarter ended June 30, 2022

Contingent Liabilities and Assets – There are no material changes from March 31, 2022 which impacts the Special Purpose Condensed Standalone Financial Statements for the quarter ended June 30, 2022.

The Board of Directors of the Company in its meeting held on March 29, 2022, have approved the composite scheme of arrangement (the “Scheme”), amongst Tata Consumer Products Limited (“TCPL”), the Company and TCPL Beverages & Foods Limited (“TBFL”), in terms of Section 230-232 and other applicable provisions of the Companies Act, 2013.

The Scheme inter alia provides for the demerger of the Plantation Business (as defined in the Scheme) of the Company into TBFL and in consideration, issue equity shares of TCPL (as the holding company of TBFL) to all the shareholders of the Company (other than TCPL) in accordance with the Share Entitlement Ratio mentioned in the Scheme. This would be followed immediately by the amalgamation of the the Company comprising of the Remaining Business of the Company (as defined in the Scheme) with TCPL and in consideration, issue equity shares of the Company to all the shareholders of the Company (other than TCPL) in accordance with the Share Exchange Ratio mentioned in the Scheme.

The Scheme would become effective after receipt of all requisite approvals as mentioned in the Scheme. Pending receipt of necessary approvals, no effect of the Scheme has been given in the financial statements for the quarter ended June 30, 2022.

As per our Report of even date attached

For and on behalf of Tata Coffee Limited

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

CHACKO PURACKAL THOMAS
Managing Director & CEO

K. VENKATARAMANAN
Executive Director - Finance & CFO

ARUNABHA BHATTACHARYA
Partner
Membership No.054110

N. ANANTHA MURTHY
Company Secretary



Place: Bengaluru
Date: September 9, 2022

TCPL Beverages & Foods Limited

Special Purpose Condensed Financial Statements

Quarter ended June 30, 2022

TATA CONSUMER PRODUCTS

TCPL Beverages & Foods Limited

Special Purpose Condensed Balance Sheet as at June 30, 2022

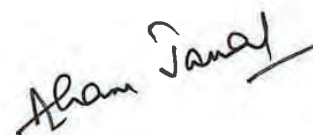
	Rs. As at June 30, 2022	Rs. As at March 31, 2022
ASSETS		
Current assets		
Financial Assets		
Cash and Cash Equivalents	1,00,86,005	7,55,00,000
Loans	6,50,00,000	-
Other Financial Assets	1,13,616	-
Other Current Assets	8,014	-
	7,52,07,635	7,55,00,000
TOTAL ASSETS	7,52,07,635	7,55,00,000
EQUITY AND LIABILITIES		
Equity		
Equity share capital	5,00,000	5,00,000
Other Equity	7,26,00,704	7,25,64,819
TOTAL EQUITY	7,31,00,704	7,30,64,819
Current liabilities		
Financial liabilities		
Trade Payables		
Total outstanding dues of Micro enterprises and Small enterprises	-	-
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	21,06,931	23,90,181
Other Current Liabilities	-	45,000
	21,06,931	24,35,181
TOTAL EQUITY AND LIABILITIES	7,52,07,635	7,55,00,000

Refer accompanying select explanatory notes to the Special Purpose Condensed Financial Statements

For and on behalf of TCPL Beverages & Foods Limited

Place : Bangalore
Date : September 12, 2022


John Jacob
Director
DIN: 07798169


Akram Jamal
Director
DIN: 09520303



TCPL Beverages & Foods Limited
Special Purpose Condensed Statement of Profit and loss for the quarter ended June 30, 2022

