CONTINENTAL COFFEE

23rd April, 2021

To
The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, BKC, Bandra (E)

Dear Sir,

Sub: Petition submitted to the Hon'ble National Company Law Tribunal

Ref : Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors

Ref: Company Code – CCL

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Petition along with Scheme and Chairman Report filed with the Hon'ble National Company Law Tribunal in connection to the Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors.

This is for your information and necessary records.

Regards,
For **CCL Products (India) Limited**

Sridevi Dasari
Company Secretary & Compliance Officer
Enclosed as above

CCL PRODUCTS (INDIA) LIMITED
CORPORATE OFFICE
7-1-24/2/D, "Greendale", Ameerpet, Hyderabad - 500016, Telangana, India.
+91 40 2373 0855

REGISTERED OFFICE
Duggirala, Guntur Dist. 522330, Andhra Pradesh, India. | CIN L15110AP1961PLC000874
+91 8644 277294 | info@continental.coffee | www.cclproducts.com www.continental.coffee

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AMARAVATHI BENCH AT HYDERABAD
C.P. (CAA) No._______/230/AMR/2021
CONNECTED WITH
C.A. (CAA) NO.1/230/AMR/2021
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
CCL BEVERAGES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND
CCL PRODUCTS (INDIA) LIMITED
(TRANSFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL BEVERAGES PRIVATE LIMITED
....Petitioner /Transferor Company

CCL PRODUCTS (INDIA) LIMITED
.... Petitioner / Transferee Company

MASTER INDEX

Date: 21.04.2020
Place: Hyderabad

Counsel for the Petitioner Companies

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AMARAVATHI BENCH AT HYDERABAD
C.P. (CAA) No._______/230/AMR/2021
CONNECTED WITH
C.A. (CAA) NO.1/230/AMR/2021
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
CCL BEVERAGES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND
CCL PRODUCTS (INDIA) LIMITED
(TRANSFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL BEVERAGES PRIVATE LIMITED
....Petitioner /Transferor Company

CCL PRODUCTS (INDIA) LIMITED
.... Petitioner / Transferee Company

INDEX

Date: 21.04.2020
Place: Hyderabad

Y. Suryakumar

Counsel for the Petitioner Companies

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AMARAVATHI BENCH AT HYDERABAD
C.P. (CAA) No.______/230/AMR/2021
CONNECTED WITH
C.A. (CAA) NO.1/230/AMR/2021
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
CCL BEVERAGES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND
CCL PRODUCTS (INDIA) LIMITED
(TRANSFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL BEVERAGES PRIVATE LIMITED
....Petitioner /Transferor Company

CCL PRODUCTS (INDIA) LIMITED
.... Petitioner / Transferee Company

INDEX

Date: 21.04.2020
Place: Hyderabad

Y. Suyodhan

Counsel for the Petitioner Companies

1

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

AMARAVATI BENCH AT HYDERABAD

C.P. (CAA) No.______/230/AMR/2021

CONNECTED WITH

C.A. (CAA) NO.1/230/AMR/2021

IN THE MATTER OF COMPANIES ACT, 2013

AND

IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013

AND

ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

BETWEEN

CCL BEVERAGES PRIVATE LIMITED

(TRANSFEROR COMPANY)

AND

CCL PRODUCTS (INDIA) LIMITED

(TRANSFEREE COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL BEVERAGES PRIVATE LIMITED, a Company incorporated under the provisions of Companies Act, 2013, bearing CIN: U15549AP2019PTC113114 and having its registered office situated at Door No/SY No.269/1, Kuvvakolli Village, Varadaiahpalem Mandal, Chittoor AP 517645, India represented by its Director, Bandi Mohan Krishna (DIN: 03053172), email: mohan.b@continental.coffee, Ph: 040 23732455

....Petitioner/Transferor Company

CCL PRODUCTS (INDIA) LIMITED, a Company incorporated under the provisions of Companies Act, 1956, bearing CIN: L15110AP1961PLC000874 and having its registered office situated at Duggirala, Guntur, AP 522330, India represented by its Company Secretary, Sridevi Dasari, email: companysecretary@continental.coffee, Ph: 04023732455

.... Petitioner / Transferee Company

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

JOINT COMPANY PETITION SEEKING SANTION TO THE SCHEME OF AMALGAMATION UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013 READ WITH RULE OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

The Transferor Company and Transferee Company are hereinafter collectively referred to as the "**Petitioner Companies**" and severally as "**Petitioner Company**".

I. DETAILS OF PETITIONER COMPANIES

(A) **CCL BEVERAGES PRIVATE LIMITED (CCL BEVERAGES)** was incorporated in the state of Andhra Pradesh, under the provisions of the Companies Act, 2013, vide Corporate Identification Number U15549AP2019PTC113114, issued by the Registrar of Companies, Andhra Pradesh on 14.10.2019 (Fourteenth Day of October, Two Thousand and Nineteen). The PAN of the Company is AAICC4206D. (Hereinafter referred to as the "**Transferor Company / CCL BEVERAGES**").

(A copy of the Certificate of Incorporation is annexed hereto and marked as "Annexure-1").

The Registered Office of the Transferor Company is situated at Door No/SY No.269/1, Kuvvakolli Village, Varadaiahpalem Mandal, Chittoor AP 517645 IN.

The present main objects of the Transferor Company are as follows:

a. To carry on the business, either solely or in collaboration with other persons or entities, whether of Indian or foreign origin, to manufacture, buy, sell, retail, wholesale, trade, market, import, export, process, manipulate, prepare, preserve, carry on, refine, bottle and to deal in all types of coffee, tea, chicory, cocoa, milk, condensed milk, milk products, sugar, sugar substitutes and other similar products, manufactured or raw state, whether in India or elsewhere either in wholesale and/ or in retail or otherwise.

b. To manufacture, sell and deal, in any manner whatsoever, with plant and Machinery, Equipment, Know-how for manufacture of coffee, tea, cocoa, milk, milk products, sugar, sugar substitutes and other similar products.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

c. To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, export or otherwise dispose of in, to, at or from any part of India and elsewhere globally all sorts of food and food stuffs, natural food, instant food, cooked food, packaged food, ready food, canned food, dehydrated food, pulps and purees, sauces, preserved food, prepared food, noodles, snacks (whether or not plain, flavoured, spiced, curried, coloured) and edible food colours (natural, artificial, synthetic or chemical) and all raw materials, ingredients, condiments, accompaniments, curries, preparations, sauces, packaging, dispensing accessories and also including all versions, alternatives, substitutes thereof and therefore and to undertake, execute, or otherwise perform the agency business, representative business, transport, delivery, stocking, storing, distribution of any or all aforesaid.

d. To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, package, bottle, export or otherwise dispose off at or from any part of India and elsewhere globally all sorts of wines, alcoholic liquors and liqueurs, beverages (alcoholic, non- alcoholic, aerated or non- aerated), food or health beverages, fruit and vegetable pulps and beverages, drinks and all raw materials, ingredients, accompaniments, packaging, bottles, dispensing accessories and also including all versions, alternatives, substitutes thereof and to refer and to undertake, execute, or otherwise perform the agency business, representative business, bottling, distilling, transport, delivery, stocking, storing, distribution of any or all aforesaid.

(A copy of the Memorandum of Association and Articles of Association of the Transferor Company is annexed hereto and marked as "Annexure-1").

The authorized, issued, subscribed and paid-up share capital of the Transferor Company as on 31.03.2020 is as follows:

Share Capital	Amount in Rs.
Authorized Capital	
1,00,000 (One Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each.	10,00,000
Total	**10,00,000**
Issued, Subscribed and Paid Up Capital	

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

Share Capital	Amount in Rs.
10,000 (Ten Thousand) fully paid up Equity Shares of Rs.10/- (Rupees Ten only) each.	1,00,000
Total	1,00,000

Subsequent to 31st March, 2020, there is no change in the authorised, issued, subscribed and paid up share capital of the Transferor Company.

(Audited financial statements as on 31.03.2020 and Copy of the Provisional Financial Statement as on 31.12.2020 of the Transferor Company is annexed hereto and marked as "Annexure-2").

The Transferor Company is wholly owned subsidiary of the Transferee Company. The following is the extract of the Register of Members of the Transferor Company showing its latest list of the equity shareholders:

Sl. No.	Name of shareholder	Total No. of shares held	% of Shareholding
1.	CCL Products (India) Limited (Transferee Company)	9,999	99.99
2.	Mr. Challa Srishant - Nominee of CCL Products (India) Limited	1	0.01
	Total	10,000	100.00

(B) **CCL PRODUCTS (INDIA) LIMITED (CCL PRODUCTS)** was originally incorporated under the name and style "Sahayak Finance & Investment Corporation Limited" under the provisions of Companies Act, 1956, on 22.03.1961 (Twenty Second Day of March, One Thousand Nine Hundred and Sixty One) in the state of Andhra Pradesh, vide Certificate of Incorporation No. 874 of 1960-61, issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the Company was changed from "Sahayak Finance & Investment Corporation Limited" to "Continental Coffee Limited" by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Andhra Pradesh on 22.02.1994 (Twenty Second Day of February, One Thousand Nine Hundred and Ninety Four). Subsequently, the name of the Company was changed from "Continental Coffee Limited" to its present name, i.e., "CCL Products (India) Limited" by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of incorporation

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

consequent on change of name was issued by the Registrar of Companies, Andhra Pradesh, on 21.11.2002 (Twenty First Day of November Two Thousand and Two). The present Corporate Identification Number (CIN) of the Company is L15110AP1961PLC000874. The PAN of the Company is AAACC9552G. (Hereinafter referred to as the "Transferee Company/ CCL PRODUCTS").

(A copy of the Certificate of Incorporation and Fresh Certificates of Incorporation consequent upon change of names of Transferee Company are annexed hereto and marked as "Annexure-3").

The registered office of the Transferee Company is situated at Duggirala, Guntur, A.P. 522330 IN.

The Transferee Company is mainly engaged in the business of manufacturing and sale of different types of the Coffee in India and abroad. Few of the main objects of the Transferee Company are as follows:

a. To carry on the business solely or in collaboration with others, Indian or foreign, in manufacture of Coffee, Tea, Chicory, Cocoa, Milk Products, Condensed Milk, Cheese, Plain and all flavoured, Yoghurt, Shrikhand, Creamers including non-dairy creamer, sweetner, natural & artificial and the like, in all or any of their forms (including spray dried, freeze dried, agglomerate, granulated, blended and preparations thereof for consumption by human beings and also including all versions, alternatives, substitutes thereof and therefor in whatsoever manner, that is to say, either mechanically or otherwise, by employing electricity or any other power or energy, and sale thereof, either in whole sale and/or in retail or otherwise, whether in the country or abroad.

b. To carry on business in processing, manipulating, preparing, preserving, carrying, refining, bottling, buying, rendering marketable and dealing in Coffee, Tea, Chicory, Cocoa and the like in their prepared, manufactured or raw state and whether in whole sale and/or in retail.

c. To manufacture, sell and deal in any manner with Plant and Machinery, Equipment, Knowhow for manufacture of coffee, tea, cocoa and milk products.

d. To acquire by purchase or otherwise, and to carry on the business of planters, cultivators, growers and manufacturers or sellers and dealers in

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

tea, coffee, cocoa and to manufacture, dispose of, buy and deal in the said products.

e. To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, export or otherwise dispose of in, to, at or from any part of India and elsewhere globally all sorts of food and food stuffs, natural food, instant food, fast food, cooked food, packaged food, ready food, canned food, dehydrated foods, pulps and purees, sauces, preserved food, prepared food, noodles, snacks (whether or not plain, flavoured, spiced, curried, coloured) and edible food colours (natural, artificial, synthetic or chemical) and all raw materials, ingredients, condiments, accompaniments, curries, preparations, sauces, packaging, dispensing accessories and also including all versions, alternatives, substitutes thereof and therefor and to undertake, execute, or otherwise perform the agency business, representative business, transport, delivery, stocking, storing, distribution of any or all aforesaid.

f. To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, package, bottle, export or otherwise dispose of, in, to, at or from any part of India and elsewhere globally all sorts of wines, alcoholic liquors and liqueurs, beverages (alcoholic, non-alcoholic, aerated or non-aerated), food or health beverages, fruit and vegetable pulps and beverages, drinks and all raw materials, ingredients, accompaniments, packaging, bottles, dispensing accessories and also including all versions, alternatives, substitutes thereof and to refer and to undertake, execute, or otherwise perform the agency business, representative business, bottling, distilling, transport, delivery, stocking, storing, distribution of any or all aforesaid.

(A copy of the Memorandum of Association and Articles of Association of the Transferee Company is annexed hereto and marked as "Annexure-3").

The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on 31.03.2020 is as follows:

Share Capital	Amount in Rs.
Authorized Capital	
15,00,00,000 (Fifteen Crore) Equity Shares of Rs.2/-	30,00,00,000

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

Share Capital	Amount in Rs.
(Rupees Two only) each.	
Total	30,00,00,000
Issued, Subscribed and Paid Up Capital	
13,30,27,920 (Thirteen Crore Thirty Lakh Twenty Seven Thousand Nine Hundred and Twenty) fully paid up Equity Shares of Rs.02/- (Rupees Two only) each.	26,60,55,840
Total	26,60,55,840

Subsequent to 31st March, 2020, there is no change in the authorised, issued, subscribed and paid up share capital of the Transferee Company.

(Audited financial statements as on 31.03.2020 and Copy of the Provisional Financial Statement as on 31.12.2020 of the Transferee Company is annexed hereto and marked as "Annexure-4").

The Transferee Company is the Holding Company of the Transferor Company. The equity shares of the Transferee Company are listed and traded on the BSE Limited ("BSE") bearing Scrip Code: 519600 and on the National Stock Exchange of India Limited ("NSE") bearing Symbol: CCL. The following is the Shareholding Pattern of the Transferee Company as on 16.04.2021:

Sl. No.	Category of shareholder	No. of Shareholders	Total No. of shares held	% of holding
1.	Promoter & Promoter Group	6	6,14,49,342	46.19
2.	Public	37,660	7,15,78,578	53.81
	Total	37,666	13,30,27,920	100.00

II. JURISDICTION OF THE BENCH

The registered offices of the Petitioner Companies are situated in the state of Andhra Pradesh and hence the subject-matter of this Petition is within the jurisdiction of this Hon'ble National Company Law Tribunal, Amaravati Bench.

III. LIMITATION

The present Petition is being filed under Sections 230 to 232 of the Companies Act, 2013, pursuant to the Board Resolution passed by the Board of Directors of the respective Petitioner Companies at their respective meetings held on 20th day of October, 2020 and hence the present application is within the limitation.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS (INDIA) LIMITED HYDERABAD

IV. FACTS OF THE CASE

(A) The Board of Directors of the respective Petitioner Companies at their respective meetings held on 20th day of October, 2020 have resolved to amalgamate the Transferor Company with the Transferee Company pursuant to a Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 and all other applicable provisions of the said Act and rules made thereunder.

(B) The said Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors was approved by the Board of Directors of the Petitioner Companies with the following objectives:

1. The Scheme is presented under Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and it provides for amalgamation of CCL Beverages with CCL Products, resulting in consolidation of business of two Companies in one entity and thereby strengthening the position of the amalgamated entity by enabling it to harness and optimize the synergies of equipment's and human resources, which is in the best interest of both the Companies.

2. The present Scheme contemplates amalgamation of the Wholly Owned Subsidiary with its parent Company, which would therefore lead to a more efficient utilization of management level decisions and implementation thereof.

3. The amalgamation will enable appropriate consolidation of activities of Transferor Company and Transferee Company with pooling and more efficient utilization of their resources, greater economies of scale, reduction in overheads and other expenses and improvement in various operating parameters.

4. To achieve consolidation, greater integration and flexibility which will maximize overall shareholder value and improve the competitive position of the combined entity.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

5. To achieve greater efficiency in cash management and unfettered access to cash flows generated by the combined entity which can be deployed more effectively to fund organic and inorganic growth opportunities.

6. Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

7. Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business process, elimination of duplication and rationalization of administrative expenses.

8. The amalgamation will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances.

9. The Scheme shall be beneficial and in the best interests of the shareholders, creditors, employees of the Transferor Company, the Transferee Company and all concerned.

(C) SCOPE OF THE SCHEME

The Scheme of Amalgamation is presented pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (to the extent applicable) for the Amalgamation of CCL Beverages Private Limited (Transferor Company) with CCL Products (India) Limited (Transferee Company). The Scheme (as defined hereinafter) also provides for various other matters consequential to, or otherwise integrally connected with the above, as more specifically stated hereinafter. The scope of the scheme is as under:

1. Amalgamation of the Transferor Company with the Transferee Company.

2. Dissolution of the Transferor Company without Winding up.

3. The transfer of the Transferor Company will be on a going concern basis.

This Scheme of Amalgamation has been drawn up to comply with the conditions as specified under section 2(1B) of Income Tax Act, 1961, such that:

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

(i) All the properties of Transferor Company, immediately before the amalgamation, become the properties of Transferee Company by virtue of amalgamation.

(ii) All the liabilities of Transferor Company, immediately before the amalgamation, become the liabilities of Transferee Company by virtue of amalgamation.

(D) PARTS OF THE SCHEME

The scheme is divided into following parts:

Part I - deals with Definitions and Interpretations;

Part II - deals with the Amalgamation of CCL Beverages Private Limited (Transferor Company) with CCL Products (India) Limited (Transferee Company) and Dissolution of the Transferor Company.

Part III - deals with General Terms and Conditions

(E) FEW OF THE SIGNIFICANT TERMS OF THE SCHEME OF AMALGAMATION ARE AS FOLLOWS:

1. **Clause 1.4 of the Scheme: "Appointed Date"** means 01st day of April, 2020 or such other date as may be fixed or approved by the Appropriate Authority.The Appointed Date shall be the effective date and the Scheme shall be deemed to be effective from the Appointed Date.

2. **Clause 3 of the Scheme: Transfer of assets, properties, estates, claims, debts, duties, liabilities, obligations etc.,**

3.1 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date, all properties, assets, liabilities and undertaking(s) of the Transferor Company shall stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company under the provisions of Section 230 to 232 of the 2013 Act and all other applicable provisions, if any, of the 2013 Act and also in accordance with section 2(1B) of the Income-tax Act, 1961, without any further deed or act, subject to existing charges or *lis pendens*, if any thereon, in favour of banks/ financial institutions.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

3.2 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date, all immovable property (including land, buildings and any other immovable property), if any, of the Transferor Company, whether under constructions, freehold or leasehold, and any documents of title, rights, agreements to sell / agreements of sale and easements in relation thereto, shall stand vested in the Transferee Company, without any act or deed done by the Transferor Company or the Transferee Company, and without any approval or acknowledgement of any third party. With effect from the Appointed Date, the Transferee Company shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges and fulfill all obligations, in relation to or applicable to such immovable properties. The mutation/ substitution of the title to such immovable properties shall be made and duly recorded in the name of the Transferee Company by the appropriate authorities pursuant to the sanction of the Scheme by the NCLT and in accordance with the terms hereof. The Transferor Company shall take all steps as may be necessary to ensure that lawful, peaceful and unencumbered possession, right, title, interest of its immovable property is given to the Transferee Company.

3.3 Without prejudice to the generality of the foregoing, with effect from the Appointed Date, it is expressly provided that in respect of such of the assets of the Transferor Company that are movable in nature and / or are otherwise capable of transfer by manual or constructive delivery and / or endorsement and delivery or novation, the same shall be deemed to have been so transferred by Transferor Company and shall become the property of the Transferee Company in pursuance of the provisions of section 230 to 232 of the 2013 Act, without any further act, instrument, deed, matter or thing.

3.4 In respect of movables other than those dealt with in Clause 3.3 above including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, property development rights, investments, earnest money and deposits with any Government, quasi government, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company without any notice or other intimation to the debtors (although the Transferor Company may, without being obliged, and if it so deems appropriate, at its sole discretion, give notice in such form as it may deem fit and proper to

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

each person, debtor, or depositee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in the Transferee Company).

3.5 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date all liabilities relating to and comprised in the undertaking of Transferor Company including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor Company of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations, shall, stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company under the provisions of Sections 230 to 232 of the 2013 Act and other applicable provisions, if any, of the 2013 Act, without any further act, instrument, deed, matter or thing.

3.6 The transfer and vesting as aforesaid shall be subject to subsisting charges, if any, in respect of any assets of Transferor Company. PROVIDED always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility availed by the Transferor Company and Transferee Company shall not be obliged to create any further or additional security in relation to subsisting charges, if any, thereof after the date of approval of this Scheme by the NCLT or otherwise.

3.7 All staff, workmen and employees of the Transferor Company shall become the staff, workmen and employees of the Transferee Company, without any further act or deed to be done by the Transferor Company or the Transferee Company.

3.8 Upon approval of the Scheme by the Tribunal, the Transferee Company shall, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangement with any party to any contract or arrangement to which the Transferor Company is a party in order to give formal effect to the above provisions. The Transferee Company shall be deemed to be authorized to execute any such writings on behalf of the Transferor Company to carry out or perform all such formalities or compliances referred to above on part of the Transferor Company.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

3.9 Upon approval of this Scheme by the Tribunal, the Transferee Company shall be entitled to secure the record of the change in the legal ownership upon the vesting of the assets of the Transferor Company in accordance with the provisions of Sections 230 to 232 of the 2013 Act. The Transferor Company and the Transferee Company shall be jointly and severally authorized to execute any writings and / or carry out any formalities or compliance in this regard.

3.10 All taxes, duties, cess payable by the Transferor Company including all or any refunds / credit / claims pertaining to the period prior to the Appointed Date shall be treated as the liability or refunds / credit / claims, as the case may be, of the Transferee Company.

3.11 All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits (including tax benefits), subsidies, concessions, grants, rights, patents, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Company and all rights and benefits that have accrued or which may accrue to the Transferor Company, whether before or after the Appointed Date, shall, under the provisions of Sections 230 to 232 of the 2013 Act and all other applicable provisions of the Act, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.

3.12 All the Insurance policies registered in the name of the Transferor Company which are active as on the date of approval of the Scheme by the Tribunal and which can be transferred/assigned shall pursuant to the provisions of Section 232 of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and or be deemed to have been transferred to and vested in and be available to the benefit of the Transferee Company and accordingly, the insurance companies shall record the name of the Transferee Company in all the insurance policies registered in the name of the Transferor

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

Company so as to ensure that all the rights and privileges under all such policies available to the Transferor Company and / or to any other person / director / employee of Transferor Company, whether in the capacity of the Policy Holder or Owner or Insured or the Beneficiary, as the case may be, be available to the benefit of the Transferee Company and / or to any other person/director/employee of Transferee Company, as the case may be, on the same terms and conditions as they were applicable to the Transferor Company and upon such transfer/assignment, all such policies shall be effective in favour of the Transferee Company as if instead of the Transferor Company, the Transferee Company had been a party or beneficiary thereto. However, for the insurance policies which do not permit such transfer/assignment, the Transferee Company may make fresh application(s) to the concerned authority/insurance company(ies) on such terms and conditions as may be prescribed. It is hereby clarified that all the costs and/or expenses and/or premiums in relation to the transfer/assignment/of the insurance policies in the name of Transferee Company shall be borne by the Transferee Company and the Transferor Company shall have no further obligations in this regard.

3.13 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date, all existing and future incentives, unavailed credits and expenditures, exemptions and deductions, benefit of carried forward losses and other statutory benefits, including in respect of income tax (including MAT credit under the IT Act), excise (including Modvat / Cenvat), customs, VAT, sales tax, service tax, GST including the IGST input tax credit, CGST input tax credit and SGST input tax credit for the registrations of the Transferor Company in all the states, to which the Transferor Company are entitled to shall be available to and vest in the Transferee Company.

3.14 The Transferee Company shall file relevant intimations, for the record of the statutory authorities signifying the transfer of the assets / properties including but not limited to permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations of the Transferor Company.

3. Clause 5 of the Scheme – Legal Proceedings:

5.1 If any suit, appeal or other proceedings of whatever nature by or against the Transferor Company is pending, the same shall not abate or be discontinued or

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

in any way be prejudicially affected by reason of this amalgamation or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company 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 the Scheme had not been made.

5.2 On and from the date of approval of this Scheme by the Tribunal, the Transferee Company shall, and may, if required, initiate, continue any legal proceedings in relation to the Transferor Company.

4. **Clause 8.1 of the Scheme – Staff, Workman & Employees of the Transferor Company:** Upon approval of this Scheme by the Tribunal, all staff, workmen and employees on the payrolls of the Transferor Company, in service on the date of approval of this Scheme by the Tribunal shall be deemed to have become staff, workmen, and employees of Transferee Company on such date without any break or interruption in their service and on the terms and conditions of their employment not less favourable than those subsisting with reference to Transferor Company as on the said date.

5. **Clause 9 of the Scheme - Dissolution of the Transferor Company:**
Upon approval of this Scheme by the Tribunal, the Transferor Company (viz. CCL Beverages Private Limited shall be dissolved without winding up and without any further act or deed on the part of the Transferor Company pursuant to the provisions of Section 232 of the 2013 Act.

6. **Clause 11 of the Scheme - Consideration:**

The entire issued, subscribed and paid-up share capital of the Transferor Company is held (beneficially owned) by the Transferee Company. Upon approval of this Scheme by the Tribunal, no shares of the Transferee Company shall be issued or allotted in lieu of its holding in the Transferor Company, and the Paid up share capital of the Transferor Company shall stand cancelled and extinguished. The investments in the shares of the Transferor Company, appearing in the books of account of Transferee Company shall without any further act or deed, stand cancelled.

7. **Clause 12 of the Scheme – Consolidation of Authorized Capital of the Transferor Company with the Authorised Capital of the Transferee Company:**

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

12.1 As an integral part of the Scheme, the face value of 1 (One) equity share of Transferor Company amounting to Rs.10/- (Rupees Ten only) shall be sub-divided into face value of Rs.2/- (Rupee Two only) comprising 5 (Five) equity shares of Transferor Company, accordingly the authorised share capital of the Transferor Company shall be restructured and restated as follows:

"The authorised share capital of the Transferor Company is Rs.10,00,000/- (Rupees Ten Lakh only) divided into 5,00,000 (Five Lakh) equity shares of Rs.2/- (Rupee Two only) each".

12.2 The members of the Transferor Company, on approval of the Scheme, shall be deemed to have given their approval u/s 61 of the 2013 Act and all other applicable provisions of the said act for sub-division of the face value of equity shares and for the amendment to the Authorized Capital of the Company and no separate resolutions will be required to be passed for sub-division of the face value of equity shares of the Company and for the amendment to the Authorized Capital of the Company under section 61 of the 2013 Act and no separate notice will be required to be given to the Registrar of Companies, for intimation of sub-division under section 64 of the 2013 Act.

12.3 As an integral part of the Scheme and upon its sanction, and after the sub-division of the face value of the equity shares of the Transferor Company, the Authorized Share Capital of the Transferee Company shall automatically stand increased by merging the Authorized Share Capital of Transferor Company with Transferee Company after filing necessary e-form INC 28 with the ROC / MCA without any further act or deed on the part of the Transferee Company. However, the fee paid by the Transferor Company on its Authorised Capital prior to its amalgamation with the transferee company shall be set off against the fees payable by the transferee company on its Authorised Capital enhanced by the amalgamation as provided under Section 233(11) of the Companies Act, 2013.

12.4 The Memorandum and Articles of association of the Transferee Company (relating to authorized share capital) 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 purpose of effecting this amendment, and no further resolution(s) under Section 13,

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

14, 61, 64 or any other applicable provisions of the 2013 Act would be required to be separately passed, as the case may be and for this purpose the stamp duty and fees paid on the authorized capital of the Transferor Company shall be utilised and applied to the increased authorized share capital of the Transferee Company. Pursuant to the approval of this Scheme by the Tribunal and consequent upon the amalgamation of the Transferor Company with the Transferee Company, the authorized share capital of the Transferee Company will be Rs.30,10,00,000/- (Rupees Thirty Crore and Ten Lakh only) divided into 15,05,00,000 (Fifteen Crore and Five Lakh) equity shares of Rs.2/- (Rupees Two only) each.

12.5 It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be given their consent / approval also to the alteration of the Memorandum and Article of Association of the Transferee Company as may be required under the Act and Clause V of the Memorandum of Association of the Transferee Company shall stand substituted by virtue of the Scheme to be read as follows:

Memorandum of Association:

"V. The Authorized Share Capital of the Company is Rs.30,10,00,000/- (Rupees Thirty Crore and Ten Lakh only) divided into 15,05,00,000 (Fifteen Crore and Five Lakh) equity shares of Rs.2/- (Rupees Two only) each."

8. **Clause 15 of the Scheme: Conditionality of the Scheme:** This Scheme is conditional upon and subject to:

15.1 The Scheme is conditional upon and subject to:

(a) Approval by requisite majority of the members and creditors of Transferor Company and Transferee Company as may be directed by the NCLT either by way of convening a meeting or by way of a dispensation on production of consent affidavits or no-objection certificates;

(b) Approval of the scheme by relevant regulatory authorities;

(c) Sanction of the Scheme by the NCLT;

(d) Certified copies of the orders of the NCLT, sanctioning the Scheme being filed with the Registrar of Companies.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

15.2 In the event of this Scheme failing to take effect finally, this Scheme shall become null and void and in that case no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the parties or their shareholders or creditors or employees or any other person.

15.3 If any part of this Scheme is invalid, ruled illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the parties 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 any party, in which case the Board of Directors of the companies involved in the Scheme 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.

(A signed copy of the Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective shareholders and creditors is annexed hereto and marked as "annexure- 5").

(D) COMPLIANCE OF ACCOUNTING STANDARD

The accounting treatment proposed at Clause 13 of Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective shareholders and creditors, is in conformity with the accounting standards as prescribed under the provisions of Section 133 of the Companies Act, 2013.

(Copies of the certificates issued by M/s. NSVR & Associates LLP and M/s. Ramanatham & Rao, the respective Statutory Auditors of the Transferor Company and the Transferee Company confirming the Accounting Treatment proposed in the Scheme are annexed hereto and marked as "Annexure-6 and 7").

(E) BOARD RESOLUTION OF THE RESPECTIVE PETITIONER COMPANIES APPROVING THE SCHEME OF AMALGAMATION

The Board of Directors of the respective Petitioner Companies at their respective meetings held on 20th day of October, 2020, approved the Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company)

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

and CCL Products (India) Limited (Transferee Company) and their respective shareholders and creditors.

(Certified true copy of the Board Resolutions passed by the Board of Directors of the Petitioner Companies approving the Scheme of Amalgamation are annexed hereto and marked as "Annexure-8 and 9").

(F) INTEREST OF DIRECTORS IN THE PROPOSED SCHEME OF AMALGAMATION

The Board of Directors of the Petitioner Companies have no material interest in the proposed Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective shareholders and creditors except as shareholders of their respective companies in general.

(G) INTIMATION TO THE STOCK EXCHANGES

It is respectfully submitted that the Petitioner / Transferee Company is a Listed Company having its shares listed and traded on the BSE Limited and National Stock Exchange of India Limited. Since the present Scheme solely provides for amalgamation of the wholly owned subsidiary with its parent company, no formal approval, is required from the Stock Exchanges or Securities and Exchange Board of India ('SEBI') for the Scheme, in terms of provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2017, and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, and Circular No. CFD/DIL3/CIR/2018/2 dated January 03, 2018 and in terms of the SEBI Regulations, the present Scheme of Amalgamation is only required to be filed with BSE and NSE for the purpose of disclosure and dissemination on their website. Accordingly, copy of the Scheme along with all the related and necessary documents have been filed with the BSE and NSE for the purpose of disclosure and dissemination on their website.

(A copy of the email acknowledgement received from the NSE (neaps@nse.co.in) evidencing the proof of filing of the Scheme with the Stock Exchange is annexed hereto and marked as "Annexure – 10").

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

(H) **JOINT COMPANY APPLICATION NO. CA (CAA) No. 1/230/AMR/2021:**

(a) It is respectfully submitted that the Petitioner Companies had filed a joint Company Application vide C.A. (CAA) NO. 1/230/AMR/2021 before the Hon'ble National Company Law Tribunal, Amaravati Bench, under section 230 to 232, on 09.01.2021, praying inter-alia for dispensing with the requirement of convening the meetings (i) Equity Shareholders of the Transferor Company since it is a wholly owned subsidiary of CCL Products (India) Limited, which has given its consent Affidavit to the Scheme of Amalgamation (ii) Unsecured Creditors /Trade Creditors since the Transferor Company does not have any Unsecured Creditors/Trade Creditors (iii) Secured Creditors since the Transferor Company has only one such Creditor which has given its consent to the Scheme of Amalgamation (iv) convening the meeting of the Equity Shareholders of the Transferee Company for obtaining their approval to the Scheme of Amalgamation and (v) convening the meeting of the Trade/ Sundry Creditors, of the Transferee Company for obtaining their approval to the Scheme of Amalgamation.

(b) The Joint Company Application vide C.A. (CAA) NO. 1/230/AMR/2021, was allowed by the Hon'ble National Company Law Tribunal, Amaravati Bench on the 26th day of February, 2021 and was pleased to dispense with the requirement of convening the meetings of the (i) Equity Shareholders of the Transferor Company since it is a wholly owned subsidiary of CCL Products (India) Limited, which has given its consent Affidavit to the Scheme of Amalgamation (ii) Unsecured Creditors /Trade Creditors since the Transferor Company does not have any Unsecured Creditors/Trade Creditors (iii) Secured Creditors since the Transferor Company has only one such Creditor which has given its consent to the Scheme of Amalgamation and was further pleased to order convening the meeting of the Equity Shareholders and Trade/ Sundry Creditors of CCL Products (India) Limited (Transferee Company) on Saturday, the 10th day of April, 2021 at 11.00 A.M. and 12.30 P.M. through video conferencing ("VC") / other audio visual means ("OAVM"), respectively for the purpose of considering, and, if thought fit, approving with or without modification(s), the Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

(c) The Hon'ble National Company Law Tribunal, Amaravati Bench vide its Order dated 26th day of February, 2021 has appointed Mr. J. Basavaraju, Advocate, to be the Chairman for the Meetings and in respect of any adjournment thereof and Ms. Narala Varalakshmi, Practising Company Secretary to be the Scrutinizer for the Meetings.

(A copy of the order dated 26th day of February, 2021, passed by this Hon'ble Tribunal is annexed hereto and marked as "Annexure -11")

(d) As directed by this Hon'ble Tribunal vide its Order dated 26th February, 2021, the notices with regard to the meeting of the Equity Shareholders of CCL Products (India) Limited were sent to 36,530 (Thirty Six Thousand Five Hundred and Thirty Equity Shareholders through email and 2,460 (Two Thousand Four Hundred and Sixty) Equity Shareholders through DTDC Courier on 08.03.2021 whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories Further the notices with regard to the meeting of the Trade / Sundry Creditors of the CCL Products (India) Limited were sent to the 276 (Two Hundred and Seventy Six) Trade / Sundry Creditors through email and 4 (Four) Trade / Sundry Creditors through DTDC Courier on 08.03.2021, whose names appears in the list of the Trade / Sundry Creditors of the Company.

(e) That as per the order of the Hon'ble Tribunal dated 26th February, 2021, a paper advertisement with regard to the date, time and venue of the meetings of the Equity Shareholders and Trade / Sundry Creditors of CCL Products (India) Limited was carried out in accordance with the terms of Rule 7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in the Financial Express and in Andhra Prabha, Hyderabad District edition having circulation in the state of Andhra Pradesh, on 09.03.2021.

(f) That the notices of the Tribunal convened meetings of the Equity Shareholders and Trade / Sundry Creditors of CCL Products (India) Limited has been sent to (i) the Registrar of Companies, Vijayawada, (ii) the Central Government (Regional Director), Hyderabad, (iii) the Official Liquidator, Hyderabad, (iv) the Income Tax Department, on 18.03.2021.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS (INDIA) LIMITED HYDERABAD

(A copy of the Affidavit of Service along with filing acknowledgment of Affidavit of Service filed in terms of Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, dated 24th March, 2021, by the Chairperson with this Hon'ble Tribunal on 26th March, 2021 through e-filing No. 2812129000082021, is enclosed hereto and marked as "Annexure – 12 & 13").

(I) MEETINGS OF THE EQUITY SHAREHOLDERS:

(a) As directed by this Hon'ble Tribunal vide its Order dated 26th February, 2021, the Chairperson, Mr. J. Basavaraju, convened the meeting of the Equity Shareholders of CCL Products (India) Limited on Saturday, the 10th day of April, 2021 at 11.00 A.M. through video conferencing ("VC") / other audio visual means ("OAVM"), for the purpose of considering, and, if thought fit, approving with or without modification(s), the Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors.

(b) 133 Equity Shareholders voted on the resolution by way of remote e-voting as well as e-voting at the Meeting. Out of the said 133 Equity Shareholders, 103 Equity Shareholders voted through remote e-voting and 30 Equity Shareholders voted at the Meeting through e-voting. Further, 40 Equity Shareholders attended and participated in the Meeting through Video Conference / Other audio visual means and the quorum prescribed under Section 103 of the Companies, Act 2013, i.e., 30 (Thirty) Equity Shareholders, either in person or through proxy, by this Hon'ble Tribunal for the purpose of proper constitution of the meeting of the Equity Shareholders of the CCL Products (India) Limited were present. The said 133 Equity Shareholders held a total of 9,13,49,474 equity shares of Rs.2/- each as on 03rd April, 2021, being the Cut Off Date. For the purpose of the meeting, Central Depository Services (India) Limited ("CDSL") provided the necessary facility for attending the meeting through Video Conference and voting through electronic means.

(c) The Scheme of Amalgamation between CCL Beverages Private Limited ('the Transferor Company') and CCL Products (India) Limited('the Transferee Company') and their respective shareholders & Creditors was taken as read with the permission of Equity Shareholders present at the meeting and explained briefly by Ms. Sridevi, Company Secretary of the Company at the

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS HYDERABAD

meeting and the question submitted to the said meeting was whether the Equity Shareholders of the CCL Products (India) Limited approve the Scheme of Amalgamation as submitted to the meeting and agree thereto.

(d) The Equity Shareholders of the CCL Products (India) Limited were of the opinion that the Scheme of Amalgamation between CCL Beverages Private Limited ('the Transferor Company') and CCL Products (India) Limited('the Transferee Company') and their respective shareholders& Creditors should be approved as submitted to the meeting without any modifications and have agreed to and passed the following resolution with requisite majority:-

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of the Companies(Compromises, Arrangements and Amalgamation) Rules, 2016 and the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Hon'ble National Company law Tribunal, Amaravati Bench, (NCLT) or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft "Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors" ("Scheme"), providing for amalgamation of CCL Beverages Private Limited (Transferor Company) with the Company on a going concern basis with effect from 01.04.2020 (First Day of April, Two Thousand and Twenty) being the Appointed Date, as placed before the meeting and initialed by the chairman for the purpose of identification, be and is hereby approved."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things as

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KOVAKOLLI

CCL PRODUCTS (INDIA) LIMITED HYDERABAD

may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Amaravati Bench, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper".

(e) A combined total of 133 Equity Shareholders voted on the resolution by way of remote e voting as well as e voting at the Meeting. Out of the said, 30 Equity Shareholders, attended and participated in the Meeting through Video Conference / Other audio visual means and voted thereat and 103 Equity Shareholders cast their vote through remote e –voting. The said 133 Equity Shareholders held a total of 9,13,49,474 equity shares of Rs.2 /-each.

(f) CCL Products (India) Limited provided remote e-voting facility to its Equity Shareholders to vote on the Resolution, which commenced at 9.00 A.M. on Wednesday, 7th April, 2021 and closed at 5.00 P.M. on Friday, 09th April, 2021. Further the e-voting facility was also made available to the Equity Shareholders who did not cast their vote through remote e-voting.

(g) Equity Shareholders, who were present in the Meeting through VC/OAVM facility and did not cast their vote on the resolution through remote e-Voting and otherwise not barred from doing so, voted through e-voting system available during the Meeting.

(h) The total Members who voted either by way of remote e voting or e voting during the Meeting at the Tribunal Convened Meeting were 133 (One Hundred & Thirty Three) holding 9,13,49,474 (Nine Crore Thirteen Lakhs Forty Nine Thousand Four Hundred and Seventy Four) equity shares of Rs.2/- (Rupees Two only) each out of which 127 (One Hundred Twenty Seven) Members holding 9,13,48,507 (Nine Crore Thirteen Lakhs Forty Eight Thousand Five Hundred and Seven) equity shares of Rs.2/- (Rupees Two only) each constituting 99.99% of total votes cast, by way of remote e voting or e voting during the Tribunal Convened Meeting of the Transferee Company voted in favor of the proposed resolution.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

(i) Hence, from the above result, the Chairperson reported to this Hon'ble Tribunal that the resolution proposed for approval of the Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors was approved with requisite majority by the Equity Shareholders of CCL Products (India) Limited without any modifications.

(A copy of the Chairperson's report dated 16.04.2021, on the result of voting by the Equity Shareholders of the Transferee Company, as submitted to this Hon'ble Tribunal by the Chairperson on 16th April, 2021, through e filing No. 2812129000082021 is annexed hereto and marked as "Annexure – 14").

(J) MEETINGS OF THE TRADE / SUNDRY CREDITORS:

(a) As directed by this Hon'ble Tribunal vide its Order dated 26th February, 2021, the Chairperson, Mr. J. Basavaraju, convened the meeting of the Trade / Sundry Creditors of CCL Products (India) Limited on Saturday, the 10th day of April, 2021 at 12.30 P.M. through video conferencing ("VC") / other audio visual means ("OAVM"), for the purpose of considering, and, if thought fit, approving with or without modification(s), the Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors.

(b) The said meeting was attended by 28 (Twenty Eight) Trade / Sundry Creditors in person and through their authorised representatives, who voted at the Meeting through E Voting, to whom the CCL Products (India) Limited owes an amount of Rs. 31,57,90,679/- (Rupees Thirty One Crores Fifty Seven Lakhs Ninety Thousand Six Hundred And Seventy Nine Only). Further, 39 Creditors cast their vote through remote e-voting to whom CCL Products (India) Limited owes an amount of Rs. 13,16,10,462/- (Rupees Thirteen Crores Sixteen Lakhs Ten Thousand Four Hundred And Sixty Two Only/-). Thus, in aggregate 67 Creditors had cast their vote, to whom CCL Products (India) Limited owes an amount of Rs.44,74,01,141/- constituting 84.67% of the total amount due by CCL Products (India) Limited to its Trade / Sundry Creditors as on 31st day of January, 2021 and hence the quorum prescribed under Section 103 of the Companies, Act 2013,

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS (INDIA) LIMITED HYDERABAD

(ie) 15 (Fifteen) Creditors, either in person or through authorised representative or through proxy, by this Hon'ble Tribunal for the purpose of proper constitution of the meeting of the Trade / Sundry Creditors of the CCL Products (India) Limited was present. For the purpose of the meeting, Central Depository Services (India) Limited ("CDSL") provided the necessary facility for attending the meeting through Video Conference and voting through electronic means.

(c) The Scheme of Amalgamation between CCL Beverages Private Limited ('the Transferor Company') and CCL Products (India) Limited('the Transferee Company') and their respective shareholders & Creditors was taken as read with the permission of Trade / Sundry Creditors present at the meeting and explained briefly by Ms. Sridevi, Company Secretary of the Company at the meeting and the question submitted to the said meeting was whether the Trade / Sundry Creditors of CCL Products (India) Limited approve the Scheme of Amalgamation as submitted to the meeting and agree thereto.

(d) The Trade / Sundry Creditors of CCL Products (India) Limited were of the opinion that the Scheme of Amalgamation between CCL Beverages Private Limited ('the Transferor Company') and CCL Products (India) Limited ('the Transferee Company') and their respective shareholders & Creditors should be approved as submitted to the meeting without any modifications and have agreed to and passed the following resolution with requisite majority:-

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of the Companies(Compromises, Arrangements and Amalgamation) Rules, 2016 and the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Hon'ble National Company law Tribunal, Amaravati Bench, (NCLT) or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions,

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS (INDIA) LIMITED HYDERABAD

consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft "Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors" ("Scheme"), providing for amalgamation of CCL Beverages Private Limited (Transferor Company) with the Company on a going concern basis with effect from 01.04.2020 (First Day of April, Two Thousand and Twenty) being the Appointed Date, as placed before the meeting and initialed by the chairman for the purpose of identification, be and is hereby approved."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Amaravati Bench, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper".

(e) A combined total of 67 (Sixty Seven) Trade / Sundry Creditors voted on the resolution by way of remote e voting as well as e voting at the Meeting. Out of the said 67 (Sixty Seven) Trade / Sundry Creditors, 28 (Twenty Eight) attended and participated in the Meeting through Video Conference / Other audio visual means. The said 67 (Sixty Seven) Trade / Sundry Creditors had outstanding unsecured liabilities amounting to Rs. 44,74,01,141/- as on 31st January, 2021.