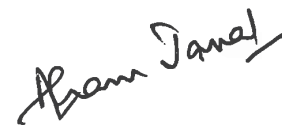
	Rs. Quarter ended June 30, 2022
Income	
Revenue from Operations	-
Other Income	1,93,753
Total Income	1,93,753
Expenses	
Employee Benefits Expense	-
Finance Costs	-
Depreciation and Amortisation Expense	-
Other Expenses	1,57,868
Total Expenses	1,57,868
Profit before Exceptional Items and Taxes	35,885
Exceptional Items (Net)	-
Profit before Tax	35,885
Tax Expenses	
Current Tax	-
Deferred Tax	-
Profit for the quarter	35,885
Earnings per share	
Equity share of nominal value Re. 1 each	
Basic (not annualised)	0.72
Diluted (not annualised)	0.00
Number of shares in computing Basic Earning per share	50,000
Number of shares in computing Diluted Earning per share	75,50,000

Refer accompanying select explanatory notes to the Special Purpose Condensed Financial Statements

For and on behalf of TCPL Beverages & Foods Limited

Place : Bangalore
Date : September 12, 2022


John Jacob
Director
DIN: 07798169


Akram Jamal
Director
DIN: 09520303



TCPL Beverages & Foods Limited

Special Purpose Condensed Statement of Changes in Equity as at June 30, 2022

Equity Share Capital and Other Equity

(a) Equity share capital

Rs.

Particulars	As at June 30, 2022
Balance at April 1, 2022	5,00,000
Changes in equity share capital during the quarter	-
Balance at June 30, 2022	5,00,000

(b) Other equity

Particulars	Optionally Convertible Redeemable Preference shares	Retained earnings	Total Other equity
Balance at April 1, 2022	7,50,00,000	(24,35,181)	7,25,64,819
Profit/ (Loss) for the year	-	35,885	35,885
Balance at June 30, 2022	7,50,00,000	(23,99,296)	7,26,00,704

Refer accompanying select explanatory notes to the Special Purpose Condensed Financial Statements

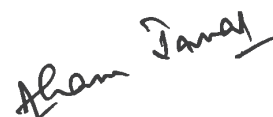
For and on behalf of TCPL Beverages & Foods Limited

Place : Bangalore

Date : September 12, 2022



John Jacob
Director
DIN: 07798169



Akram Jamal
Director
DIN: 09520303



TCPL Beverages & Foods Limited
Special Purpose Condensed Statement of Cash flow for the quarter ended June 30, 2022

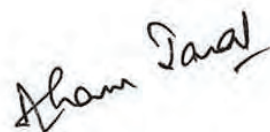
		Rs. Quarter ended June 30, 2022
A. Cash flows from operating activities		
Net Profit/ (Loss) before tax		35,885
Adjusted for:		
Interest income		(1,13,616)
Operating profit/ (loss) before working capital changes		(77,731)
Changes in working capital:		
Adjustments for:		
Other assets		(8,014)
Trade and other payables		(2,83,250)
Other financial liabilities and other current liabilities		(45,000)
Cash generated/ (used in) operations		(4,13,995)
Direct taxes paid		-
Net cash from/ (used in) operating activities	(A)	(4,13,995)
B. Cash flow from investing activities		
Inter Corporate Deposits given		(6,50,00,000)
Interest income received		-
Net cash from/ (used in) investing activities	(B)	(6,50,00,000)
C. Net cash from/ (used in) financing activities	(C)	-
Net Increase/ (Decrease) in cash and cash equivalents	(A+B+C)	(6,54,13,995)
Cash and cash equivalents at the beginning of the year		7,55,00,000
Cash and cash equivalents at the end of the quarter		1,00,86,005

Refer accompanying select explanatory notes to the Special Purpose Condensed Financial Statements

For and on behalf of TCPL Beverages & Foods Limited

Place : Bangalore
Date : September 12, 2022


John Jacob
Director
DIN: 07798169


Akram Jamal
Director
DIN: 09520303



Select explanatory notes to the Special Purpose Condensed Financial Statements for the quarter ended June 30, 2022

1. Basis of Preparation

The Special Purpose Condensed Financial Statements of TCPL Beverages & Foods Limited (the "Company") have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard ("Ind AS") 34, "Interim Financial Reporting" notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the 2013 Act for the purpose of attachment to notice to shareholders in terms of section 232(2)(e) of the Companies Act, 2013.