(f) CCL Products (India) Limited provided remote e-voting facility to its Trade / Sundry Creditors to vote on the Resolution, which commenced at 9.00 A.M. on Wednesday, 7th April, 2021 and closed at 5.00 P.M. on Friday, 9th April, 2021. Further the e-voting facility was also made available to Trade / Sundry Creditors who did not cast their vote through remote e-voting.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

(g) Trade / Sundry Creditors, who were present in the Meeting through VC/OAVM facility and did not cast their vote on the resolution through remote e-Voting and otherwise not barred from doing so, voted through e-voting system available during the Meeting

(h) The total Trade / Sundry Creditors who voted either by way of remote e voting or e voting during the Tribunal Convened Meeting were 67 (Sixty Seven) Trade / Sundry Creditors having outstanding unsecured liabilities amounting to Rs. 44,74,01,141/- (Rupees Forty Four Crore Seventy Four Lakhs One Thousand One Hundred and Forty One only/-) which is constituting 100% of the votes casted by way of remote e voting or e voting during the Tribunal Convened Meeting of the Transferee Company by the Trade / Sundry Creditors.

(i) Hence, from the above result, the Chairperson reported to this Hon'ble Tribunal that the resolution proposed for approval of the Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors was approved unanimously by the Trade / Sundry Creditors of the CCL Products (India) Limited without any modifications.

(A copy of the Chairperson's report dated 16.04.2021, on the result of voting by the Trade / Sundry Creditors of the Transferee Company, as submitted to this Hon'ble Tribunal by the Chairperson on 16st April, 2021, through e filing No. 2812129000082021 is annexed hereto and marked as "Annexure – 15").

(K) DECLARATION BY THE PETITIONER COMPANIES

a) No petition under Sections 241 or 242 of the Companies Act, 2013 has been filed against any of the Petitioner Companies and there has been no material change in the affairs of any of the Petitioner Companies, except for what was done in the normal course of business.

b) There are no proceedings pending under Sections 210 to 227 of Companies Act, 2013, against any of the Petitioner Companies.

c) The Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

Company) and their respective shareholders and creditors does not have an adverse effect on any of the shareholders or creditors or other stakeholders of the respective Petitioner Companies in any manner whatsoever.

(L) INTERIM DIRECTIONS

a) This Hon'ble Tribunal may be pleased to fix a date for final hearing of the present Company Petition.

b) This Hon'ble Tribunal may be pleased to direct an advertisement of date for final hearing of this Petition, as required by Rule 16(1) Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, be published in Financial Express and in Andhra Prabha, or in such other newspapers as this Hon'ble Tribunal may deem fit.

V. PRAYERS

It is therefore respectfully prayed that this Hon'ble Tribunal may be pleased to order for the following:

a) That the Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective shareholders and creditors and other matters incidental thereto, a copy of which is annexed hereto as "Annexure 5" be sanctioned and confirmed by this Hon'ble National Company Law Tribunal, Amaravati Bench, with effect from the appointed date i.e. 01st day of April, 2020, so as to be binding on the Petitioner Companies and on all the members, employees, creditors of the Petitioner Companies.

b) That the Transferor Company be dissolved without going through the process of winding up.

c) That the Petitioner Companies do within 30 (thirty) days after the date of receipt of certified copy of the order of Tribunal, cause a certified copy of the order to be filed with the Registrar of Companies at Vijayawada, in Form INC-28 as specified under Section 232(5) of the Companies Act, 2013.

d) That the Petitioner Companies do within 60 (sixty) working days after the date of receipt of certified copy of the order of Tribunal, cause a certified copy of the

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

order to be filed with the Superintendent of Stamps for adjudication of stamp duty payable, if any.

e) That the parties to the Scheme or any other person interested shall be at liberty to apply to this Hon'ble Tribunal, Amaravati Bench for any direction that may be necessary with regard to the carrying out the Scheme;

f) Pass such other order or orders, as this Hon'ble Tribunal, may deem fit and proper in the circumstances of the case.

FOR CCL BEVERAGES PRIVATE LIMITED

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

B. Mohan Krishna

BANDI MOHAN KRISHNA
DIRECTOR (DIN: 03053172)

FOR CCL PRODUCTS (INDIA) LIMITED

CCL PRODUCTS INDIA LIMITED HYDERABAD

Sridevi

SRIDEVI DASARI
COMPANY SECRETARY

DATE: 21-04-2021
PLACE: HYDERABAD

(31)

भारतीय गैर न्यायिक

एक सौ रुपये Rs. 100

रु. 100 ONE HUNDRED RUPEES

भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

AG 879680

Sl.No. 1680 Date: 20/04/2021

Sold To Bandi mohan krishna ab HS

S/o. W/o. D/o. Bandi Vijaya Kumar

For Whom: CCL Beverages Private Limited

KURNOOL NOORJAHAN
LICENCED STAMP VENDOR
L. No.16-11-018/2012
RL. No.16-11-067/2021
H.No. 6-3-354/19, ROAD NO.1,
BANJARA HILLS ROAD, HYDERABAD-500 034
Ph: 9391535407

NOTARY
S. Mohammed Riaz
ADVOCATE B.A., LL.B.
6-3-354/19, Hindi Nagar,
Banjara Hills, Road No.1,
Hyderabad-500 034,
T.S. INDIA
(G.O.Ms. No.724)
APPOINTED BY GOVT. OF T.S. INDIA

32

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AMARAVATHI BENCH AT HYDERABAD
C.P. (CAA) No.______/230/AMR/2021
CONNECTED WITH
C.A. (CAA) NO.1/230/AMR/2021
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
CCL BEVERAGES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND
CCL PRODUCTS (INDIA) LIMITED
(TRANSFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL BEVERAGES PRIVATE LIMITED
....Petitioner /Transferor Company

CCL PRODUCTS (INDIA) LIMITED
.... Petitioner / Transferee Company

AFFIDAVIT VERIFYING PETITION

I, Bandi Mohan Krishna, Son of Shri Bandi Vijaya Kumar, residing at 8-2-293/82/A/1182, Road No.45,Jubilee Hills, Hyderabad - 500033 India, Director of CCL Beverages Private Limited do hereby solemnly affirm and state as follows:-

1. That I am the directors of the Petitioner Company in the above matter herein and we are duly authorised by the aforesaid Petitioner Company to make this affidavit on behalf of the Petitioner Company herein.

2. That the statements made in paragraphs of the Joint Petition herein now shown to us are true to our knowledge, and the statements made in paragraphs are based on information, and we believe them to be true.

FOR CCL BEVERAGES PRIVATE LIMITED

B. Mohan Krishna

BANDI MOHAN KRISHNA
DIRECTOR(DIN: 03053172)
DEPONENT

// ATTESTED //
S. Mohammed Riaz
B.A., LL.B.
ADVOCATE & NOTARY
(C.C.No. No.794)
(Appointed by Govt. of T.S. INDIA)
6-3-354/19, Hindi Nagar, Banjara Hills
Road No.1, Hyderabad-500 034, T.S. INDIA.

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

Solemnly affirmed and signed before me on this the 21st day of April, 2021.

2 1 APR 2021

33

भारतीय गैर न्यायिक

एक सौ रुपये Rs. 100

रु. 100 ONE HUNDRED RUPEES

सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

AG 879679

Sl.No. 16679 Date: 20/04/2021

Sold To Sridevi Dasari R/ Hd

S/o. W/o. D/o. K. manoj Kumar

For Whom: CCL Products (India) Limited

KURNOOL NOORJAHAN
LICENCED STAMP VENDOR
L.No.16-11-018/2012
RL.No.16-11-067/2021
H.No.8-3-354/19, ROAD NO 1,
BANJARA HILLS ROAD, HYDERABAD-500 034
Ph:9391535407

NOTARY
S. Mohammed Riaz
ADVOCATE B.A., LL.B.
8-3-354/19, Hyd Nagar,
Banjara Hills, Road No.1,
Hyderabad-500 034.
T.S. INDIA
(G.O.Ms. No.194)
APPOINTED BY GOVT. OF T.S. INDIA

34

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AMARAVATHI BENCH AT HYDERABAD
C.P. (CAA) No.______/230/AMR/2021
CONNECTED WITH
C.A. (CAA) NO.1/230/AMR/2021
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
CCL BEVERAGES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND
CCL PRODUCTS (INDIA) LIMITED
(TRANSFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL BEVERAGES PRIVATE LIMITED
....Petitioner /Transferor Company

CCL PRODUCTS (INDIA) LIMITED
.... Petitioner / Transferee Company

AFFIDAVIT VERIFYING PETITION

I, Sridevi Dasari, Company Secretary of the CCL Products (India) Limited, do hereby solemnly affirm and state as follows:-

1. That I am the Company Secretary of the Petitioner Company in the above matter herein and we are duly authorised by the aforesaid Petitioner Company to make this affidavit on behalf of the Petitioner Company herein.

2. That the statements made in paragraphs of the Joint Petition herein now shown to us are true to our knowledge, and the statements made in paragraphs are based on information, and we believe them to be true.

NOTARY
S. Mohammed Riaz
ADVOCATE B.A., LL.B.
6-3-354/19, Hindi Nagar, Banjara Hills Road No.1, Hyderabad-500 034. T.S. INDIA
NOTARIAL No.784
GOVT. OF T.S. INDIA

FOR CCL PRODUCTS (INDIA) LIMITED

CCL PRODUCTS (INDIA) LIMITED
HYDERABAD

// ATTESTED //
S. Mohammed Riaz
B.A., LL.B.
ADVOCATE & NOTARY
(G.O.Ms. No.784)
(Appointed by Govt. of T.S. INDIA)
6-3-354/19, Hindi Nagar, Banjara Hills
Road No.1, Hyderabad-500 034, T.S. INDIA.

SRIDEVI DASARI
COMPANY SECRETARY
DEPONENT

Solemnly affirmed and signed before me on this the 21st day of April, 2021.

21 APR 2021

Annexure - 5

SCHEME OF AMALGAMATION
UNDER SECTIONS
230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
BETWEEN
CCL BEVERAGES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND
CCL PRODUCTS (INDIA) LIMITED
(TRANSFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(A) PREAMBLE OF THE SCHEME

This Scheme of Amalgamation is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (to the extent applicable) for the Amalgamation of CCL Beverages Private Limited (Transferor Company) with CCL Products (India) Limited (Transferee Company).

The Scheme (as defined hereinafter) also provides for various other matters consequential to, or otherwise integrally connected with the above, as more specifically stated hereinafter.

(B) DESCRIPTION OF COMPANIES

1. CCL BEVERAGES PRIVATE LIMITED is a Company incorporated under the provisions of Companies Act, 2013, on 14.10.2019 (Fourteenth Day of October, Two Thousand and Nineteen) in the State of Andhra Pradesh, vide Corporate Identification Number U15549AP2019PTC113114, issued by the Registrar of Companies, Andhra Pradesh. The PAN of the Company is AAICC4206D. (Hereinafter referred to as the "Transferor Company").

   The Registered Office of the Transferor Company is situated at Door No/SY No.269/1, Kuvvakolli Village, Varadaiahpalem Mandal, Chittoor AP 517645 IN.

   The present main objects of the Transferor Company are as follows:

   a) To carry on the business, either solely or in collaboration with other persons or entities, whether of Indian or foreign origin, to manufacture, buy, sell, retail, wholesale, trade, market, import, export, process, manipulate, prepare, preserve, carry on, refine, bottle and to deal in all types of coffee, tea, chicory, cocoa, milk, condensed milk, milk products, sugar, sugar substitutes and other similar products, manufactured or raw state, whether in India or elsewhere either in wholesale and/ or in retail or otherwise.

   b) To manufacture, sell and deal, in any manner whatsoever, with plant and Machinery, Equipment, Know-how for manufacture of coffee, tea, cocoa, milk, milk products, sugar, sugar substitutes and other similar products.

   c) To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED
KUVAKOLLI

CCL PRODUCTS INDIA LIMITED
HYDERABAD

sell, distribute, deal in, market, trade, export or otherwise dispose of in, to, at or from any part of India and elsewhere globally all sorts of food and food stuffs, natural food, instant food, cooked food, packaged food, ready food, canned food, dehydrated food, pulps and purees, sauces, preserved food, prepared food, noodles, snacks (whether or not plain, flavoured, spiced, curried, coloured) and edible food colours (natural, artificial, synthetic or chemical) and all raw materials, ingredients, condiments, accompaniments, curries, preparations, sauces, packaging, dispensing accessories and also including all versions, alternatives, substitutes thereof and therefore and to undertake, execute, or otherwise perform the agency business, representative business, transport, delivery, stocking, storing, distribution of any or all aforesaid.

d) To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, package, bottle, export or otherwise dispose off at or from any part of India and elsewhere globally all sorts of wines, alcoholic liquors and liqueurs, beverages (alcoholic, non- alcoholic, aerated or non- aerated), food or health beverages, fruit and vegetable pulps and beverages, drinks and all raw materials, ingredients, accompaniments, packaging, bottles, dispensing accessories and also including all versions, alternatives, substitutes thereof and to refer and to undertake, execute, or otherwise perform the agency business, representative business, bottling, distilling, transport, delivery, stocking, storing, distribution of any or all aforesaid.

The authorized, issued, subscribed and paid-up share capital of the Transferor Company as on 31.03.2020 is as follows:

Share Capital	Amount in Rs.
Authorized Capital 1,00,000 (One Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each.	10,00,000
Total	**10,00,000**
Issued, Subscribed and Paid Up Capital 10,000 (Ten Thousand) fully paid up Equity Shares of Rs.10/- (Rupees Ten only) each.	1,00,000
Total	**1,00,000**

Subsequent to 31st March, 2020, there is no change in the authorised, issued, subscribed and paid up share capital of the Transferor Company.

The Transferor Company is wholly owned subsidiary of the Transferee Company. The following is the extract of the Register of Members of the Transferor Company showing its latest list of the equity shareholders:

Sl. No.	Name of shareholder	Total No. of shares held	% of Shareholding
1.	CCL Products (India) Limited (Transferee Company)	9,999	99.99
2.	Mr. Challa Srishant - Nominee of CCL Products (India) Limited	1	0.01
	Total	10,000	100.00

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

2. CCL PRODUCTS (INDIA) LIMITED was originally incorporated under the name and style "Sahayak Finance & Investment Corporation Limited" under the provisions of Companies Act, 1956, on 22.03.1961 (Twenty Second Day of March, One Thousand Nine Hundred and Sixty One) in the state of Andhra Pradesh, vide Certificate of Incorporation No. 874 of 1960-61, issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the Company was changed from "Sahayak Finance & Investment Corporation Limited" to "Continental Coffee Limited" by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Andhra Pradesh on 22.02.1994 (Twenty Second Day of February, One Thousand Nine Hundred and Ninety Four). Subsequently, the name of the Company was changed from "Continental Coffee Limited" to its present name, i.e., "CCL Products (India) Limited" by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Andhra Pradesh, on 21.11.2002 (Twenty First Day of November Two Thousand and Two). The present Corporate Identification Number (CIN) of the Company is L15110AP1961PLC000874. The PAN of the Company is AAACC9552G. (Hereinafter referred to as the "Transferee Company").

The registered office of the Transferee Company is situated at Duggirala, Guntur, AP 522330 IN.

The Transferee Company is mainly engaged in the business of manufacturing and sale of different types of the Coffee in India and abroad. Few of the main objects of the Transferee Company are as follows:

a) To carry on the business solely or in collaboration with others, Indian or foreign, in manufacture of Coffee, Tea, Chicory, Cocoa, Milk Products, Condensed Milk, Cheese, Plain and all flavoured, Yoghurt, Shrikhand, Creamers including non-dairy creamer, sweetner, natural & artificial and the like, in all or any of their forms (including spray dried, freeze dried, agglomerate, granulated, blended and preparations thereof for consumption by human beings and also including all versions, alternatives, substitutes thereof and therefor in whatsoever manner, that is to say, either mechanically or otherwise, by employing electricity or any other power or energy, and sale thereof, either in whole sale and/or in retail or otherwise, whether in the country or abroad.

b) To carry on business in processing, manipulating, preparing, preserving, carrying, refining, bottling, buying, rendering marketable and dealing in Coffee, Tea, Chicory, Cocoa and the like in their prepared, manufactured or raw state and whether in whole sale and/or in retail.

c) To manufacture, sell and deal in any manner with Plant and Machinery, Equipment, Knowhow for manufacture of coffee, tea, cocoa and milk products.

d) To acquire by purchase or otherwise, and to carry on the business of planters, cultivators, growers and manufacturers or sellers and dealers in tea, coffee, cocoa and to manufacture, dispose of, buy and deal in the said products.

e) To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, export or otherwise dispose of in, to, at or from any part of India and elsewhere globally all sorts of food and food stuffs, natural food, instant food, fast food, cooked food, packaged food, ready food, canned food, dehydrated foods, pulps and purees, sauces, preserved food, prepared food, noodles, snacks (whether or not plain, flavoured, spiced, curried, coloured) and edible food colours (natural, artificial, synthetic or chemical) and all raw materials, ingredients, condiments, accompaniments, curries, preparations, sauces, packaging, dispensing accessories and also including all versions, alternatives, substitutes thereof and therefor and to undertake, execute, or otherwise perform the agency business, representative business, transport, delivery, stocking, storing, distribution of any or all aforesaid.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

f) To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, package, bottle, export or otherwise dispose of, in, to, at or from any part of India and elsewhere globally all sorts of wines, alcoholic liquors and liqueurs, beverages (alcoholic, non-alcoholic, aerated or non-aerated), food or health beverages, fruit and vegetable pulps and beverages, drinks and all raw materials, ingredients, accompaniments, packaging, bottles, dispensing accessories and also including all versions, alternatives, substitutes thereof and to refer and to undertake, execute, or otherwise perform the agency business, representative business, bottling, distilling, transport, delivery, stocking, storing, distribution of any or all aforesaid.

The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on 31.03.2020 is as follows:

Share Capital	Amount in Rs.
Authorized Capital 15,00,00,000 (Fifteen Crore) Equity Shares of Rs.2/- (Rupees Two only) each.	30,00,00,000
Total	**30,00,00,000**
Issued, Subscribed and Paid Up Capital 13,30,27,920 (Thirteen Crore Thirty Lakh Twenty Seven Thousand Nine Hundred and Twenty) fully paid up Equity Shares of Rs.02/- (Rupees Two only) each.	26,60,55,840
Total	**26,60,55,840**

Subsequent to 31st March, 2020, there is no change in the authorised, issued, subscribed and paid up share capital of the Transferee Company.

The Transferee Company is the Holding Company of the Transferor Company. The equity shares of the Transferee Company are listed and traded on the BSE Limited ("BSE") bearing Scrip Code: 519600 and on the National Stock Exchange of India Limited ("NSE") bearing Symbol: CCL. The following is the Shareholding Pattern of the Transferee Company as on date:

Sl. No.	Category of shareholder	No. of Shareholders	Total No. of shares held	% of holding
1.	Promoter & Promoter Group	6	6,14,49,342	46.19
2.	Public	31,044	7,15,78,578	53.81
	Total	**31,050**	**13,30,27,920**	**100.00**

(C) OBJECTIVES OF THE SCHEME

The Transferee Company is holding the entire stake in the Transferor Company. The Transferor Company i.e. CCL Beverages Private Limited was incorporated in the year 2019 and was made a wholly owned subsidiary of the Transferee Company in order to implement agglomeration and packing project at Kuvvakolli Village through its Spray Dried Coffee Plant to cater to the increased demand in international markets. However, the Board of Directors of the Transferee Company thought fit and decided to implement the said project under the Transferee Company itself and hence the amalgamation of the Transferor Company with the Transferee Company is being undertaken. The amalgamation of the Transferor Company with the Transferee Company would inter-alia have the following benefits:

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

1. The amalgamation will enable appropriate consolidation of activities of Transferor Company and Transferee Company with pooling and more efficient utilization of their resources, greater economies of scale, reduction in overheads and other expenses and improvement in various operating parameters.

2. To achieve consolidation, greater integration and flexibility which will maximize overall shareholder value and improve the competitive position of the combined entity.

3. To achieve greater efficiency in cash management and unfettered access to cash flows generated by the combined entity which can be deployed more effectively to fund organic and inorganic growth opportunities.

4. Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

5. Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business process, elimination of duplication and rationalization of administrative expenses.

6. The amalgamation will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances.

(D) SCOPE OF THE SCHEME

This Scheme of Amalgamation is presented pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (to the extent applicable) for the Amalgamation of CCL Beverages Private Limited (Transferor Company) with CCL Products (India) Limited (Transferee Company). The Scheme (as defined hereinafter) also provides for various other matters consequential to, or otherwise integrally connected with the above, as more specifically stated hereinafter. The scope of the scheme is as under:

1. Amalgamation of the Transferor Company with the Transferee Company.

2. Dissolution of the Transferor Company without Winding up.

3. The transfer of the Transferor Company will be on a going concern basis.

   This Scheme of Amalgamation has been drawn up to comply with the conditions as specified under section 2(1B) of Income Tax Act, 1961, such that:

(i) All the properties of Transferor Company, immediately before the amalgamation, become the properties of Transferee Company by virtue of amalgamation.

(ii) All the liabilities of Transferor Company, immediately before the amalgamation, become the liabilities of Transferee Company by virtue of amalgamation.

(E) PARTS OF THE SCHEME

The scheme is divided into following parts:

Part I – deals with Definitions and Interpretations;

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

Part II – deals with the Amalgamation of CCL Beverages Private Limited (Transferor Company) with CCL Products (India) Limited (Transferee Company) and Dissolution of the\ Transferor Company.

Part III – deals with General Terms and Conditions

PART I
DEFINITIONS AND INTERPRETATIONS

1. **DEFINITIONS**

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings as mentioned herein below:

1.1 **"2013 Act" or "the 2013 Act"** means the Companies Act, 2013, and rules made thereunder and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force.

1.2. **"Amalgamation"** means the merger or blending of the Transferor Company into the Transferee Company.

1.3 **"Applicable Law(s)"** means any statute, notifications, bye-laws, rules, regulations, guidelines, Circulars or common law, policy, code, directives, ordinance, schemes, notices, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.

1.4 **"Appointed Date"** means 01st day of April, 2020 or such other date as may be fixed or approved by the Appropriate Authority.The Appointed Date shall be the effective date and the Scheme shall be deemed to be effective from the Appointed Date.

1.5 **"Appropriate Authority"** means any government, statutory, regulatory, departmental or public body or authority of the Jurisdiction over Transferor Company and the Transferee Company, including Registrar of Companies and the National Company Law Tribunal.

1.6 **"Board of Directors" or "Board"** shall mean the Board of Directors of Transferee Company or Transferor Company, as the case may be or any committee thereof duly constituted or any other person duly authorized by the Board for the purpose of this Scheme.

1.7 **"GST regulations"** means applicable provisions of the Central Goods and Services Tax Act, 2017 and/or the Integrated Goods and Services Tax Act, 2017 and/or respective State Goods and Services Tax Act and/or the Union Territory Goods and Services Tax Act, 2017 along with the applicable rules made thereunder.

1.8 **"IT Act"** means the Income-tax Act, 1961.

1.9 **"NCLT/Tribunal"** means the Hon'ble National Company Law Tribunal, Amaravathi Bench at Hyderabad.

1.10 **"Official Liquidator" or "OL"** means Official Liquidator, Hyderabad having jurisdiction over the States of Telangana and Andhra Pradesh.

1.11 **"Regional Director" or "RD"** means Regional Director, South East Region, at Hyderabad having jurisdiction over the States of Telangana and Andhra Pradesh.

1.12 **"Registrar of Companies" or "ROC"** means Registrar of Companies, at Vijayawada, having jurisdiction over the State of Andhra Pradesh.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

1.13 **"Scheme" or "this Scheme" or "Scheme of Amalgamation"** means this Scheme of Amalgamation attached hereto in its present form as submitted to the NCLT, with such modification(s), if any, as may be approved or imposed or directed by the NCLT.

1.14 **"Stock Exchanges"** means BSE and NSE where the shares of the Transferee Company are listed & traded.

1.15 **"Transferee Company"** means CCL Products (India) Limited and shall have the same meaning as assigned to it in clause (B)2 above.

1.16 **"Transferor Company"** means CCL Beverages Private Limited and shall have the meaning assigned to it in clause (B)1 above.

1.17 **"Undertaking of Transferor Company"** shall mean and include the whole of assets, properties, liabilities and the undertaking(s) and entire business(s) of Transferor Company, as may be applicable and specifically include the following (without limitation):

(i) All the assets /capital work-in-progress/ properties, present or future, of the Transferor Company, whether movable or immovable, whether tangible or intangible including all rights, title, interest, covenant, including continuing rights, title and interest in connection with the land and the buildings, if any, whether, corporeal or incorporeal, leasehold or freehold, and includes all rights, titles, interest and covenant, undertakings, liability relating thereto, capital work in progress, plant & machinery, all current and non-current assets, other fixed assets, inventory and work in progress, all deposits, all receivables, cash and cash equivalents, all the loans and includes all rights, titles, interest and advances, advances for capital goods & services of Transferor Company as on the Appointed Date.

(ii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the Transferor Company as on the Appointed Date.

(iii) All statutory licenses, including all licenses relating to development, production, marketing, manufacturing, selling coffee, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of the Transferor Company as on the Appointed Date.

(iv) All staff, workmen, and employees engaged in the Transferor Company as on the date of approval of the Scheme by the Tribunal.

(v) All legal proceedings of whatsoever nature by or against the Transferor Company pending as on the Appointed Date.

(vi) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records, whether in physical form or electronic form of Transferor Company.

2. INTERPRETATIONS

2.1 Any references in the Scheme to the expressions **"Upon approval of the Scheme by the Tribunal"** / **"From the date of approval of the Scheme by the Tribunal"** / "Date of approval of the Scheme by the Tribunal" shall mean the date on which the NCLT approves/sanctions the Scheme in accordance with the provisions of Sub-Section 3 of Section 232 of the 2013 Act, read with Rule 17 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

2.2 The expressions which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the 2013 Act and / or other applicable laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time.

2.3 DATE OF TAKING EFFECT

The Scheme, set out herein in its present form, subject to any modification(s) approved or imposed or directed by the Hon'ble National Company Law Tribunal, Amaravathi Bench at Hyderabad for the State of Andhra Pradesh, unless otherwise specified in the Scheme, shall be effective and operative from the Appointed Date, i.e., 01.04.2020, upon receipt of Certified copy of Order of the National Company Law Tribunal, Amaravathi Bench

PART II

AMALGAMATION OF CCL BEVERAGES PRIVATE LIMITED (TRANSFEROR COMPANY) WITH CCL PRODUCTS (INDIA) LIMITED (TRANSFEREE COMPANY)

3. TRANSFER AND VESTING OF UNDERTAKING OF TRANSFEROR COMPANY

3.1 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date, all properties, assets, liabilities and undertaking(s) of the Transferor Company shall stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company under the provisions of Section 230 to 232 of the 2013 Act and all other applicable provisions, if any, of the 2013 Act and also in accordance with section 2(1B) of the Income-tax Act, 1961, without any further deed or act, subject to existing charges or lis pendens, if any thereon, in favour of banks/ financial institutions.

3.2 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date, all immovable property (including land, buildings and any other immovable property), if any, of the Transferor Company, whether under constructions, freehold or leasehold, and any documents of title, rights, agreements to sell / agreements of sale and easements in relation thereto, shall stand vested in the Transferee Company, without any act or deed done by the Transferor Company or the Transferee Company, and without any approval or acknowledgement of any third party. With effect from the Appointed Date, the Transferee Company shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges and fulfill all obligations, in relation to or applicable to such immovable properties. The mutation/ substitution of the title to such immovable properties shall be made and duly recorded in the name of the Transferee Company by the appropriate authorities pursuant to the sanction of the Scheme by the NCLT and in accordance with the terms hereof. The Transferor Company shall take all steps as may be necessary to ensure that lawful, peaceful and unencumbered possession, right, title, interest of its immovable property is given to the Transferee Company.

3.3 Without prejudice to the generality of the foregoing, with effect from the Appointed Date, it is expressly provided that in respect of such of the assets of the Transferor Company that are movable in nature and / or are otherwise capable of transfer by manual or constructive delivery and / or endorsement and delivery or novation, the same shall be deemed to have been so transferred by Transferor Company and shall become the property of the Transferee Company in pursuance of the provisions of section 230 to 232 of the 2013 Act, without any further act, instrument, deed, matter or thing.

3.4 In respect of movables other than those dealt with in Clause 3.3 above including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, property development rights, investments, earnest money and deposits with any Government, quasi government, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company without any notice or other intimation to the debtors (although the Transferor Company may, without being obliged, and if it so deems appropriate, at its sole discretion, give notice

B. Mohan Kris

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

in such form as it may deem fit and proper, to each person, debtor, or depositee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in the Transferee Company).

3.5 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date all liabilities relating to and comprised in the undertaking of Transferor Company including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor Company of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations, shall, stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company under the provisions of Sections 230 to 232 of the 2013 Act and other applicable provisions, if any, of the 2013 Act, without any further act, instrument, deed, matter or thing.

3.6 The transfer and vesting as aforesaid shall be subject to subsisting charges, if any, in respect of any assets of Transferor Company. PROVIDED always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility availed by the Transferor Company and Transferee Company shall not be obliged to create any further or additional security in relation to subsisting charges, if any, thereof after the date of approval of this Scheme by the NCLT or otherwise.

3.7 All staff, workmen and employees of the Transferor Company shall become the staff, workmen and employees of the Transferee Company, without any further act or deed to be done by the Transferor Company or the Transferee Company.

3.8 Upon approval of the Scheme by the Tribunal, the Transferee Company shall, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangement with any party to any contract or arrangement to which the Transferor Company is a party in order to give formal effect to the above provisions. The Transferee Company shall be deemed to be authorized to execute any such writings on behalf of the Transferor Company to carry out or perform all such formalities or compliances referred to above on part of the Transferor Company.

3.9 Upon approval of this Scheme by the Tribunal, the Transferee Company shall be entitled to secure the record of the change in the legal ownership upon the vesting of the assets of the Transferor Company in accordance with the provisions of Sections 230 to 232 of the 2013 Act. The Transferor Company and the Transferee Company shall be jointly and severally authorized to execute any writings and / or carry out any formalities or compliance in this regard.

3.10 All taxes, duties, cess payable by the Transferor Company including all or any refunds / credit / claims pertaining to the period prior to the Appointed Date shall be treated as the liability or refunds / credit / claims, as the case may be, of the Transferee Company.

3.11 All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits (including tax benefits), subsidies, concessions, grants, rights, patents, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Company and all rights and benefits that have accrued or which may accrue to the Transferor Company, whether before or after the Appointed Date, shall, under the provisions of Sections 230 to 232 of the 2013 Act and all other applicable provisions of the Act, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

3.12 All the Insurance policies registered in the name of the Transferor Company which are active as on the date of approval of the Scheme by the Tribunal and which can be transferred/assigned shall pursuant to the provisions of Section 232 of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and or be deemed to have been transferred to and vested in and be available to the benefit of the Transferee Company and accordingly, the insurance companies shall record the name of the Transferee Company in all the insurance policies registered in the name of the Transferor Company so as to ensure that all the rights and privileges under all such policies available to the Transferor Company and / or to any other person / director / employee of Transferor Company, whether in the capacity of the Policy Holder or Owner or Insured or the Beneficiary, as the case may be, be available to the benefit of the Transferee Company and / or to any other person/director/employee of Transferee Company, as the case may be, on the same terms and conditions as they were applicable to the Transferor Company and upon such transfer/assignment, all such policies shall be effective in favour of the Transferee Company as if instead of the Transferor Company, the Transferee Company had been a party or beneficiary thereto. However, for the insurance policies which do not permit such transfer/assignment, the Transferee Company may make fresh application(s) to the concerned authority/insurance company(ies) on such terms and conditions as may be prescribed. It is hereby clarified that all the costs and/or expenses and/or premiums in relation to the transfer/assignment/of the insurance policies in the name of Transferee Company shall be borne by the Transferee Company and the Transferor Company shall have no further obligations in this regard.

3.13 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date, all existing and future incentives, unavailed credits and expenditures, exemptions and deductions, benefit of carried forward losses and other statutory benefits, including in respect of income tax (including MAT credit under the IT Act), excise (including Modvat / Cenvat), customs, VAT, sales tax, service tax, GST including the IGST input tax credit, CGST input tax credit and SGST input tax credit for the registrations of the Transferor Company in all the states, to which the Transferor Company are entitled to shall be available to and vest in the Transferee Company.

3.14 The Transferee Company shall file relevant intimations, for the record of the statutory authorities signifying the transfer of the assets / properties including but not limited to permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations of the Transferor Company.

4. INTER- SE TRANSACTIONS:

Without prejudice to the provisions of Clause 3, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes.

5. LEGAL PROCEEDINGS

5.1 If any suit, appeal or other proceedings of whatever nature by or against the Transferor Company is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of this amalgamation or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company 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 the Scheme had not been made.

5.2 On and from the date of approval of this Scheme by the Tribunal, the Transferee Company shall, and may, if required, initiate, continue any legal proceedings in relation to the Transferor Company.

6. CONTRACTS, DEEDS, OTHER INSTRUMENTS

6.1 Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which the Transferor Company is a party or the benefit to which

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

the Transferor Company may be eligible, subsisting or operative immediately on or before the date of approval of this Scheme by the Tribunal, shall be in full force and effect against or in favour of Transferee Company and may be enforced as fully and effectively as if instead of the Transferor Company, the Transferee Company had been a party or beneficiary thereto. Further, the Transferee Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company, to give effect to the provisions of this Scheme.

6.2 As a consequence of the amalgamation of the Transferor Company with the Transferee Company in accordance with or pursuant to this Scheme, the recording of change in name in the records of the statutory or regulatory authorities from the Transferor Company to the Transferee Company, whether pertaining to any licence, permit, approval or any other matter, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other authority.

6.3 For removal of doubts, it is expressly made clear that the dissolution of the Transferor Company without the process of winding up as contemplated hereinafter, shall not, except to the extent set out in the Scheme, affect the previous operation of any contract, agreement, deed or any other instrument or beneficial interest to which the Transferor Company is a party thereto and shall not affect any right, privilege, obligations or liability, acquired, or deemed to be acquired prior to Appointed Date and all such references in such agreements, contracts and instruments to the Transferor Company shall be construed as reference only to the Transferee Company with effect from the Appointed Date.

7. CONDUCT OF BUSINESS UNTIL DATE OF APPROVAL OF THIS SCHEME BY THE TRIBUNAL

With effect from the Appointed Date up to the date of approval of this Scheme by the Tribunal:

7.1 Transferor Company shall carry on, and be deemed to have carried on its business, operations or activities, and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets, properties, liabilities or Undertaking(s) on behalf of and / or in trust for the Transferee Company.

7.2 All profits or income accruing or arising to the Transferor Company, or losses arising or expenditure incurred by it, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure, as the case may be, of the Transferee Company.

7.3 All assets howsoever acquired by the Transferor Company for carrying on its business, operations or activities and the liabilities relating thereto shall be deemed to have been acquired and are also contracted for and on behalf of the Transferee Company.

7.4 The Transferee Company shall also be entitled, pending sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, department and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Transferee Company may require including the registration, approvals, exemptions, reliefs etc., as may be required / granted under any law for the time being in force for carrying on business of the Transferor Company.

7.5 Transferor Company shall carry on its business, operations or activities with reasonable diligence and business prudence and shall not venture into / expand any new businesses, alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business without the prior consent of the Transferee Company.

7.6 The transfer of assets, properties, liabilities and the continuance of proceedings by or against the Transferor Company shall not affect any transaction or proceedings already concluded by the Transferor Company on or after the Appointed Date to the end and intent that the Transferee Company accepts and adopts all acts, deeds things done and executed by the Transferor Company, in regard thereto as done executed by the Transferee Company on behalf of itself.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

8. STAFF, WORKMEN, AND EMPLOYEES

8.1 Upon approval of this Scheme by the Tribunal, all staff, workmen and employees on the payrolls of the Transferor Company, in service on the date of approval of this Scheme by the Tribunal shall be deemed to have become staff, workmen, and employees of Transferee Company on such date without any break or interruption in their service and on the terms and conditions of their employment not less favourable than those subsisting with reference to Transferor Company as on the said date.

8.2 The contributions with regard to benefit of employees of the Transferor Company being currently deposited with Regional provident Fund Organization, employee state insurance plan scheme, leave encashment, compensated absences scheme or any other special scheme(s) or fund (s) created or existing, if any, shall stand substituted, upon approval of the Scheme by the Tribunal, in favour of the Transferee Company for all purposes whatsoever, related to the administration or operation of such schemes and intent that all the rights, duties, powers and obligation of Transferor Company in relation to such schemes shall become those of the Transferee Company. The Transferee Company will file the relevant intimations to the statutory authorities concerned who shall take the same on record and endorse the name of the Transferee Company for the Transferor Company.

8.3 It is clarified that the services of all transferred staff, workmen and employees of the Transferor Company, to the Transferee Company will be treated as having been continuous for the purpose of the aforesaid employee benefits and / or liabilities. For the purpose of payment of any retrenchment compensation, gratuity and / or other terminal benefits, and / or any other liability pertaining to staff, workmen and employees, the past services of such staff, workmen and employees with the Transferor Company shall also be taken into account by the Transferee Company, who shall pay the same if and when payable.

8.4 Upon approval of this Scheme by the Tribunal, the directors of the Transferor Company shall not automatically be entitled to any directorship in the Transferee Company by virtue of the provisions of this Scheme.

9. DISSOLUTION WITHOUT WINDING UP

Upon approval of this Scheme by the Tribunal, the Transferor Company (viz. CCL Beverages Private Limited shall be dissolved without winding up and without any further act or deed on the part of the Transferor Company pursuant to the provisions of Section 232 of the 2013 Act.

10. VALIDITY OF EXISTING RESOLUTIONS

Upon approval of this Scheme by the Tribunal, the resolutions of the Transferor Company as are considered necessary by the Board of Directors of the Transferee Company which are validly subsisting be considered as resolutions of the Transferee Company. If any such resolutions have any monetary limits approved under the provisions of the 2013 Act or of any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of Directors of the Transferee Company, shall be added to the limits, if any, under the like resolutions passed by the Transferee Company.

11. CONSIDERATION

The entire issued, subscribed and paid-up share capital of the Transferor Company is held (beneficially owned) by the Transferee Company. Upon approval of this Scheme by the Tribunal, no shares of the Transferee Company shall be issued or allotted in lieu of its holding in the Transferor Company, and the Paid up share capital of the Transferor Company shall stand cancelled and extinguished. The investments in the shares of the Transferor Company, appearing in the books of account of Transferee Company shall without any further act or deed, stand cancelled.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

12. SUB DIVISION OF FACE VALUE OF EQUITY SHARES OF THE TRANSFEROR COMPANY AND CONSOLIDATION OF AUTHORIZED CAPITAL OF THE TRANSFEROR COMPANY WITH THE AUTHORISED CAPITAL OF THE TRANSFEREE COMPANY

12.1 As an integral part of the Scheme, the face value of 1 (One) equity share of Transferor Company amounting to Rs.10/- (Rupees Ten only) shall be sub-divided into face value of Rs.2/- (Rupee Two only) comprising 5 (Five) equity shares of Transferor Company, accordingly the authorised share capital of the Transferor Company shall be restructured and restated as follows:

"The authorised share capital of the Transferor Company is Rs.10,00,000/- (Rupees Ten Lakh only) divided into 5,00,000 (Five Lakh) equity shares of Rs.2/- (Rupee Two only) each".

12.2 The members of the Transferor Company, on approval of the Scheme, shall be deemed to have given their approval u/s 61 of the 2013 Act and all other applicable provisions of the said act for sub-division of the face value of equity shares and for the amendment to the Authorized Capital of the Company and no separate resolutions will be required to be passed for sub-division of the face value of equity shares of the Company and for the amendment to the Authorized Capital of the Company under section 61 of the 2013 Act and no separate notice will be required to be given to the Registrar of Companies, for intimation of sub-division under section 64 of the 2013 Act.

12.3 As an integral part of the Scheme and upon its sanction, and after the sub-division of the face value of the equity shares of the Transferor Company, the Authorized Share Capital of the Transferee Company shall automatically stand increased by merging the Authorized Share Capital of Transferor Company with Transferee Company after filing necessary e-form INC 28 with the ROC / MCA without any further act or deed on the part of the Transferee Company. However, the fee paid by the Transferor Company on its Authorised Capital prior to its amalgamation with the transferee company shall be set off against the fees payable by the transferee company on its Authorised Capital enhanced by the amalgamation as provided under Section 233(11) of the Companies Act, 2013.

12.4 The Memorandum and Articles of association of the Transferee Company (relating to authorized share capital) 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 purpose of effecting this amendment, and no further resolution(s) under Section 13, 14, 61, 64 or any other applicable provisions of the 2013 Act would be required to be separately passed, as the case may be and for this purpose the stamp duty and fees paid on the authorized capital of the Transferor Company shall be utilised and applied to the increased authorized share capital of the Transferee Company. Pursuant to the approval of this Scheme by the Tribunal and consequent upon the amalgamation of the Transferor Company with the Transferee Company, the authorized share capital of the Transferee Company will be Rs.30,10,00,000/- (Rupees Thirty Crore and Ten Lakh only) divided into 15,05,00,000 (Fifteen Crore and Five Lakh) equity shares of Rs.2/- (Rupees Two only) each.

12.5 It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be given their consent / approval also to the alteration of the Memorandum and Article of Association of the Transferee Company as may be required under the Act and Clause V of the Memorandum of Association of the Transferee Company shall stand substituted by virtue of the Scheme to be read as follows:

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

Memorandum of Association:

V. The Authorized Share Capital of the Company is Rs.30,10,00,000/- (Rupees Thirty Crore and Ten Lakh only) divided into 15,05,00,000 (Fifteen Crore and Five Lakh) equity shares of Rs.2/- (Rupees Two only) each.

13. **ACCOUNTING**

Accounting of amalgamation in the books of Transferee Company:

13.1 Upon approval of this Scheme by the Tribunal, with effect from the Appointed Date, since the transaction involves entities which are ultimately controlled by the same parties before and after the transaction, for the purpose of accounting and dealing with the value of assets and liabilities of the Transferor Company, the Transferee Company shall account for the amalgamation in accordance with 'Pooling of Interest Method' laid down in Appendix C 'Business Combinations of entities under common control' of Ind AS - 103 'Business Combinations' notified under the provisions of the 2013 Act, read along with relevant rules framed thereunder and other applicable accounting standards.

13.2 The Transferee Company shall record the assets, liabilities and reserves relating to the Transferor Company vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Company on the close of business hours on 31st day of March, 2020.

13.3 The identity of the reserves of the Transferor Company, if any, shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form and manner in which they appeared in the financial statements of the Transferor Company.

13.4 The investment made in the Share Capital of the Transferor Company held by the Transferee Company shall stand cancelled. The difference, if any, arising between the investments directly held by the Transferee Company and assets, liabilities and reserves of the Transferor Company shall be accounted based on the accounting principles prescribed under Ind AS - 103, i.e. shall be transferred to the Capital Reserve.

13.5 The amount of any inter-company balance/ amounts between the Transferor Company and Transferee Company, appearing in the books of account of the Transferee Company, shall stand cancelled. In case of any differences in the accounting policies between the Transferee Company and the Transferor Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position on the basis of consistent accounting policies.

PART III

GENERAL TERMS AND CONDITIONS

14. **CONSEQUENTIAL MATTERS RELATING TO TAX AND COMPLIANCE WITH LAW**

14.1 This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, including section 2(1B), Section 47 and other relevant sections of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments as may become necessary shall vest with the Board of Directors of the Transferor Company and the Transferee Company, which power shall be exercised reasonably in the best interest of the company concerned.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

14.2 Upon approval of this Scheme by the Tribunal, all taxes / cess / duties payable by or on behalf of the Transferor Company up to the Appointed Date and onwards including all or any refunds and claims, including refunds or claims pending with the revenue authorities for all purposes, be treated as the tax / cess / duty, liabilities or refunds and claims of the Transferee Company.

14.3 It is clarified that the entire taxes, including but not limited to prepaid taxes being tax deducted at source (TDS)/advance tax, MAT credits including the unutilized MAT credit upto the Appointed Date (1st April, 2020), if any, and also self-assessment taxes, if any, paid by the Transferor Company under the Income Tax Act, 1961 or any other statute in respect of income of the Transferee Company assessable for the period commencing on Appointed date (1st April, 2020), shall be deemed to be the taxes paid by the Transferee Company and credit for such taxes shall be allowed to the Transferee Company notwithstanding that certificates or challans or orders for such taxes are in the name of the Transferor Company and not in the name of the Transferee Company.

14.4 Upon approval of this Scheme by the Tribunal, the Transferee Company is expressly permitted to revise its income-tax returns, excise & CENVAT returns, service tax returns, other tax returns including GST and to restore as input credit of service tax/GST including IGST input tax credit, CGST input tax credit and SGST input tax credit for the registrations of the Transferor Company, in all the states adjusted earlier or claim refunds / credits.

14.5 The Transferee Company is also expressly permitted to claim refunds, credits, restoration of input CENVAT credit, GST including IGST input tax credit, CGST input tax credit and SGST input tax credit for the registrations of the Transferor Company, in all the states and tax deduction in respect of nullifying of any transaction between or amongst the Transferor Company and Transferee Company as the case may be.