This management approved Special Purpose Condensed Financial Statements should be read in conjunction with the management approved financial statements as at and for the period ended March 31, 2022.

The accounting policies applied are consistent with those of the management approved financial statements for the period March 31, 2022.

2. Explanatory Notes

- a. Contingent Liabilities and Assets – There are no contingent liabilities and assets as at June 30, 2022.
- b. The Board of Directors of the Company in its meeting held on March 29, 2022, have approved the composite scheme of arrangement (the "Scheme"), amongst the Company, its holding company Tata Consumer Products Limited ("TCPL") and Tata Coffee Limited ("TCL"), in terms of Section 230-232 and other applicable provisions of Companies Act, 2013.

The Scheme *inter alia* provides for the demerger of the Plantation Business (as defined in the Scheme) of TCL into the Company and as consideration, TCPL will issue its equity shares (as the holding company of the Company) to all the shareholders of TCL (other than to itself) in accordance with the Share Entitlement Ratio mentioned in the Scheme. This would be followed immediately by the amalgamation of the TCL comprising of the Remaining Business (as defined in the Scheme) with TCPL and as consideration, TCPL will issue its equity shares to all the shareholders of TCL (other than to itself) in accordance with the Share Exchange Ratio mentioned in the Scheme.

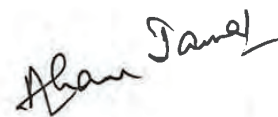
The Scheme would become effective after receipt of all requisite approvals as mentioned in the Scheme. Pending receipt of necessary approvals, no effect of the Scheme has been given in the financial statement for the quarter ended June 30, 2022.

- c. As the Company was incorporated on February 25, 2022, there is no comparative data for the quarter ended June 30, 2021.

For and on behalf of TCPL Beverages & Foods Limited

Place : Bangalore
Date : September 12, 2022


John Jacob
Director
DIN: 07798169


Akram Jamal
Director
DIN: 09520303



Annexure 19A

Details of Capital evolution of the transferee/resulting and transferor/demerged companies:

Tata Consumer Products Limited (transferee/resulting company)					
Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO-FPO- Preferential Issue- Scheme- Bonus- Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
18 October, 1962	2	100	Subscribers to MOA	2	Not listed. As the Company was incorporated as Pvt Company . the Equity Shares of the Company was listed only on 4-8-1977
5 August, 1963	36999	100	Private Placement	37001	Not listed. As the Company was incorporated as Pvt Company . the Equity Shares of the Company was listed only in the year 1976
17 June, 1963	12999	100	Private Placement	50000	Not listed. As the Company was incorporated as Pvt Company . the Equity Shares of the Company was listed only on 4-8-1977
10 December, 1963	94000	100	Private Placement	144000	Not listed. As the Company was incorporated as Pvt Company . the Equity Shares of the Company was listed only on 4-8-1977
16 October, 1964	6000	100	Private Placement	150000	Not listed. As the Company was incorporated as Pvt Company . the Equity Shares of the Company was listed only on 4-8-1977
2 August, 1977			Split of Shares of Face value of Rs. 100 to face value of Rs.10	1500000	Not listed. As the Company was incorporated as Pvt Company . the Equity Shares of the Company was listed only on 4-8-1977
12 August, 1977	200000	10	Cancellation of paid up capital	1300000	
12 August, 1977	1700000	10	Private Placement	3000000	
8 April, 1977	2600000	10	Public Issue	5600000	Listed on public issue.
8 April, 1977	400000	10	Issue of Shares for acquisition of Sterling Ltd	6000000	
18 May, 1978	2000000	Nil	Bonus Issue	8000000	Listed
23 June, 1986	2523078	10	Rights Issue	10523078	Listed
3 February, 1987	1682052	35	Rights Issue	12205130	Listed
18 November, 1988	4882052	Nil	Bonus Issue	17087182	Listed
29 September, 1992	10519449	Nil	Bonus Issue	27606631	Listed
17 September, 1990	1992573	Nil	Issue of Shares for acquisition of Consolidated Coffee Ltd	29599204	Listed
23 November, 1992	1959142	Nil	Issue of Shares for acquisition of Rallis India Ltd	31558346	Listed
16 November, 1994	15779173	Nil	Bonus Issue	47337519	Listed