14.6 In accordance with the CENVAT Credit Rules framed under Central Excise Act, 1944, as are prevalent on the Date of approval of this Scheme by the Tribunal, the unutilised credits relating to excise duties paid on inputs / capital goods / input services lying in the accounts of the undertaking of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilised credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilised credits against the excise duty / service tax payable by it.

14.7 Upon approval of this Scheme by the Tribunal, the Transferee Company is expressly permitted to revise its financial statements to give effect to the amalgamation of the Transferor Company pursuant to the provisions of the Scheme.

15. SCHEME CONDITIONAL ON APPROVAL / SANCTIONS

15.1 The Scheme is conditional upon and subject to:

(a) Approval by requisite majority of the members and creditors of Transferor Company and Transferee Company as may be directed by the NCLT either by way of convening a meeting or by way of a dispensation on production of consent affidavits or no-objection certificates;

(b) Approval of the scheme by relevant regulatory authorities;

(c) Sanction of the Scheme by the NCLT;

(d) Certified copies of the orders of the NCLT, sanctioning the Scheme being filed with the Registrar of Companies.

15.2 In the event of this Scheme failing to take effect finally, this Scheme shall become null and void and in that case no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the parties or their shareholders or creditors or employees or any other person.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

15.3 If any part of this Scheme is invalid, ruled illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the parties 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 any party, in which case the Board of Directors of the companies involved in the Scheme 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.

16. APPLICATION TO THE NCLT

16.1 The Transferor Company and the Transferee Company shall, with all reasonable dispatch, make and file applications/petitions jointly to the NCLT, under Sections 230 to 232 of the 2013 Act and other applicable provisions of the 2013 Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the classes of their respective members and / or creditors and for sanctioning this Scheme, with such modifications as may be approved by the NCLT.

16.1 Upon this Scheme being approved by the requisite majority of the respective members and creditors of the Transferor Company and the Transferee Company, (as may be directed by the NCLT in the manner specified under clause 16.1) the said Companies shall, with all reasonable dispatch, apply to the NCLT, for sanction of this Scheme under Sections 230 to 232 of the 2013 Act and other applicable provisions of the 2013 Act, and for such other order or orders, as the said NCLT may deem fit for carrying this Scheme into effect.

16.2 Upon approval of this Scheme by the Tribunal, the shareholders of the Transferor Company and the Transferee Company shall be deemed to have also accorded their approval under all relevant provisions of the 2013 Act for giving effect to the provisions contained in this Scheme.

17. COMPLIANCE WITH SEBI REGULATIONS:

17.1 Since the present Scheme solely provides for amalgamation of the wholly owned subsidiary with its parent company, no formal approval, is required from the Stock Exchanges or Securities and Exchange Board of India ('SEBI') for the Scheme, in terms of provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2017, and SEBI Circular No. CFD/DIL3/CIR/2017/21, dated 10th March, 2017, and Circular No. CFD/DIL3/CIR/2018/2, dated January 03, 2018, and other applicable provisions, if any.

17.2 In terms of the SEBI Regulations, the present Scheme of Amalgamation is only required to be filed with BSE and NSE (the Stock Exchanges where the Transferee Company is listed) for the purpose of disclosure and dissemination on its website.

17.3 The Transferee Company will comply with the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, SEBI Regulations, SEBI Circulars and other applicable provisions, if any, in connection with the Scheme and other connected matters.

18. MODIFICATIONS / AMENDMENTS TO THE SCHEME

18.1 The Transferor Company and Transferee Company represented by their respective Board of Directors, may make and / or consent to any modifications / amendments to the Scheme or to any conditions or limitations that the NCLT or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors).

18.2 The Transferor Company either individually or together, and the Transferee Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the NCLT or any other authority or any bank or financial institution is unacceptable to them or otherwise if so mutually agreed.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

18.3 The Transferor Company and Transferee Company by their respective Board of Directors shall be authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or order of any other authority or otherwise however arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith.

19. EFFECT OF NON-RECEIPT OF APPROVALS/ SANCTIONS

In the event of any of the said sanctions/approvals not being obtained and / or the Scheme not being sanctioned by the NCLT, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

20. COST, CHARGES, AND EXPENSES

All costs, charges, fees, taxes including duties (including the stamp duty and/or transfer charges, if any, applicable in relation to this Scheme), levied and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the terms and conditions of this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company. The Transferee Company shall be eligible for deduction of expenditure incurred as per section 35DD of the Income-tax Act, 1961.

B. Mohan Krishna

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

CCL PRODUCTS INDIA LIMITED HYDERABAD

SCHEDULE OF PROPERTY

Building admeasuring 18250 square meters situated at Survey nos. 269,271,272, Sullurpeta to B.N.Kandriga Road, Varadaiahpalem Mandal, Kuvvakolli Village, Chittoor, Andhra Pradesh, 517645

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AMARAVATHI BENCH AT HYDERABAD
C.P. (CAA) No.________/230/AMR/2021
CONNECTED WITH
C.A. (CAA) NO.1/230/AMR/2021
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
CCL BEVERAGES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND
CCL PRODUCTS (INDIA) LIMITED
(TRANSFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL BEVERAGES PRIVATE LIMITED
....Petitioner /Transferor Company

CCL PRODUCTS (INDIA) LIMITED
.... Petitioner / Transferee Company

INDEX

Sl. No.	Particulars	Annexure No.	Page No.
VOLUME - V			
(1)	A copy of the Chairperson's report dated 16.04.2021, on the result of voting by the Equity Shareholders of the Transferee Company, as submitted to this Hon'ble Tribunal by the Chairperson on 16th April, 2021, through e filing No. 2812129000082021	14	747-796
(2)	A copy of the Chairperson's report dated 16.04.2021, on the result of voting by the Trade / Sundry Creditors of the Transferee Company, as submitted to this Hon'ble Tribunal by the Chairperson on 16st April, 2021, through e filing No. 2812129000082021	15	797-832

Y. Suyodhan

Date: 21.04.2020
Place: Hyderabad

Counsel for the Petitioner Companies

You have uploaded below Document Successfully

Annexure - 14

IA Filing / Filing No : **2812129000082021**
Filing Date : **16-04-2021**

S. No.	Filing Number	Miscelleneous No	Party Name	File Name
1	2812129000082021	2812129000082021/2	CCL BEVERAGES PRIVATE LIMITED	Chairperson Report - Equity Shareholders.pdf
2	2812129000082021	2812129000082021/2	CCL BEVERAGES PRIVATE LIMITED	Chairperson Report - Trade-Sundry Creditors.pdf

Receipt Print

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL

AMARAVATI BENCH AT HYDERABAD

CA (CAA) NO.1/230/AMR/2021

IN THE MATTER OF COMPANIES ACT, 2013

IN THE MATTER OF SECTION 230 TO 232 OF THE COMPANIES ACT, 2013

AND

ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

BETWEEN

CCL BEVERAGES PRIVATE LIMITED

(TRANSFEROR COMPANY)

AND

CCL PRODUCTS (INDIA) LIMITED

(TRANSFEREE COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL PRODUCTS (INDIA) LIMITED

.....APPLICANT/TRANSFEREE COMPANY

RUNNING INDEX

Date: 16.04.2021
Place: Hyderabad

P SANDHYA RANI
S.V.L.NO. 1/2007
H.NO. 8-3-677/1/2
YELLAREDDYGUDA
HYDERABAD - 500073
LICENSE NO. 16/2008

[749]

13817
144955
APR 16 2021
10:23
R 0000020 PB5932
INDIA
NON-JUDICIAL STAMP DUTY
TELANGANA

1

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
AMARAVATI BENCH AT HYDERABAD
C.A. (CAA) NO.1/230/AMR/2021
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
CCL BEVERAGES PRIVATE LIMITED
('TRANSFEROR COMPANY')
AND
CCL PRODUCTS (INDIA) LIMITED
('TRANSFEREE COMPANY')
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL PRODUCTS (INDIA) LIMITED, a Company incorporated under the provisions of Companies Act, 1956, bearing CIN: L15110AP1961PLC000874 and having its registered office situated at Duggirala, Guntur, AP 522330, India represented by its Company Secretary, SrideviDasari email: companysecretary@continental.coffee, Ph: 04023732455

....Applicant / Transferee Company

AFFIDAVIT - REPORT BY CHAIRPERSON FOR EQUITY SHAREHOLDERS

I, J. Basava Raju, S/o Late Shri J. V. Subba Raju aged about 54 years, Advocate, appointed as Chairperson by the Hon'ble National Company Law Tribunal, Amaravati Bench at Hyderabad, by an order dated 26th February 2021, to convene a meeting of the Equity Shareholders of CCL PRODUCTS (INDIA) LIMITED (hereinafter referred to as the Applicant Company) on Saturday, the 10th day of April, 2021, at 11:00 A.M. (IST) through video conferencing ("VC") / other audio visual means ("OAVM")and as such I am well acquainted with the facts of the case and state as below :

1. That as per the order of the Hon'ble Tribunal dated 26th day of February, 2021, the notices with regard to the meeting of the Equity Shareholders of the Applicant Company were sent to 36,530 (Thirty Six Thousand Five Hundred and Thirty) Equity Shareholders through email through M/s Venture Capital and Corporate Investments Private Limited and to 2,460 (Two Thousand Four Hundred and Sixty) Equity Shareholders through DTDC Courier on 08.03.2021 ,whose names are recorded in the Register of Members / in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (Saturday, 3rd day of April, 2021).

NOTARY
S. BHASKAR
Punjagutta
Hyd-82. Telangana
Regd. No: 7265
GOVT. OF INDIA

2. That as per the order of the Hon'ble Tribunal dated 26th day of February, 2021, a paper advertisement with regard to the date and time of the meeting of the Equity Shareholders of the Applicant Company was carried out in accordance with Rule 7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in the Financial Express, Hyderabad District edition and in Andhra Prabha, Hyderabad District Edition both having circulation in the state of Telangana and Andhra Pradesh on 09.03.2021.

3. It is submitted that as per the direction of the Hon'ble Tribunal the meeting was conducted through Video Conference. In the said meeting 133 Equity Shareholders voted on the resolution by way of remote e-voting as well as e-voting at the Meeting. Out of the said 133 Equity Shareholders, 103 Equity Shareholders voted through remote e-voting and 30 Equity Shareholders voted at the Meeting through e-voting. Further, 40 Equity Shareholders attended and participated in the Meeting through Video Conference / Other audio visual means and hence the quorum prescribed under Section 103 of the Companies, Act 2013, i.e., 30 (Thirty) Equity Shareholders, either in person or through proxy, by this Hon'ble Tribunal for the purpose of proper constitution of the meeting of the Equity Shareholders of the Applicant Company was present. The said 133 Equity Shareholders held a total of 9,13,49,474 equity shares of Rs.2/- each as on 03rd April, 2021, being the Cut Off Date. For the purpose of the meeting, Central Depository Services (India) Limited ("CDSL") provided the necessary facility for attending the meeting through Video Conference and voting through electronic means.

4. The Scheme of Amalgamation between CCL Beverages Private Limited ('the Transferor Company') and CCL Products (India) Limited('the Transferee Company') and their respective shareholders & Creditors was taken as read with the permission of Equity Shareholders present at the meeting and explained briefly by Ms. Sridevi, Company Secretary of the Company at the meeting and the question submitted to the said meeting was whether the Equity Shareholders of the Applicant Company approve the Scheme of Amalgamation as submitted to the meeting and agree thereto.

5. The Equity Shareholders of the Applicant Company were of the opinion that the Scheme of Amalgamation between CCL Beverages Private Limited ('the Transferor Company') and CCL Products (India) Limited('the Transferee Company') and their respective shareholders& Creditors should be approved as submitted to the meeting without any modifications and have agreed to and passed the following resolution with requisite majority:-

NOTARY GOVT. OF INDIA Regd. No. 7265

3

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of the Companies(Compromises, Arrangements and Amalgamation) Rules, 2016 and the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Hon'ble National Company law Tribunal, Amaravati Bench, (NCLT) or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft "Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors" ("Scheme"), providing for amalgamation of CCL Beverages Private Limited (Transferor Company) with the Company on a going concern basis with effect from 01.04.2020 (First Day of April, Two Thousand and Twenty) being the Appointed Date, as placed before the meeting and initialed by the chairman for the purpose of identification, be and is hereby approved."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Amaravati Bench, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper".

6. A combined total of 133 Equity Shareholders voted on the resolution by way of remote e voting as well as e voting at the Meeting. Out of the said,30 Equity Shareholders, attended and participated in the Meeting through Video Conference / Other audio visual means and voted thereat and 103 Equity Shareholders cast their vote through remote e -voting. The said 133 Equity Shareholders held a total of 9,13,49,474 equity shares of Rs.2 /-each as on 03rd April, 2021, being the Cut Off Date.

NOTARY
S. BHASKAR
Punjagutta,
Hyd-82. Telangana
Regd. No: 7265
GOVT. OF INDIA

(4)

- The Company provided remote e-voting facility to its Equity Shareholders to vote on the Resolution, which commenced at 9.00 A.M. on Wednesday, 7th April, 2021 and closed at 5.00 P.M. on Friday, 9th April, 2021. Further the e-voting facility was also made available to the Equity Shareholders who did not cast their vote through remote e-voting.

- Equity Shareholders, who were present in the Meeting through VC/OAVM facility and did not cast their vote on the resolution through remote e-Voting and otherwise not barred from doing so, voted through e-voting system available during the Meeting.

7. (A) It is submitted that the Hon'ble Tribunal appointed Smt. N. Vara Lakshmi, PCS as scrutinizer of the said meeting. Based on the report given by the Scrutinizer the detailed result of the voting of the Equity Shareholders who attended the meeting and also those who participated through remote e-voting for consideration of the proposed Scheme of Amalgamation is as follows:-

SL. No.	NAME OF THE EQUITY SHAREHOLDERS	ADDRESS OF THE EQUITY SHAREHOLDER'S	NO. OF SHARES/VOTES
(1)	VENKATAPAIAH POSANI .	3-135,RAVIPADU,GUNTUR ANDHRA PRADESH – 522015	5000
(2)	MARNENI RAGHU VEER RAO	H NO. 1-9-1088/69-71 FLAT NO.203, YASHASREE APTS VIDYANAGAR HYDERABAD 500044	1
(3)	RAMANA RAO TUMULURI	5-9-297/23 LIC STAFF QTRS 256 GUNFOUNDARY NAMPALLY HYDERABAD 500001	10
(4)	JAYA BHARATHI TUMULURI	5-9-297/23, LIC QTRS. GUNFOUNDARY HYDERABAD 500001	10
(5)	TARA DEVI JHAWAR	21-3-511/4 CHELAPURA HYDERABAD 500002	10
(6)	SONU JHAWAR	21-3-511/4 MOOSA BAWALI HYDERABAD 500002	1
(7)	SRIKANTH JHAWAR	HNO:21-3-511/4 MOOSA BAWALI HYDERABAD 500002	105
(8)	KAMAL KISHORE JHAWAR	NO 21-3-511/4 MOOSA BOWLI CHARMINAR HYDERABAD 500002	10
(9)	RAMESH SHANKER GOLLA	26-122/49/1 , PLOT NO. 12 SHARADA NAGAR SAFILGUDA HYDERABAD 500047	50
(10)	KAMAL KISHORE JHAWAR	D NO 21-3-511/4 MOOSA BOWLI CHARMINAR HYDERABAD 500002	10
(11)	SRISHANT CHALLA	H NO 8-2-269/4A ROAD NO 2 BANJARA HILLS HYDERABAD 500034	14088388
(12)	PRAMOD KUMAR SINGH	PMC 0024 NOCL REFINERY PROJECT SITE KAYALPATTU POOCHIMEDU CUDDALORE 608801	15
(13)	SABARI MUTHUMATHI G	A 9 GAMATHIAGAM FIRST STREET MUNICIPAL COLONY OPP TO SARAVANA STORE MAHARAJNAGAR TIRUNELVELI 627011	50

NOTARY S. BHASKAR Punjagutta, Hyd-82, Telangana Regd. No: 7265 GOVT. OF INDIA

5

(14)	M BHASKAR REDDY	28 5 3 14TH ROAD SANTHI NAGAR ELURU WEST GODAVARI 534007	100
(15)	SURESH CHAND JAIN	4-7-1072/2, ESAMIYA BAZAR, . HYDERABAD 500027	99
(16)	PRAFUL CHAVDA	STREET NO.15, H.NO.3-7-42 AG COLONY, NALANDA NAGAR ATTAPUR HYDERABAD 500048	895
(17)	KAMAL KISHORE JHAWAR	21-3-511/4 MOOSA BOWLI CHARMINAR HYDERABAD 500002	10
(18)	LAXMI NIVAS JAJU	20-2-12 OLD KABUTARKHANA HYDERABAD 500064	15700
(19)	SANTOSH KUMAR SARAF HUF	B 13/302 AIRPORT ENCLAVE CO OPERATIVE HOUSING SOCIETY L TD, JESSORE RD, BIRATI,BANKRA KOLKATA 700051	10
(20)	BHARATI SARAF	B 13/302, AIRPORT ENCLAVE CO-OPERATIVE SOCIETY JESSORE ROA, BANKRA KOLKATA 700051	8
(21)	SANTOSH KUMAR SARAF	C/O, B-13/302, AIRPORT ENCLAVE CORP HSG SOCIETY LTD,BIRATI JESSORE ROAD KOLKATA 700051	8
(22)	BABU RAYAVARAPU NARESH	H NO 610 NARAYANASWAMY CAMP SANAPURA HOSPET 583132	1
(23)	RAVNEET SINGH	House No. 737, Sector 33, Urba Near Police Colony LUDHIANA 141010	100
(24)	KAMAL KISHORE JHAWAR	21 3 511/4 MOOSABAWALI HYDERABAD 500002	40
(25)	LIC MF LARGE and MID CAP FUND	C/O STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25, MAHATMA GANDHI ROAD FOR MUMBAI 400001	270190
(26)	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	546154
(27)	UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	2288
(28)	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	12156
(29)	NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND-NON LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	2191
(30)	MONDRIAN EMERGING MARKETS SMALL CAP EQUITY FUND,L.P.	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	627987

NOTARY
S. BHASKAR
Punjagutta,
Hyd-82, Telangana
Regd. No: 7265
GOVT. OF INDIA

6

(31)	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE DIVIDEND YIELD FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	78532
(32)	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE SMALL CAP FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	1236055
(33)	GOVERNMENT PENSION FUND GLOBAL	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	2775080
(34)	DALTON INDIA (MASTER) FUND LP	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	218991
(35)	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	3414
(36)	NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	75794
(37)	TKP INVESTMENTS BV - AEGON CUSTODY B.V. RE MM EQUITY SMALL CAP FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	792131
(38)	ICICI PRUDENTIAL BHARAT CONSUMPTION FUND-SERIES 3	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	48437
(39)	ICICI PRUDENTIAL BHARAT CONSUMPTION FUND - SERIES 5	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	85767
(40)	WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	71401
(41)	WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	184720
(42)	ISHARES INDIA SC MAURITIUS COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	131492
(43)	ISHARES MSCI EM SMALL CAP UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	18459

NOTARY GOVT. OF INDIA S. BHASKAR Regd. No. 7265

7

(44)	ISHARES CORE MSCI EM IMI UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	64651
(45)	DSP VALUE FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	54533
(46)	ICICI PRUDENTIAL SMALLCAP FUND	HSBC SECURITIES SERVICES NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	976836
(47)	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	HSBC SECURITIES SERVICES NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	2011
(48)	FRANKLIN INDIA SMALLER COMPANIES FUND	HSBC SECURITIES SERVICES NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	5562185
(49)	ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	12875
(50)	SPDR S AND P EMERGING MARKETS SMALL CAP ETF	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	26732
(51)	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	16706
(52)	COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	46998
(53)	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	35749
(54)	UPS GROUP TRUST	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	25040
(55)	STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	59990
(56)	ONTARIO PENSION BOARD - MONDRIAN INVESTMENT PARTNERS LIMITED	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1187070
(57)	AXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS SMALL CAP FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	3860248

NOTARY
S. BHASKAR
Regd. No. 7265
GOVT. OF INDIA

8

(58)	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	11086
(59)	MERCER QIF FUND PLC- MERCER INVESTMENT FUND 1	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	11096
(60)	VIRGINIA RETIREMENT SYSTEM	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	8296
(61)	ICICI PRUDENTIAL DIVIDEND YIELD EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	173445
(62)	ICICI PRUDENTIAL FMCG FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	571081
(63)	KAPITALFORENINGEN INVESTIN PRO, DALTON AKTIER ASIEN EX JAPAN	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	966743
(64)	HDFC LIFE INSURANCE COMPANY LIMITED	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1016581
(65)	IA ALL CAP FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	45069
(66)	IA OPPORTUNITIES FUND - SERIES 1	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	9800
(67)	IA OPPORTUNITIES FUND - SERIES 4	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1982
(68)	IA OPPORTUNITIES FUND - SERIES 8	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1168
(69)	BOI AXA SMALL CAP FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	72820
(70)	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	7908
(71)	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1635
(72)	NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA NIFTY SMALL CAP 250 INDEX FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	19423
(73)	SIVASANKARAN K	KUTTIKATTIL HOUSE THRIKALATHOOR P O ERNAKULAM DIST KERALA 683557	50

NOTARY GOVT. OF INDIA

9

(74)	TARA DEVI	H.NO.23/3/511/4 CHELAPURA HYDERABAD . 500002	10
(75)	KAMAL KISHORE JHAWAR	21/3/511/4, MOOSA BAWALI, CHELAPURA HYDERABAD 500002	1
(76)	RADHIKA JHAWAR	HNO 21/3/511/4 MOOSABOWLI BAHADURPURA HYDERABAD 500002	2
(77)	PAINENI LAKSHMI	D NO 8-50 DUGGIRALA 522330	23736
(78)	ANNAM SRINIVASA MURTHY	FLAT 1401 SAI RAGHAVA TOWERS KUKATPALLY K V RANGAREDDY 500085	1000
(79)	NARINA SIREESHA	7/1/24/2/D GREENDALE AMEERPET HYDERABAD 500016	4000
(80)	KAMAL KISHORE JHAWAR	21 3 511/4 MOOSA BOWLI HYDERABAD ANDHRA PRADESH 500002	10
(81)	RAMESH SHANKER GOLLA	26-122/49/1 SHARADA NAGAR SAFILGUDA HYDERABAD 500047	20
(82)	B V NARENDRA PRASAD	PLOT NO 650 PRAGATI NAGAR OPP JNTU KUKATPALLY HYDERABAD AP 500072	3000
(83)	THAMMINENI SUDHAKAR NAIDU	D NO 5 28/1 NEAR JANDA CHETTU DUGGIRALA (POST) GUNTUR DIST AP 522330	50000
(84)	GARAKAPATI RANGANAYAKULU	C C L PRODUCTS(INDIA)LTD DUGGIRALA(POST VILLAGE) GUNTUR(D.T) AP 522330	61000
(85)	KAMBHAMPATI BALAJI	NEW NO 2 OLD NO 107C 29TH A CROSS JAYANAGAR 7TH BLOCK BANGALORE 560082	751249
(86)	HSBC SMALL CAP EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001	300000
(87)	VALUEQUEST INDIA MOAT FUND LIMITED	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001	1195247
(88)	TATA INDIA CONSUMER FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001	727500
(89)	BURGUNDY EMERGING MARKETS SMALL CAP FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 M.G. ROAD FORT, MUMBAI 400001	3538
(90)	RAMESH RAMCHAND SADANI	OPP DUKEJ SODA FACTORY, W T PATIL MARG, CHEMBUR MUMBAI 400071	500
(91)	SRINIVASA RAO PATURI	STUDIO SYCAMORE APT PLOT NO 8/2/465 FLAT NO 108 ROAD NO 4 BANJARA HILLS HYDERABAD 500034	39995
(92)	SUBRAMANYA RAVINDRA	71 18TH MAIN ROAD BANASHANKARI 1ST STAGE 2ND BLOCK BANGALORE 560050	5
(93)	RAMA RAO VADLAMUDI	10-2-9and249 FLAT NO 404A NASR APARTMENTS A C GUARDS HYDERABAD 500004	15987
(94)	SOMPALLI KOTESWARA RAO	FLAT NO 102 PLOT NO 554 SAI SADAN KPHB COLONY KUKATPALLY HYDERABAD 500072	10000

NOTARY
GOVT. OF INDIA

10

(95)	T VENKATA APPA RAO	3-57 KAPU GALLU KODADA NALGONDA ANDHRA PRADESH 508206	13950
(96)	SOMPALLI PUSHPAVATHI	102 SAI SADAN APARTMENTS 6 TH PHASE KPHB HYDERABAD 500072	10000
(97)	KANDAPPANTHODI KANAKA KUMAR	H NO 6-3-563/A/7/5 ERRAMANZIL COLONY HYDERABAD HYDERABAD 500082	12870
(98)	DAMODAR NAIDU PYALIPI	H NO 11-5-256 STREET NO 19 MOOSAPET HYDERABAD 500084	10000
(99)	VIKAS SIROHIYA	PLOT NO 17 FLAT NO G1 SKY ARCADE CHINNA THOKATTA NEAR GVR GARDENS MALANI COLONY NEW BOWENPALLY HYDERABAD 500009	500
(100)	VENKATA RAMA RAO RAAVI	A-BLOCK NASR APTS AC GUARDS KHAIRATABAD HYDERABAD 500004	4020
(101)	MOHAN KRISHNA B	H NO 8-2-293/82/A/1182 ROAD NO 45 JUBILEE HILLS HYDERABAD 500033	1000000
(102)	AJITHA CHALLA	H NO 8-2-269/4A ROAD NO 2 BANJARA HILLS HYDERABAD 500034	1009390
(103)	KANAKA VENKATA APPALARAJU DARLA	H NO 1-3-183/39/4 TALLABASTHI KAWADIGUDA HYDERABAD 500080	100000
(104)	RAVISHANKAR GOGINENI	H NO 9-54 11TH WARD LAKSHMIDEVIPALLI KOTHAGUDEM COLLS KHAMMAM 507101	10000
(105)	AVNEET SINGH KOHLI	H NO 1496 WARD NO 10 CHANDIGARH ROAD SECTOR 32A LUDHIANA NR GURUDWARA SAHIB LUDHIANA 141010	200
(106)	SOUMYA CHALLA	8-2-269/4A ROAD NO 2 NEAR R B S BANK BANJARA HILLS KHAIRATABAD HYDERABAD 500034	13447616
(107)	RAJENDRA PRASAD CHALLA	CONTINENTAL COFFEE LTD 7-1-24/2/D GREENDALE AMEERPET HYDERABAD 500016	13364249
(108)	CHALLA SHANTHA PRASAD	CCL PRODUCTS INDIA LIMITED 7-1-24/2/D GRENDALE AMEERPET HYDERABAD 500016	18539699
(109)	SOUJANYA KONDAMUDI	H NO 3-6-494/201 HIMAYATNAGAR GM RD HYDERABAD 500029	10000
(110)	PADMA PAINENI	H NO 5-28/2 DUGGIRALA GUNTUR GUNTUR 522330	141500
(111)	RANGAPPA P C	H NO 5-28/2 DUGGIRALA GUNTUR GUNTUR 522330	5270
(112)	RAVI SAI TEJA VADLAMUDI	10-2-9 AND 249/404A NEAR SBI A C GUARDS HYDERABAD 500004	5860
(113)	CHALLA NARAYANA SWAMY	S O CHALLA ASITHU ,FLAT NO 306, ,8 3 168,HYDERABAD TELANGANA,INDIA 500045	30500
(114)	SANTOSH KUMAR SARAF	B-13/302 AIRPORT ENCLAVE CO-OPERATIVE HOUSING SOCIETY LTD JESSORE ROAD, BIRATI, BANKARA KOLKATA 700051	2
(115)	ASHMORE INDIA OPPORTUNITIES FUND	KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR 400097	318000

NOTARY
S. BHASKAR
Punjagutta,
Hyd-82. Telangana
Regd. No: 7265
GOVT. OF INDIA

11

(116)	FIDELITY INVESTMENT TRUST - FIDELITY PACIFIC BASIN FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B 400064	1250367
(117)	SCHRODER INTERNATIONAL SELECTION FUND ASIAN SMALLER COMPANIES	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B 400064	1094114
(118)	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B 400064	21044
(119)	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B 400064	20752
(120)	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B 400064	223854
(121)	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B 400064	149982
(122)	ICICI PRUDENTIAL LARGE and MID CAP FUND	JEEVAN SEVA ANNEXE BUILDING, A WING GR FLOOR, S V ROAD SANTACRUZ WEST, MUMBAI 400054	349787
(123)	ICICI PRUDENTIAL MIDCAP FUND	JEEVAN SEVA ANNEXE BUILDING, A WING GR FLOOR, S V ROAD SANTACRUZ WEST, MUMBAI 400054	184445
(124)	ICICI PRUDENTIAL BHARAT CONSUMPTION FUND - SERIES 1	JEEVAN SEVA ANNEXE BUILDING, A WING GR FLOOR, S V ROAD SANTACRUZ WEST, MUMBAI 400054	2206
(125)	ICICI PRUDENTIAL BHARAT CONSUMPTION FUND - SERIES 2	JEEVAN SEVA ANNEXE BUILDING, A WING GR FLOOR, S V ROAD SANTACRUZ WEST, MUMBAI 400054	689219
(126)	ICICI PRUDENTIAL Sand PBSE 500 ETF	JEEVAN SEVA ANNEXE BUILDING, A WING GR FLOOR, S V ROAD SANTACRUZ WEST, MUMBAI 400054	414
(127)	PRADIP KUMAR CHATTOPADHYA	Q 1 24 DLF CITY II GURGAON 122001	220
		TOTAL	**9,13,48,507**

(B) E- Voting Result:

Total number of Equity Shareholders who voted either by way of remote e voting or e voting during the Meeting	**133**
Total number of shares held by the Equity Shareholders who voted either by way of remote e voting or e voting during the Meeting	**9,13,49,474**
Total number of Equity Shareholders present in person or by way of proxy who cast their vote at the meeting through E-Voting	**30**
Total number of votes cast by them through E- Voting at the Meeting	**1,64,22,396**

NOTARY
S. BHASKAR
Panjagutta,
Hyd-82, Telangana
Regd. No: 7265
GOVT. OF INDIA

12

(C) Voted in favour of the Resolution:

Remote e -voting

Number of Equity Shareholders voted	Percentage of Total Number of Equity Shareholders voted	Number of votes cast	Percentage of Total Number of votes cast
97	72.93	7,49,26,111	82.02

E-voting at the Meeting

Number of Equity Shareholders present and voting (in person or by way of proxy)	Percentage of total Number of Equity Shareholders voted	Number of votes cast	Percentage of Number of votes cast
30	22.56	1,64,22,396	17.98%

Total Votes in favour : 9,13,48,507 (100% approx)

(D) Voted against the Resolution :

SL. NO.	NAME OF THE EQUITY SHAREHOLDERS	ADDRESS OF THE EQUITY SHAREHOLDER'S	NO. OF SHARES/VOTES
(1)	Ajay Gupta	H. No. 1-9-1088/69-71, Flat No. 203, Yashasree Apts, Vidyanagar, Hyderabad – 500 044.	950
(2)	Sanjog Saraf	B13/302, Airport Enclave Corp HSG Society Ltd., Birati Jessore Road, Kolkata – 700 051.	7
(3)	Bharati Saraf	B13/302,Airport Enclave Corp HSG Society Ltd., Birati Jessore Road, Kolkata – 700 051.	5
(4)	Sanjog Saraf	B13/302,Airport Enclave Corp HSG Society Ltd., Birati Jessore Road, Kolkata – 700 051.	2
(5)	Rajendra Kumar Bhowmick	C/o. S K Saraf, 5th Floor, Room No. 507, 58D, Nethaji Subhas Road, Kolkata – 700001	1
(6)	Bharati Saraf	B13/302,Airport Enclave Corp HSG Society Ltd., Birati Jessore Road, Kolkata – 700 051.	2
		Total	967

Number of Equity Shareholders against the resolution	Percentage of the Equity Shareholders against the resolution	Number of votes cast	Percentage of Number of votes cast against the Resolution
6	4.51%	967	Negligible

(E) Invalid / Abstain Votes :

Total number of Trade/ Sundry Creditors (in person or by authorised representative) whose votes were declared invalid	Total Amount due to Trade/ Sundry Creditors
0	0

NOTARY GOVT. OF INDIA S. BHASKAR Regd. No. 7215

8. Hence from the above result of the Hon'ble Tribunal convened meeting of the Equity Shareholders of the Applicant Company, I report to this Hon'ble Tribunal that the resolution proposed for approval of the Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors was approved with requisite majority by the Equity Shareholders of the Applicant Company without any modifications.

9. I am enclosing herewith the Scrutinizer's Report and a copy of the Scheme of Amalgamation betweenCCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors as approved by the Equity Shareholders.

Sworn and signed before me
on 16th day of April, 2021,
at Hyderabad

J. BASAVA RAJU
CHAIR PERSON APPOINTED
FOR THE MEETING

NOTARY GOVT. OF INDIA
S. BHASKAR
NOTARIAL

ATTESTED
S. BHASKAR B.A., LL.B
ADVOCATE & NOTARY
H. No: 6-3-392, Punjagutta,
Behind Police Station
Hyderabad - 82, Telangana, India
Phone : 9392535629

16 APR 2021

[762] "Annexure-1" (14)

Varalakshmi Narala
Practicing Company Secretary,
Insolvency Professional & Registered Valuer

vara10acs@gmail.com
+91 9000987444

SCRUTINIZER'S REPORT

To
Mr. J. Basavaraju,
The Chairperson Appointed by the Hon'ble National Company Law Tribunal,
Amaravati Bench at Hyderabad, for the meeting of the Equity Shareholders of
CCL PRODUCTS (INDIA) LIMITED

Dear Sir,

Sub: Report on E- Voting conducted for the Tribunal Convened Meeting of Equity Shareholders of CCL Products (India) Limited on 10th day of April, 2021 held through Video Conferencing / Other Audio Visual means.

I, Narala Varalakshmi, Practicing Company Secretary, appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Amaravati Bench at Hyderabad vide its order dated 26th Day of February, 2021, in C.A. (CAA) NO.1/230/AMR/2021 for the purpose of scrutinizing e-voting of the Meeting of the Equity Shareholders of **CCL Products (India) Limited** on 10th day of April, 2021 at 11:00 A.M. through Video Conferencing/ Other Audio Visual means, on the resolution seeking approval of Equity Shareholders of the Company for the proposed Scheme of Amalgamation between CCL Beverages Private Limited ('the Transferor Company') and CCL Products (India) Limited ('the Transferee Company') and their respective shareholders and Creditors in terms of the notice dated 06th day of March, 2021 convening the meeting (the "Resolution").

I hereby submit my report as under:

1) ***CUT-OFF DATE***

Notices were issued to Equity Shareholders whose names appeared in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on 05th March, 2021 and voting rights were reckoned as on **Saturday, 3rd April, 2021,** being the cut-off date for the purpose of deciding the entitlements of Equity Shareholders to cast their vote through e-voting.

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

H.No. 1-8-588/29/A, Acchai Nagar
Adj to RTC Kalyanamandapam, Baglingampally, Hyderabad - 500 044

15

Varalakshmi Narala
Practicing Company Secretary,
Insolvency Professional & Registered Valuer

vara10acs@gmail.com
+91 9000987444

2) *E-VOTING*:

2.1 Agency:

The Company appointed Central Depository Services (India) Limited ("CDSL") as the authorized e-Voting agency for providing the e-voting platform, i.e, remote e –voting as well as e - voting at the Meeting.

2.2 Attendance & Voting

A combined total of 133 Equity Shareholders voted on the resolution by way of remote e voting as well as e voting at the Meeting. Out of the said 133 Equity Shareholders, 103 Equity Shareholders voted through remote e voting and 30 Equity Shareholders voted at the Meeting through e voting. Further, 40 Equity Shareholders attended and participated in the Meeting through Video Conference / Other audio visual means. The said 133 Equity Shareholders held a total of 9,13,49,474 equity shares of Rs.2 /-each as on 03rd April, 2021, being the Cut Off Date.

2.3 Remote E-voting and E-voting at the Meeting:

- The Company provided **remote e-voting facility** to its Equity Shareholders to vote on the Resolution, which commenced at 9.00 A.M. on Wednesday, 7th April, 2021 and closed at 5.00 P.M. on Friday, 9th April, 2021. Further the e-voting facility was also made available to the Equity Shareholders who did not cast their vote through remote e-voting.
- Equity Shareholders, who were present in the Meeting through VC/OAVM facility and did not cast their vote on the Resolution through remote e-Voting and otherwise not barred from doing so, voted through e-voting system available during the Meeting

2.4 Counting Process:

- On completion of voting at the meeting, CDSL provided us the i) list containing particulars of Equity Shareholders who voted through remote e -voting and ii) list containing particulars of Equity Shareholders present in the Meeting and voted thereat through e -voting. The said data was downloaded by me in the presence of two witness, Mr.Vikas Sirohiya, a PCS and Mr. K. Bharath Kumar, both residents of Hyderabad.

1. Vikas Sirohiya 2. K. Bharath Kumar

H.No. 1-8-588/29/A, Acchai Nagar
Adj to RTC Kalyanamandapam, Baglingampally, Hyderabad - 500 044

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

(16)

Varalakshmi Narala
Practicing Company Secretary,
Insolvency Professional & Registered Valuer

vara10acs@gmail.com
+91 9000987444

- Votes were reconciled by me with the records maintained by the Company.

2.5 E – Voting Result:

Total number of Equity Shareholders who voted either by way of remote e voting or e voting during the Meeting	133
Total number of shares held by the Equity Shareholders who voted either by way of remote e voting or e voting during the Meeting	9,13,49,474
Total number of Equity Shareholders present in person or by way of proxy who cast their vote at the meeting through E-Voting	30
Total number of votes cast by them through E- Voting at the Meeting	1,64,22,396

a) Voted in favour of the Resolution:

Remote e -voting

Number of Equity Shareholders voted	Percentage of Total Number of Equity Shareholders voted	Number of votes cast	Percentage of Total Number of votes cast
97	72.93	7,49,26,111	82.02

E-voting at the Meeting

Number of Equity Shareholders present and voting (in person or by way of proxy)	Percentage of total Number of Equity Shareholders voted	Number of votes cast	Percentage of Number of votes cast
30	22.56	1,64,22,396	17.98%

Total Votes in favour : 9,13,48,507 (100% approx)

H.No. 1-8-588/29/A, Acchai Nagar
Adj to RTC Kalyanamandapam, Baglingampally, Hyderabad - 500 044

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

Varalakshmi Narala
Practicing Company Secretary,
Insolvency Professional & Registered Valuer

vara10acs@gmail.com
+91 9000987444

b) **Voted against the Resolution**

Number of Equity Shareholders	Percentage of total Number of Equity Shareholders voted	Number of votes cast	Percentage of Number of votes cast
6	4.51	967	Negligible

c) **Invalid / Abstain Votes :**

Total number of Equity Shareholders whose votes were declared invalid	Total Number of votes held
0	0

2.6 Based on the foregoing, the Resolution as proposed in the Notice of the Tribunal Convened Meeting stands duly approved with requisite majority on the date of the Meeting of Equity Shareholders of the Company i.e., 10th day of April, 2021, thus satisfying the requirement of majority of Equity **Shareholders** exercising voting rights representing three-fourths in value held by them and voted in favor through e-voting.

2.7 Lists of **Equity Shareholders** who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution are enclosed as **Annexure 1A and IB**.

2.8 The electronic data files pertaining to e-voting are being handed over to the Company for safekeeping.

Thanking You,
Yours faithfully

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

N. Varalakshmi
Practicing Company Secretary,
CP No: 20197; M No: F6999
Hon'ble NCLT appointed Scrutinizer for the Meeting of the meeting of the Equity Shareholders of
CCL PRODUCTS (INDIA) LIMITED
UDIN: F006999C000053342

Date: 11-04-2021
Place: Hyderabad

H.No. 1-8-588/29/A, Acchai Nagar
Adj to RTC Kalyanamandapam, Baglingampally, Hyderabad - 500 044

18

Annexure I A

LIST OF EQUITY SHAREHOLDERS WHO VOTED IN FAVOUR / AGAINST

1 LIST OF EQUITY SHAREHOLDERS WHO VOTED "FOR" (IN FAVOUR)

Sl. No.	Name of Equity Shareholder	Address	No. of Shares / Votes
1	VENKATAPAIAH POSANI	3-135,RAVIPADU,GUNTUR ANDHRA PRADESH - 522015	5000
2	MARNENI RAGHU VEER RAO	H NO. 1-9-1088/69-71 FLAT NO.203, YASHASREE APTS VIDYANAGAR HYDERABAD 500044	1
3	RAMANA RAO TUMULURI	5-9-297/23 LIC STAFF QTRS 256 GUNFOUNDARY NAMPALLY HYDERABAD 500001	10
4	JAYA BHARATHI TUMULURI	5-9-297/23, LIC QTRS. GUNFOUNDARY HYDERABAD 500001	10
5	TARA DEVI JHAWAR	21-3-511/4 CHELAPURA HYDERABAD 500002	10
6	SONU JHAWAR	21-3-511/4 MOOSA BAWALI HYDERABAD 500002	1
7	SRIKANTH JHAWAR	HNO:21-3-511/4 MOOSA BAWALI HYDERABAD 500002	105
8	KAMAL KISHORE JHAWAR	NO 21-3-511/4 MOOSA BOWLI CHARMINAR HYDERABAD 500002	10
9	RAMESH SHANKER GOLLA	26-122/49/1 , PLOT NO. 12 SHARADA NAGAR SAFILGUDA HYDERABAD 500047	50
10	KAMAL KISHORE JHAWAR	D NO 21-3-511/4 MOOSA BOWLI CHARMINAR HYDERABAD 500002	10
11	SRISHANT CHALLA	H NO 8-2-269/4A ROAD NO 2 BANJARA HILLS HYDERABAD 500034	14088388
12	PRAMOD KUMAR SINGH	PMC 0024 NOCL REFINERY PROJECT SITE KAYALPATTU POOCHIMEDU CUDDALORE 608801	15
13	SABARI MUTHUMATHI G	A 9 GAMATHIAGAM FIRST STREET MUNICIPAL COLONY OPP TO SARAVANA STORE MAHARAJNAGAR TIRUNELVELI 627011	50
14	M BHASKAR REDDY	28 5 3 14TH ROAD SANTHI NAGAR ELURU WEST GODAVARI 534007	100

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

15	SURESH CHAND JAIN	4-7-1072/2, ESAMIYA BAZAR, . HYDERABAD 500027	99
16	PRAFUL CHAVDA	STREET NO.15, H.NO.3-7-42 AG COLONY, NALANDA NAGAR ATTAPUR HYDERABAD 500048	895
17	KAMAL KISHORE JHAWAR	21-3-511/4 MOOSA BOWLI CHARMINAR HYDERABAD 500002	10
18	LAXMI NIVAS JAJU	20-2-12 OLD KABUTARKHANA HYDERABAD 500064	15700
19	SANTOSH KUMAR SARAF HUF	B 13/302 AIRPORT ENCLAVE CO OPERATIVE HOUSING SOCIETY L TD, JESSORE RD, BIRATI,BANKRA KOLKATA 700051	10
20	BHARATI SARAF	B 13/302, AIRPORT ENCLAVE CO-OPERATIVE SOCIETY JESSORE ROA, BANKRA KOLKATA 700051	8
21	SANTOSH KUMAR SARAF	C/O, B-13/302, AIRPORT ENCLAVE CORP HSG SOCIETY LTD,BIRATI JESSORE ROAD KOLKATA 700051	8
22	BABU RAYAVARAPU NARESH	H NO 610 NARAYANASWAMY CAMP SANAPURA HOSPET 583132	1
23	RAVNEET SINGH	House No. 737, Sector 33, Urba Near Police Colony LUDHIANA 141010	100
24	KAMAL KISHORE JHAWAR	21 3 511/4 MOOSABAWALI HYDERABAD 500002	40
25	LIC MF LARGE and MID CAP FUND	C/O STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25, MAHATMA GANDHI ROAD FOR MUMBAI 400001	270190
26	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	546154
27	UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	2288

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

20

28	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	12156
29	NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND-NON LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	2191
30	MONDRIAN EMERGING MARKETS SMALL CAP EQUITY FUND,L.P.	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	627987
31	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE DIVIDEND YIELD FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	78532
32	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE SMALL CAP FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	1236055
33	GOVERNMENT PENSION FUND GLOBAL	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	2775080
34	DALTON INDIA (MASTER) FUND LP	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	218991
35	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	3414
36	NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	75794
37	TKP INVESTMENTS BV - AEGON CUSTODY B.V. RE MM EQUITY SMALL CAP FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	792131
38	ICICI PRUDENTIAL BHARAT CONSUMPTION FUND-SERIES 3	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	48437

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

21

39	ICICI PRUDENTIAL BHARAT CONSUMPTION FUND - SERIES 5	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	85767
40	WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	71401
41	WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	184720
42	ISHARES INDIA SC MAURITIUS COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	131492
43	ISHARES MSCI EM SMALL CAP UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	18459
44	ISHARES CORE MSCI EM IMI UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	64651
45	DSP VALUE FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	54533
46	ICICI PRUDENTIAL SMALLCAP FUND	HSBC SECURITIES SERVICES NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	976836
47	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	HSBC SECURITIES SERVICES NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	2011
48	FRANKLIN INDIA SMALLER COMPANIES FUND	HSBC SECURITIES SERVICES NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	5562185
49	ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	12875

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

22

50	SPDR S AND P EMERGING MARKETS SMALL CAP ETF	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	26732
51	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	16706
52	COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	46998
53	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	35749
54	UPS GROUP TRUST	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	25040
55	STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	59990
56	ONTARIO PENSION BOARD - MONDRIAN INVESTMENT PARTNERS LIMITED	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1187070
57	AXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS SMALL CAP FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	3860248
58	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	11086
59	MERCER QIF FUND PLC-MERCER INVESTMENT FUND 1	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	11096
60	VIRGINIA RETIREMENT SYSTEM	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	8296

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20...