TATA CONSUMER PRODUCTS

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO-FPO- Preferential Issue- Scheme- Bonus- Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
13 March, 1995	1,284,338	Nil	Issue of Shares for acquisition of Asian Coffee Ltd	48,621,857	Listed
3 October, 2000	7598000		GDS issue	56,219,857	Listed. GDS also listed in London and Luxemburg Stock Exchanges
14 September, 2006	2810000	777	Pref offer to Tata Sons Ltd	59,029,857	Listed
14 September, 2006	2810000	726.45	Pref offer to Tata Sons Ltd	61,839,857	listed
7 February, 2010			Split of Shares of Face value of Rs. 10 to face value of Re.1	618,398,570	Listed
2 July, 2015	12224110	Nil	Equity shares issued to Indian Resident shareholders of MEMW upon amalgamation of MEMW with the Company	630,622,680	Listed
13 October, 2015	507049	Nil	Equity shares issued to Non Indian Resident shareholders of MEMW upon amalgamation of MEMW with the Company	631,129,729	Listed
11 March, 2020	290421986	NIL	Equity Shares issued pursuant to the Scheme of Arrangement to the shareholders of Tata Chemicals Limited	921,551,715	Listed

Annexure 19B

Details of Capital evolution of the transferee/resulting and transferor/demerged companies:

Tata Coffee Limited (transferor/demerged company)

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
1943	120000	10		120000	Not listed
1943	145000	Consideration other than Cash	Shares allotted to Consolidated Coffee Estates Ltd., and Jumboor Properties in terms of Sale Agreement	265000	Not listed
1947	53000	11	Rights Issue in the ration of 1:5	318000	Not listed
1952	159000	N.A.	Bonus Issue in the ratio of 1:2	477000	Not listed
1956	238500	N.A.	Bonus Issue in the ratio of 1:2	715500	Not listed
1966	357750	N.A.	Bonus Issue in the ratio of 1:2	1073250	Not listed
1966	268312	N.A.	Shares issued to Volkart Bros towards acquisition of Telicherry Unit	1341562	Not listed
1970	447187	N.A.	Bonus Issue in the ratio of 1:3	1788749	Not listed
1974	715498	N.A.	Bonus Issue in the ratio of 2:5	2504247	Not listed
1978	834749	N.A.	Bonus Issue in the ratio of 1:3	3338996	Not listed
1982	1669498	N.A.	Bonus Issue in the ratio of 1:2	5008494	Not listed
1987	2504247	N.A.	Bonus Issue in the ratio of 1:2	7512741	Not listed
1989	92826	Consideration other than Cash	Shares issued to SIFCO shareholders in terms of the scheme of Amalgamation	7605567	Not listed
1994	1901391	N.A.	Bonus Issue in the ratio of 1:4	9506958	Not listed
1999	2961747	Consideration other than Cash	Shares issued to the shareholders of erstwhile Assian Coffee Ltd. And Coffee Lands Ltd. In terms of th Scheme of Amalgamation	12468705	Not listed
2006	6208332	400 (Rs.250 towards party convertible share and Rs.150 towards NCD, which got redeemed)	Rights Issue of Partly Convertible Debentures (Ratio is 1:2)	18677037	Listed in BSE & National Stock Exchange
2015	N.A	N.A.	Stock Split - Face value of Rs. 10 each to Re. 1 each	186770370	Listed in BSE & National Stock Exchange

Note: The equity shares of the Company was listed with NSE and BSE during February 2000

Details of Capital evolution of the transferee/resulting and transferor/demerged companies:

TCPL Beverages & Foods Limited (resulting company)					
Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
25-Feb-22	50000 (Equity Shares)	10	Subscribers to MOA	50000	Not listed.
29-Mar-22	7500000 (Prefence Shares)	10	Rights Issue	7500000	Not listed.