23

61	ICICI PRUDENTIAL DIVIDEND YIELD EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	173445
62	ICICI PRUDENTIAL FMCG FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	571081
63	KAPITALFORENINGEN INVESTIN PRO, DALTON AKTIER ASIEN EX JAPAN	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	966743
64	HDFC LIFE INSURANCE COMPANY LIMITED	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1016581
65	IA ALL CAP FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	45069
66	IA OPPORTUNITIES FUND - SERIES 1	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	9800
67	IA OPPORTUNITIES FUND - SERIES 4	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1982
68	IA OPPORTUNITIES FUND - SERIES 8	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1168
69	BOI AXA SMALL CAP FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	72820
70	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	7908
71	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1635

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

24

72	NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA NIFTY SMALL CAP 250 INDEX FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	19423
73	SIVASANKARAN K	KUTTIKATTIL HOUSE THRIKALATHOOR P O ERNAKULAM DIST KERALA 683557	50
74	TARA DEVI	H.NO.23/3/511/4 CHELAPURA HYDERABAD . 500002	10
75	KAMAL KISHORE JHAWAR	21/3/511/4, MOOSA BAWALI, CHELAPURA HYDERABAD 500002	1
76	RADHIKA JHAWAR	HNO 21/3/511/4 MOOSABOWLI BAHADURPURA HYDERABAD 500002	2
77	PAINENI LAKSHMI	D NO 8-50 DUGGIRALA 522330	23736
78	ANNAM SRINIVASA MURTHY	FLAT 1401 SAI RAGHAVA TOWERS KUKATPALLY K V RANGAREDDY 500085	1000
79	NARINA SIREESHA	7/1/24/2/D GREENDALE AMEERPET HYDERABAD 500016	4000
80	KAMAL KISHORE JHAWAR	21 3 511/4 MOOSA BOWLI HYDERABAD ANDHRA PRADESH 500002	10
81	RAMESH SHANKER GOLLA	26-122/49/1 SHARADA NAGAR SAFILGUDA HYDERABAD 500047	20
82	B V NARENDRA PRASAD	PLOT NO 650 PRAGATI NAGAR OPP JNTU KUKATPALLY HYDERABAD AP 500072	3000
83	THAMMINENI SUDHAKAR NAIDU	D NO 5 28/1 NEAR JANDA CHETTU DUGGIRALA (POST) GUNTUR DIST AP 522330	50000
84	GARAKAPATI RANGANAYAKULU	C C L PRODUCTS(INDIA)LTD DUGGIRALA(POST VILLAGE) GUNTUR(D.T) AP 522330	61000
85	KAMBHAMPATI BALAJI	NEW NO 2 OLD NO 107C 29TH A CROSS JAYANAGAR 7TH BLOCK BANGALORE 560082	751249

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

25

		SERVICES, 3RD FLOOR 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001	
86	HSBC SMALL CAP EQUITY FUND		300000
87	VALUEQUEST INDIA MOAT FUND LIMITED	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001	1195247
88	TATA INDIA CONSUMER FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001	727500
89	BURGUNDY EMERGING MARKETS SMALL CAP FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 M.G. ROAD FORT, MUMBAI 400001	3538
90	RAMESH RAMCHAND SADANI	OPP DUKEJ SODA FACTORY, W T PATIL MARG, CHEMBUR MUMBAI 400071	500
91	SRINIVASA RAO PATURI	STUDIO SYCAMORE APT PLOT NO 8/2/465 FLAT NO 108 ROAD NO 4 BANJARA HILLS HYDERABAD 500034	39995
92	SUBRAMANYA RAVINDRA	71 18TH MAIN ROAD BANASHANKARI 1ST STAGE 2ND BLOCK BANGALORE 560050	5
93	RAMA RAO VADLAMUDI	10-2-9and249 FLAT NO 404A NASR APARTMENTS A C GUARDS HYDERABAD 500004	15987
94	SOMPALLI KOTESWARA RAO	FLAT NO 102 PLOT NO 554 SAI SADAN KPHB COLONY KUKATPALLY HYDERABAD 500072	10000
95	T VENKATA APPA RAO	3-57 KAPU GALLU KODADA NALGONDA ANDHRA PRADESH 508206	13950
96	SOMPALLI PUSHPAVATHI	102 SAI SADAN APARTMENTS 6 TH PHASE KPHB HYDERABAD 500072	10000
97	KANDAPPANTHODI KANAKA KUMAR	H NO 6-3-563/A/7/5 ERRAMANZIL COLONY HYDERABAD HYDERABAD 500082	12870

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

98 DAMODAR NAIDU PYALIPI	H NO 11-5-256 STREET NO 19 MOOSAPET HYDERABAD 500084	10000
99 VIKAS SIROHIYA	PLOT NO 17 FLAT NO G1 SKY ARCADE CHINNA THOKATTA NEAR GVR GARDENS MALANI COLONY NEW BOWENPALLY HYDERABAD 500009	500
100 VENKATA RAMA RAO RAAVI	A-BLOCK NASR APTS AC GUARDS KHAIRATABAD HYDERABAD 500004	4020
101 MOHAN KRISHNA B	H NO 8-2-293/82/A/1182 ROAD NO 45 JUBILEE HILLS HYDERABAD 500033	1000000
102 AJITHA CHALLA	H NO 8-2-269/4A ROAD NO 2 BANJARA HILLS HYDERABAD 500034	1009390
103 KANAKA VENKATA APPALARAJU DARLA	H NO 1-3-183/39/4 TALLABASTHI KAWADIGUDA HYDERABAD 500080	100000
104 RAVISHANKAR GOGINENI	H NO 9-54 11TH WARD LAKSHMIDEVIPALLI KOTHAGUDEM COLLS KHAMMAM 507101	10000
105 AVNEET SINGH KOHLI	H NO 1496 WARD NO 10 CHANDIGARH ROAD SECTOR 32A LUDHIANA NR GURUDWARA SAHIB LUDHIANA 141010	200
106 SOUMYA CHALLA	8-2-269/4A ROAD NO 2 NEAR R B S BANK BANJARA HILLS KHAIRATABAD HYDERABAD 500034	13447616
107 RAJENDRA PRASAD CHALLA	CONTINENTAL COFFEE LTD 7-1-24/2/D GREENDALE AMEERPET HYDERABAD 500016	13364249
108 CHALLA SHANTHA PRASAD	CCL PRODUCTS INDIA LIMITED 7-1-24/2/D GRENDALE AMEERPET HYDERABAD 500016	18539699
109 SOUJANYA KONDAMUDI	H NO 3-6-494/201 HIMAYATNAGAR GM RD HYDERABAD 500029	10000
110 PADMA PAINENI	H NO 5-28/2 DUGGIRALA GUNTUR GUNTUR 522330	141500
111 RANGAPPA P C	H NO 5-28/2 DUGGIRALA GUNTUR GUNTUR 522330	5270

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

27

112	RAVI SAI TEJA VADLAMUDI	10-2-9 AND 249/404A NEAR SBI A C GUARDS HYDERABAD 500004	5860
113	CHALLA NARAYANA SWAMY	S O CHALLA ASITHU ,FLAT NO 306, ,8 3 168,HYDERABAD TELANGANA,INDIA 500045	30500
114	SANTOSH KUMAR SARAF	B-13/302 AIRPORT ENCLAVE CO-OPERATIVE HOUSING SOCIETY LTD JESSORE ROAD, BIRATI, BANKARA KOLKATA 700051	2
115	ASHMORE INDIA OPPORTUNITIES FUND	KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR 400097	318000
116	FIDELITY INVESTMENT TRUST - FIDELITY PACIFIC BASIN FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B 400064	1250367
117	SCHRODER INTERNATIONAL SELECTION FUND ASIAN SMALLER COMPANIES	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B 400064	1094114
118	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B 400064	21044
119	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B 400064	20752
120	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B 400064	223854
121	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B 400064	149982
122	ICICI PRUDENTIAL LARGE and MID CAP FUND	JEEVAN SEVA ANNEXE BUILDING, A WING GR FLOOR, S V ROAD SANTACRUZ WEST, MUMBAI 400054	349787
123	ICICI PRUDENTIAL MIDCAP FUND	JEEVAN SEVA ANNEXE BUILDING, A WING GR FLOOR, S V ROAD SANTACRUZ WEST, MUMBAI 400054	184445

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

124	ICICI PRUDENTIAL BHARAT CONSUMPTION FUND - SERIES 1	JEEVAN SEVA ANNEXE BUILDING, A WING GR FLOOR, S V ROAD SANTACRUZ WEST, MUMBAI 400054	2206
125	ICICI PRUDENTIAL BHARAT CONSUMPTION FUND - SERIES 2	JEEVAN SEVA ANNEXE BUILDING, A WING GR FLOOR, S V ROAD SANTACRUZ WEST, MUMBAI 400054	689219
126	ICICI PRUDENTIAL SandP BSE 500 ETF	JEEVAN SEVA ANNEXE BUILDING, A WING GR FLOOR, S V ROAD SANTACRUZ WEST, MUMBAI 400054	414
127	PRADIP KUMAR CHATTOPADHYA	Q 1 24 DLF CITY II GURGAON 122001	220
		TOTAL	91348507

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

ANNEXURE 1B

II LIST OF EQUITY SHAREHOLDERS WHO VOTED "AGAINST"

Sl. No.	Name of Equity Shareholder	Address	No. of Shares / votes
1	AJAY GUPTA	112, GOLF COURSE SCHEME OPP.COMMUNITY CENTRE NEAR AIR FORCE STN JODHPUR 342001	950.000
2	SANJOG SARAF	B13/302, AIRPORT ENCLAVE CO-OPERATIVE JESSORE ROAD , BIRATI KOLKATA 700051	7.000
3	BHARATI SARAF	B/13/302, AIRPORT ENCLAVE CO-O HOUSING SOCIETY LTD,JESSORE RO BIRATI BANKRA NORTH 24 PARGANAS 700051	5.000
4	SANJOG SARAF	B 13/302, AIRPORT ENCLAVE CO OPERATIVE HOUSING SOCIETY LTD JESSORE ROAD, BIRATI, BANKRA KOLKATA 700051	2.000
5.	RANENDRA KUMAR BHOWMICK	C/O.S.K.SARAF, 5TH FLOOR, ROOM NO.507 58D, NETAJI SUBHAS ROAD, KOLKATA 700001	1.000
6	BHARATI SARAF	B13/302, AIRPORT ENCLAVE CO OPERATIVE HOUSING SOCIETY LTD, JESSORE ROAD, BANKRA BIRATI KOLKATA 700051	2.000
		TOTAL	**967**

III LIST OF TRADE/ SUNDRY CREDITORS WHOSE VOTES WERE DECLARED INVALID

NIL

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

SCHEME OF AMALGAMATION
UNDER SECTIONS
230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
BETWEEN
CCL BEVERAGES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND
CCL PRODUCTS (INDIA) LIMITED
(TRANSFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(A) PREAMBLE OF THE SCHEME

This Scheme of Amalgamation is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (to the extent applicable) for the Amalgamation of CCL Beverages Private Limited (Transferor Company) with CCL Products (India) Limited (Transferee Company).

The Scheme (as defined hereinafter) also provides for various other matters consequential to, or otherwise integrally connected with the above, as more specifically stated hereinafter.

(B) DESCRIPTION OF COMPANIES

1. CCL BEVERAGES PRIVATE LIMITED is a Company incorporated under the provisions of Companies Act, 2013, on 14.10.2019 (Fourteenth Day of October, Two Thousand and Nineteen) in the State of Andhra Pradesh, vide Corporate Identification Number U15549AP2019PTC113114, issued by the Registrar of Companies, Andhra Pradesh. The PAN of the Company is AAICC4206D. (Hereinafter referred to as the "Transferor Company").

The Registered Office of the Transferor Company is situated at Door No/SY No.269/1, Kuvvakolli Village, Varadaiahpalem Mandal, Chittoor AP 517645 IN.

The present main objects of the Transferor Company are as follows:

a) To carry on the business, either solely or in collaboration with other persons or entities, whether of Indian or foreign origin, to manufacture, buy, sell, retail, wholesale, trade, market, import, export, process, manipulate, prepare, preserve, carry on, refine, bottle and to deal in all types of coffee, tea, chicory, cocoa, milk, condensed milk, milk products, sugar, sugar substitutes and other similar products, manufactured or raw state, whether in India or elsewhere either in wholesale and/ or in retail or otherwise.

b) To manufacture, sell and deal, in any manner whatsoever, with plant and Machinery, Equipment, Know-how for manufacture of coffee, tea, cocoa, milk, milk products, sugar, sugar substitutes and other similar products.

c) To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, export or otherwise dispose of in, to, at or from any part of India and elsewhere globally all sorts of food and food stuffs, natural food, instant food, cooked food, packaged food, ready food, canned food, dehydrated food, pulps and purees, sauces, preserved food, prepared food, noodles, snacks (whether or not plain, flavoured, spiced, curried, coloured) and edible food colours (natural, artificial, synthetic or chemical) and all raw materials, ingredients, condiments, accompaniments, curries, preparations, sauces, packaging, dispensing accessories and also including all versions, alternatives, substitutes thereof and therefcre and to undertake, execute, or otherwise perform the agency business, representative business, transport, delivery, stocking, storing, distribution of any or all aforesaid.

d) To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, package, bottle, export or otherwise dispose off at or from any part of India and elsewhere globally all sorts of wines, alcoholic liquors and liqueurs, beverages (alcoholic, non- alcoholic, aerated or non- aerated), food or health beverages, fruit and vegetable pulps and beverages, drinks and all raw materials, ingredients, accompaniments, packaging, bottles, dispensing accessories and also including all versions, alternatives, substitutes thereof and to refer and to undertake, execute, or otherwise perform the agency business, representative business, bottling, distilling, transport, delivery, stocking, storing, distribution of any or all aforesaid.

The authorized, issued, subscribed and paid-up share capital of the Transferor Company as on 31.03.2020 is as follows:

Share Capital	Amount in Rs.
Authorized Capital 1,00,000 (One Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each.	10,00,000
Total	**10,00,000**
Issued, Subscribed and Paid Up Capital 10,000 (Ten Thousand) fully paid up Equity Shares of Rs.10/- (Rupees Ten only) each.	1,00,000
Total	**1,00,000**

Subsequent to 31st March, 2020, there is no change in the authorised, issued, subscribed and paid up share capital of the Transferor Company.

The Transferor Company is wholly owned subsidiary of the Transferee Company. The following is the extract of the Register of Members of the Transferor Company showing its latest list of the equity shareholders:

Sl. No.	Name of shareholder	Total No. of shares held	% of Shareholding
1.	CCL Products (India) Limited (Transferee Company)	9,999	99.99
2.	Mr. Challa Srishant - Nominee of CCL Products (India) Limited	1	0.01
	Total	**10,000**	**100.00**

32

2. CCL PRODUCTS (INDIA) LIMITED was originally incorporated under the name and style "Sahayak Finance & Investment Corporation Limited" under the provisions of Companies Act, 1956, on 22.03.1961 (Twenty Second Day of March, One Thousand Nine Hundred and Sixty One) in the state of Andhra Pradesh, vide Certificate of Incorporation No. 874 of 1960-61, issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the Company was changed from "Sahayak Finance & Investment Corporation Limited" to "Continental Coffee Limited" by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Andhra Pradesh on 22.02.1994 (Twenty Second Day of February, One Thousand Nine Hundred and Ninety Four). Subsequently, the name of the Company was changed from "Continental Coffee Limited" to its present name, i.e., "CCL Products (India) Limited" by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Andhra Pradesh, on 21.11.2002 (Twenty First Day of November Two Thousand and Two). The present Corporate Identification Number (CIN) of the Company is L15110AP1961PLC000874. The PAN of the Company is AAACC9552G. (Hereinafter referred to as the "Transferee Company").

The registered office of the Transferee Company is situated at Duggirala, Guntur, AP 522330 IN.

The Transferee Company is mainly engaged in the business of manufacturing and sale of different types of the Coffee in India and abroad. Few of the main objects of the Transferee Company are as follows:

a) To carry on the business solely or in collaboration with others, Indian or foreign, in manufacture of Coffee, Tea, Chicory, Cocoa, Milk Products, Condensed Milk, Cheese, Plain and all flavoured, Yoghurt, Shrikhand, Creamers including non-dairy creamer, sweetner, natural & artificial and the like, in all or any of their forms (including spray dried, freeze dried, agglomerate, granulated, blended and preparations thereof for consumption by human beings and also including all versions, alternatives, substitutes thereof and therefor in whatsoever manner, that is to say, either mechanically or otherwise, by employing electricity or any other power or energy, and sale thereof, either in whole sale and/or in retail or otherwise, whether in the country or abroad.

b) To carry on business in processing, manipulating, preparing, preserving, carrying, refining, bottling, buying, rendering marketable and dealing in Coffee, Tea, Chicory, Cocoa and the like in their prepared, manufactured or raw state and whether in whole sale and/or in retail.

c) To manufacture, sell and deal in any manner with Plant and Machinery, Equipment, Knowhow for manufacture of coffee, tea, cocoa and milk products.

d) To acquire by purchase or otherwise, and to carry on the business of planters, cultivators, growers and manufacturers or sellers and dealers in tea, coffee, cocoa and to manufacture, dispose of, buy and deal in the said products.

e) To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, export or otherwise dispose of in, to, at or from any part of India and elsewhere globally all sorts of food and food stuffs, natural food, instant food, fast food, cooked food, packaged food, ready food, canned food, dehydrated foods, pulps and purees, sauces, preserved food, prepared food, noodles, snacks (whether or not plain, flavoured, spiced, curried, coloured) and edible food colours (natural, artificial, synthetic or chemical) and all raw materials, ingredients, condiments, accompaniments, curries, preparations, sauces, packaging, dispensing accessories and also including all versions, alternatives, substitutes thereof and therefor and to undertake, execute, or otherwise perform the agency business, representative business, transport, delivery, stocking, storing, distribution of any or all aforesaid.

f) To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, package, bottle, export or otherwise dispose of, in, to, at or from any part of India and elsewhere globally all sorts of wines, alcoholic liquors and liqueurs, beverages (alcoholic, non-alcoholic, aerated or non-aerated), food or health beverages, fruit and vegetable pulps and beverages, drinks and all raw materials, ingredients, accompaniments, packaging, bottles, dispensing accessories and also including all versions, alternatives, substitutes thereof and to refer and to undertake, execute, or otherwise perform the agency business, representative business, bottling, distilling, transport, delivery, stocking, storing, distribution of any or all aforesaid.

The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on 31.03.2020 is as follows:

Share Capital	Amount in Rs.
Authorized Capital 15,00,00,000 (Fifteen Crore) Equity Shares of Rs.2/- (Rupees Two only) each.	30,00,00,000
Total	**30,00,00,000**
Issued, Subscribed and Paid Up Capital 13,30,27,920 (Thirteen Crore Thirty Lakh Twenty Seven Thousand Nine Hundred and Twenty) fully paid up Equity Shares of Rs.02/- (Rupees Two only) each.	26,60,55,840
Total	**26,60,55,840**

Subsequent to 31st March, 2020, there is no change in the authorised, issued, subscribed and paid up share capital of the Transferee Company.

The Transferee Company is the Holding Company of the Transferor Company. The equity shares of the Transferee Company are listed and traded on the BSE Limited ("BSE") bearing Scrip Code: 519600 and on the National Stock Exchange of India Limited ("NSE") bearing Symbol: CCL. The following is the Shareholding Pattern of the Transferee Company as on date:

Sl. No.	Category of shareholder	No. of Shareholders	Total No. of shares held	% of holding
1.	Promoter & Promoter Group	6	6,14,49,342	46.19
2.	Public	31,044	7,15,78,578	53.81
	Total	**31,050**	**13,30,27,920**	**100.00**

(C) OBJECTIVES OF THE SCHEME

The Transferee Company is holding the entire stake in the Transferor Company. The Transferor Company i.e. CCL Beverages Private Limited was incorporated in the year 2019 and was made a wholly owned subsidiary of the Transferee Company in order to implement agglomeration and packing project at Kuvvakolli Village through its Spray Dried Coffee Plant to cater to the increased demand in international markets. However, the Board of Directors of the Transferee Company thought fit and decided to implement the said project under the Transferee Company itself and hence the amalgamation of the Transferor Company with the Transferee Company is being undertaken. The amalgamation of the Transferor Company with the Transferee Company would inter-alia have the following benefits:

34

1. The amalgamation will enable appropriate consolidation of activities of Transferor Company and Transferee Company with pooling and more efficient utilization of their resources, greater economies of scale, reduction in overheads and other expenses and improvement in various operating parameters.

2. To achieve consolidation, greater integration and flexibility which will maximize overall shareholder value and improve the competitive position of the combined entity.

3. To achieve greater efficiency in cash management and unfettered access to cash flows generated by the combined entity which can be deployed more effectively to fund organic and inorganic growth opportunities.

4. Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

5. Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business process, elimination of duplication and rationalization of administrative expenses.

6. The amalgamation will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances.

(D) SCOPE OF THE SCHEME

This Scheme of Amalgamation is presented pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (to the extent applicable) for the Amalgamation of CCL Beverages Private Limited (Transferor Company) with CCL Products (India) Limited (Transferee Company). The Scheme (as defined hereinafter) also provides for various other matters consequential to, or otherwise integrally connected with the above, as more specifically stated hereinafter. The scope of the scheme is as under:

1. Amalgamation of the Transferor Company with the Transferee Company.

2. Dissolution of the Transferor Company without Winding up.

3. The transfer of the Transferor Company will be on a going concern basis.

This Scheme of Amalgamation has been drawn up to comply with the conditions as specified under section 2(1B) of Income Tax Act, 1961, such that:

(i) All the properties of Transferor Company, immediately before the amalgamation, become the properties of Transferee Company by virtue of amalgamation.

(ii) All the liabilities of Transferor Company, immediately before the amalgamation, become the liabilities of Transferee Company by virtue of amalgamation.

(E) PARTS OF THE SCHEME

The scheme is divided into following parts:

Part I – deals with Definitions and Interpretations;

35

Part II – deals with the Amalgamation of CCL Beverages Private Limited (Transferor Company) with CCL Products (India) Limited (Transferee Company) and Dissolution of the\ Transferor Company.

Part III – deals with General Terms and Conditions

PART I
DEFINITIONS AND INTERPRETATIONS

1. **DEFINITIONS**

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings as mentioned herein below:

1.1 **"2013 Act" or "the 2013 Act"** means the Companies Act, 2013, and rules made thereunder and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force.

1.2 **"Amalgamation"** means the merger or blending of the Transferor Company into the Transferee Company.

1.3 **"Applicable Law(s)"** means any statute, notifications, bye-laws, rules, regulations, guidelines, Circulars or common law, policy, code, directives, ordinance, schemes, notices, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.

1.4 **"Appointed Date"** means 01st day of April, 2020 or such other date as may be fixed or approved by the Appropriate Authority.The Appointed Date shall be the effective date and the Scheme shall be deemed to be effective from the Appointed Date.

1.5 **"Appropriate Authority"** means any government, statutory, regulatory, departmental or public body or authority of the Jurisdiction over Transferor Company and the Transferee Company, including Registrar of Companies and the National Company Law Tribunal.

1.6 **"Board of Directors" or "Board"** shall mean the Board of Directors of Transferee Company or Transferor Company, as the case may be or any committee thereof duly constituted or any other person duly authorized by the Board for the purpose of this Scheme.

1.7 **"GST regulations"** means applicable provisions of the Central Goods and Services Tax Act, 2017 and/or the Integrated Goods and Services Tax Act, 2017 and/or respective State Goods and Services Tax Act and/or the Union Territory Goods and Services Tax Act, 2017 along with the applicable rules made thereunder.

1.8 **"IT Act"** means the Income-tax Act, 1961.

1.9 **"NCLT/Tribunal"** means the Hon'ble National Company Law Tribunal, Amaravathi Bench at Hyderabad.

1.10 **"Official Liquidator" or "OL"** means Official Liquidator, Hyderabad having jurisdiction over the States of Telangana and Andhra Pradesh.

1.11 **"Regional Director" or "RD"** means Regional Director, South East Region, at Hyderabad having jurisdiction over the States of Telangana and Andhra Pradesh.

1.12 **"Registrar of Companies" or "ROC"** means Registrar of Companies, at Vijayawada, having jurisdiction over the State of Andhra Pradesh.

36

1.13 "Scheme" or "this Scheme" or "Scheme of Amalgamation" means this Scheme of Amalgamation attached hereto in its present form as submitted to the NCLT, with such modification(s), if any, as may be approved or imposed or directed by the NCLT.

1.14 "Stock Exchanges" means BSE and NSE where the shares of the Transferee Company are listed & traded.

1.15 "Transferee Company" means CCL Products (India) Limited and shall have the same meaning as assigned to it in clause (B)2 above.

1.16 "Transferor Company" means CCL Beverages Private Limited and shall have the meaning assigned to it in clause (B)1 above.

1.17 "Undertaking of Transferor Company" shall mean and include the whole of assets, properties, liabilities and the undertaking(s) and entire business(s) of Transferor Company, as may be applicable and specifically include the following (without limitation):

(i) All the assets /capital work-in-progress/ properties, present or future, of the Transferor Company, whether movable or immovable, whether tangible or intangible including all rights, title, interest, covenant, including continuing rights, title and interest in connection with the land and the buildings, if any, whether, corporeal or incorporeal, leasehold or freehold, and includes all rights, titles, interest and covenant, undertakings, liability relating thereto, capital work in progress, plant & machinery, all current and non-current assets, other fixed assets, inventory and work in progress, all deposits, all receivables, cash and cash equivalents, all the loans and includes all rights, titles, interest and advances, advances for capital goods & services of Transferor Company as on the Appointed Date.

(ii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the Transferor Company as on the Appointed Date.

(iii) All statutory licenses, including all licenses relating to development, production, marketing, manufacturing, selling coffee, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of the Transferor Company as on the Appointed Date.

(iv) All staff, workmen, and employees engaged in the Transferor Company as on the date of approval of the Scheme by the Tribunal.

(v) All legal proceedings of whatsoever nature by or against the Transferor Company pending as on the Appointed Date.

(vi) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records, whether in physical form or electronic form of Transferor Company.

2. INTERPRETATIONS

2.1 Any references in the Scheme to the expressions **"Upon approval of the Scheme by the Tribunal" / "From the date of approval of the Scheme by the Tribunal"** / "Date of approval of the Scheme by the Tribunal" shall mean the date on which the NCLT approves/sanctions the Scheme in accordance with the provisions of Sub-Section 3 of Section 232 of the 2013 Act, read with Rule 17 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

2.2 The expressions which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the 2013 Act and / or other applicable laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time.

2.3 DATE OF TAKING EFFECT

The Scheme, set out herein in its present form, subject to any modification(s) approved or imposed or directed by the Hon'ble National Company Law Tribunal, Amaravathi Bench at Hyderabad for the State of Andhra Pradesh, unless otherwise specified in the Scheme, shall be effective and operative from the Appointed Date, i.e., 01.04.2020, upon receipt of Certified copy of Order of the National Company Law Tribunal, Amaravathi Bench

PART II

AMALGAMATION OF CCL BEVERAGES PRIVATE LIMITED (TRANSFEROR COMPANY) WITH CCL PRODUCTS (INDIA) LIMITED (TRANSFEREE COMPANY)

3. TRANSFER AND VESTING OF UNDERTAKING OF TRANSFEROR COMPANY

3.1 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date, all properties, assets, liabilities and undertaking(s) of the Transferor Company shall stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company under the provisions of Section 230 to 232 of the 2013 Act and all other applicable provisions, if any, of the 2013 Act and also in accordance with section 2(1B) of the Income-tax Act, 1961, without any further deed or act, subject to existing charges or lis pendens, if any thereon, in favour of banks/ financial institutions.

3.2 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date, all immovable property (including land, buildings and any other immovable property), if any, of the Transferor Company, whether under constructions, freehold or leasehold, and any documents of title, rights, agreements to sell / agreements of sale and easements in relation thereto, shall stand vested in the Transferee Company, without any act or deed done by the Transferor Company or the Transferee Company, and without any approval or acknowledgement of any third party. With effect from the Appointed Date, the Transferee Company shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges and fulfill all obligations, in relation to or applicable to such immovable properties. The mutation/ substitution of the title to such immovable properties shall be made and duly recorded in the name of the Transferee Company by the appropriate authorities pursuant to the sanction of the Scheme by the NCLT and in accordance with the terms hereof. The Transferor Company shall take all steps as may be necessary to ensure that lawful, peaceful and unencumbered possession, right, title, interest of its immovable property is given to the Transferee Company.

3.3 Without prejudice to the generality of the foregoing, with effect from the Appointed Date, it is expressly provided that in respect of such of the assets of the Transferor Company that are movable in nature and / or are otherwise capable of transfer by manual or constructive delivery and / or endorsement and delivery or novation, the same shall be deemed to have been so transferred by Transferor Company and shall become the property of the Transferee Company in pursuance of the provisions of section 230 to 232 of the 2013 Act, without any further act, instrument, deed, matter or thing.

3.4 In respect of movables other than those dealt with in Clause 3.3 above including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, property development rights, investments, earnest money and deposits with any Government, quasi government, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company without any notice or other intimation to the debtors (although the Transferor Company may, without being obliged, and if it so deems appropriate, at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or depositee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in the Transferee Company).

3.5 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date all liabilities relating to and comprised in the undertaking of Transferor Company including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor Company of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations, shall, stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company under the provisions of Sections 230 to 232 of the 2013 Act and other applicable provisions, if any, of the 2013 Act, without any further act, instrument, deed, matter or thing.

3.6 The transfer and vesting as aforesaid shall be subject to subsisting charges, if any, in respect of any assets of Transferor Company. PROVIDED always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility availed by the Transferor Company and Transferee Company shall not be obliged to create any further or additional security in relation to subsisting charges, if any, thereof after the date of approval of this Scheme by the NCLT or otherwise.

3.7 All staff, workmen and employees of the Transferor Company shall become the staff, workmen and employees of the Transferee Company, without any further act or deed to be done by the Transferor Company or the Transferee Company.

3.8 Upon approval of the Scheme by the Tribunal, the Transferee Company shall, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangement with any party to any contract or arrangement to which the Transferor Company is a party in order to give formal effect to the above provisions. The Transferee Company shall be deemed to be authorized to execute any such writings on behalf of the Transferor Company to carry out or perform all such formalities or compliances referred to above on part of the Transferor Company.

3.9 Upon approval of this Scheme by the Tribunal, the Transferee Company shall be entitled to secure the record of the change in the legal ownership upon the vesting of the assets of the Transferor Company in accordance with the provisions of Sections 230 to 232 of the 2013 Act. The Transferor Company and the Transferee Company shall be jointly and severally authorized to execute any writings and / or carry out any formalities or compliance in this regard.

3.10 All taxes, duties, cess payable by the Transferor Company including all or any refunds / credit / claims pertaining to the period prior to the Appointed Date shall be treated as the liability or refunds / credit / claims, as the case may be, of the Transferee Company.

3.11 All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits (including tax benefits), subsidies, concessions, grants, rights, patents, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Company and all rights and benefits that have accrued or which may accrue to the Transferor Company, whether before or after the Appointed Date, shall, under the provisions of Sections 230 to 232 of the 2013 Act and all other applicable provisions of the Act, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.

3.12 All the Insurance policies registered in the name of the Transferor Company which are active as on the date of approval of the Scheme by the Tribunal and which can be transferred/assigned shall pursuant to the provisions of Section 232 of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and or be deemed to have been transferred to and vested in and be available to the benefit of the Transferee Company and accordingly, the insurance companies shall record the name of the Transferee Company in all the insurance policies registered in the name of the Transferor Company so as to ensure that all the rights and privileges under all such policies available to the Transferor Company and / or to any other person / director / employee of Transferor Company, whether in the capacity of the Policy Holder or Owner or Insured or the Beneficiary, as the case may be, be available to the benefit of the Transferee Company and / or to any other person/director/employee of Transferee Company, as the case may be, on the same terms and conditions as they were applicable to the Transferor Company and upon such transfer/assignment, all such policies shall be effective in favour of the Transferee Company as if instead of the Transferor Company, the Transferee Company had been a party or beneficiary thereto. However, for the insurance policies which do not permit such transfer/assignment, the Transferee Company may make fresh application(s) to the concerned authority/insurance company(ies) on such terms and conditions as may be prescribed. It is hereby clarified that all the costs and/or expenses and/or premiums in relation to the transfer/assignment/of the insurance policies in the name of Transferee Company shall be borne by the Transferee Company and the Transferor Company shall have no further obligations in this regard.

3.13 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date, all existing and future incentives, unavailed credits and expenditures, exemptions and deductions, benefit of carried forward losses and other statutory benefits, including in respect of income tax (including MAT credit under the IT Act), excise (including Modvat / Cenvat), customs, VAT, sales tax, service tax, GST including the IGST input tax credit, CGST input tax credit and SGST input tax credit for the registrations of the Transferor Company in all the states, to which the Transferor Company are entitled to shall be available to and vest in the Transferee Company.

3.14 The Transferee Company shall file relevant intimations, for the record of the statutory authorities signifying the transfer of the assets / properties including but not limited to permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations of the Transferor Company.

4. INTER- SE TRANSACTIONS:

Without prejudice to the provisions of Clause 3, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes.

5. LEGAL PROCEEDINGS

5.1 If any suit, appeal or other proceedings of whatever nature by or against the Transferor Company is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of this amalgamation or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company 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 the Scheme had not been made.

5.2 On and from the date of approval of this Scheme by the Tribunal, the Transferee Company shall, and may, if required, initiate, continue any legal proceedings in relation to the Transferor Company.

6. CONTRACTS, DEEDS, OTHER INSTRUMENTS

6.1 Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which the Transferor Company is a party or the benefit to which the Transferor Company may be eligible, subsisting or operative immediately on or before the date of approval of this Scheme by the Tribunal, shall be in full force and effect against or in favour of Transferee Company and may be enforced as fully and effectively as if instead of the Transferor Company, the Transferee Company had been a party or beneficiary thereto. Further, the Transferee Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company, to give effect to the provisions of this Scheme.

6.2 As a consequence of the amalgamation of the Transferor Company with the Transferee Company in accordance with or pursuant to this Scheme, the recording of change in name in the records of the statutory or regulatory authorities from the Transferor Company to the Transferee Company, whether pertaining to any licence, permit, approval or any other matter, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other authority.

6.3 For removal of doubts, it is expressly made clear that the dissolution of the Transferor Company without the process of winding up as contemplated hereinafter, shall not, except to the extent set out in the Scheme, affect the previous operation of any contract, agreement, deed or any other instrument or beneficial interest to which the Transferor Company is a party thereto and shall not affect any right, privilege, obligations or liability, acquired, or deemed to be acquired prior to Appointed Date and all such references in such agreements, contracts and instruments to the Transferor Company shall be construed as reference only to the Transferee Company with effect from the Appointed Date.

7. CONDUCT OF BUSINESS UNTIL DATE OF APPROVAL OF THIS SCHEME BY THE TRIBUNAL

With effect from the Appointed Date up to the date of approval of this Scheme by the Tribunal:

7.1 Transferor Company shall carry on, and be deemed to have carried on its business, operations or activities, and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets, properties, liabilities or Undertaking(s) on behalf of and / or in trust for the Transferee Company.

7.2 All profits or income accruing or arising to the Transferor Company, or losses arising or expenditure incurred by it, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure, as the case may be, of the Transferee Company.

7.3 All assets howsoever acquired by the Transferor Company for carrying on its business, operations or activities and the liabilities relating thereto shall be deemed to have been acquired and are also contracted for and on behalf of the Transferee Company.

7.4 The Transferee Company shall also be entitled, pending sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, department and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Transferee Company may require including the registration, approvals, exemptions, reliefs etc., as may be required / granted under any law for the time being in force for carrying on business of the Transferor Company.

7.5 Transferor Company shall carry on its business, operations or activities with reasonable diligence and business prudence and shall not venture into / expand any new businesses, alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business without the prior consent of the Transferee Company.

7.6 The transfer of assets, properties, liabilities and the continuance of proceedings by or against the Transferor Company shall not affect any transaction or proceedings already concluded by the Transferor Company on or after the Appointed Date to the end and intent that the Transferee Company accepts and adopts all acts, deeds things done and executed by the Transferor Company, in regard thereto as done executed by the Transferee Company on behalf of itself.

8. STAFF, WORKMEN, AND EMPLOYEES

8.1 Upon approval of this Scheme by the Tribunal, all staff, workmen and employees on the payrolls of the Transferor Company, in service on the date of approval of this Scheme by the Tribunal shall be deemed to have become staff, workmen, and employees of Transferee Company on such date without any break or interruption in their service and on the terms and conditions of their employment not less favourable than those subsisting with reference to Transferor Company as on the said date.

8.2 The contributions with regard to benefit of employees of the Transferor Company being currently deposited with Regional provident Fund Organization, employee state insurance plan scheme, leave encashment, compensated absences scheme or any other special scheme(s) or fund (s) created or existing, if any, shall stand substituted, upon approval of the Scheme by the Tribunal, in favour of the Transferee Company for all purposes whatsoever, related to the administration or operation of such schemes and intent that all the rights, duties, powers and obligation of Transferor Company in relation to such schemes shall become those of the Transferee Company. The Transferee Company will file the relevant intimations to the statutory authorities concerned who shall take the same on record and endorse the name of the Transferee Company for the Transferor Company.

8.3 It is clarified that the services of all transferred staff, workmen and employees of the Transferor Company, to the Transferee Company will be treated as having been continuous for the purpose of the aforesaid employee benefits and / or liabilities. For the purpose of payment of any retrenchment compensation, gratuity and / or other terminal benefits, and / or any other liability pertaining to staff, workmen and employees, the past services of such staff, workmen and employees with the Transferor Company shall also be taken into account by the Transferee Company, who shall pay the same if and when payable.

8.4 Upon approval of this Scheme by the Tribunal, the directors of the Transferor Company shall not automatically be entitled to any directorship in the Transferee Company by virtue of the provisions of this Scheme.

9. DISSOLUTION WITHOUT WINDING UP

Upon approval of this Scheme by the Tribunal, the Transferor Company (viz. CCL Beverages Private Limited shall be dissolved without winding up and without any further act or deed on the part of the Transferor Company pursuant to the provisions of Section 232 of the 2013 Act.

10. VALIDITY OF EXISTING RESOLUTIONS

Upon approval of this Scheme by the Tribunal, the resolutions of the Transferor Company as are considered necessary by the Board of Directors of the Transferee Company which are validly subsisting be considered as resolutions of the Transferee Company. If any such resolutions have any monetary limits approved under the provisions of the 2013 Act or of any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of Directors of the Transferee Company, shall be added to the limits, if any, under the like resolutions passed by the Transferee Company.

11. CONSIDERATION

The entire issued, subscribed and paid-up share capital of the Transferor Company is held (beneficially owned) by the Transferee Company. Upon approval of this Scheme by the Tribunal, no shares of the Transferee Company shall be issued or allotted in lieu of its holding in the Transferor Company, and the Paid up share capital of the Transferor Company shall stand cancelled and extinguished. The investments in the shares of the Transferor Company, appearing in the books of account of Transferee Company shall without any further act or deed, stand cancelled.

12. **SUB DIVISION OF FACE VALUE OF EQUITY SHARES OF THE TRANSFEROR COMPANY AND CONSOLIDATION OF AUTHORIZED CAPITAL OF THE TRANSFEROR COMPANY WITH THE AUTHORISED CAPITAL OF THE TRANSFEREE COMPANY**

12.1 As an integral part of the Scheme, the face value of 1 (One) equity share of Transferor Company amounting to Rs.10/- (Rupees Ten only) shall be sub-divided into face value of Rs.2/- (Rupee Two only) comprising 5 (Five) equity shares of Transferor Company, accordingly the authorised share capital of the Transferor Company shall be restructured and restated as follows:

"The authorised share capital of the Transferor Company is Rs.10,00,000/- (Rupees Ten Lakh only) divided into 5,00,000 (Five Lakh) equity shares of Rs.2/- (Rupee Two only) each".

12.2 The members of the Transferor Company, on approval of the Scheme, shall be deemed to have given their approval u/s 61 of the 2013 Act and all other applicable provisions of the said act for sub-division of the face value of equity shares and for the amendment to the Authorized Capital of the Company and no separate resolutions will be required to be passed for sub-division of the face value of equity shares of the Company and for the amendment to the Authorized Capital of the Company under section 61 of the 2013 Act and no separate notice will be required to be given to the Registrar of Companies, for intimation of sub-division under section 64 of the 2013 Act.

12.3 As an integral part of the Scheme and upon its sanction, and after the sub-division of the face value of the equity shares of the Transferor Company, the Authorized Share Capital of the Transferee Company shall automatically stand increased by merging the Authorized Share Capital of Transferor Company with Transferee Company after filing necessary e-form INC 28 with the ROC / MCA without any further act or deed on the part of the Transferee Company. However, the fee paid by the Transferor Company on its Authorised Capital prior to its amalgamation with the transferee company shall be set off against the fees payable by the transferee company on its Authorised Capital enhanced by the amalgamation as provided under Section 233(11) of the Companies Act, 2013.

12.4 The Memorandum and Articles of association of the Transferee Company (relating to authorized share capital) 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 purpose of effecting this amendment, and no further resolution(s) under Section 13, 14, 61, 64 or any other applicable provisions of the 2013 Act would be required to be separately passed, as the case may be and for this purpose the stamp duty and fees paid on the authorized capital of the Transferor Company shall be utilised and applied to the increased authorized share capital of the Transferee Company. Pursuant to the approval of this Scheme by the Tribunal and consequent upon the amalgamation of the Transferor Company with the Transferee Company, the authorized share capital of the Transferee Company will be Rs.30,10,00,000/- (Rupees Thirty Crore and Ten Lakh only) divided into 15,05,00,000 (Fifteen Crore and Five Lakh) equity shares of Rs.2/- (Rupees Two only) each.

12.5 It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be given their consent / approval also to the alteration of the Memorandum and Article of Association of the Transferee Company as may be required under the Act and Clause V of the Memorandum of Association of the Transferee Company shall stand substituted by virtue of the Scheme to be read as follows:

Memorandum of Association:

V. ***The Authorized Share Capital of the Company is Rs.30,10,00,000/- (Rupees Thirty Crore and Ten Lakh only) divided into 15,05,00,000 (Fifteen Crore and Five Lakh) equity shares of Rs.2/- (Rupees Two only) each.***

13. ACCOUNTING

Accounting of amalgamation in the books of Transferee Company:

13.1 Upon approval of this Scheme by the Tribunal, with effect from the Appointed Date, since the transaction involves entities which are ultimately controlled by the same parties before and after the transaction, for the purpose of accounting and dealing with the value of assets and liabilities of the Transferor Company, the Transferee Company shall account for the amalgamation in accordance with 'Pooling of Interest Method' laid down in Appendix C 'Business Combinations of entities under common control' of Ind AS - 103 'Business Combinations' notified under the provisions of the 2013 Act, read along with relevant rules framed thereunder and other applicable accounting standards.

13.2 The Transferee Company shall record the assets, liabilities and reserves relating to the Transferor Company vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Company on the close of business hours on 31st day of March, 2020.

13.3 The identity of the reserves of the Transferor Company, if any, shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form and manner in which they appeared in the financial statements of the Transferor Company.

13.4 The investment made in the Share Capital of the Transferor Company held by the Transferee Company shall stand cancelled. The difference, if any, arising between the investments directly held by the Transferee Company and assets, liabilities and reserves of the Transferor Company shall be accounted based on the accounting principles prescribed under Ind AS - 103, i.e. shall be transferred to the Capital Reserve.

13.5 The amount of any inter-company balance/ amounts between the Transferor Company and Transferee Company, appearing in the books of account of the Transferee Company, shall stand cancelled. In case of any differences in the accounting policies between the Transferee Company and the Transferor Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position on the basis of consistent accounting policies.

PART III

GENERAL TERMS AND CONDITIONS

14. CONSEQUENTIAL MATTERS RELATING TO TAX AND COMPLIANCE WITH LAW

14.1 This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, including section 2(1B), Section 47 and other relevant sections of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such ame¬ndments as may become necessary shall vest with the Board of Directors of the Transferor Company and the Transferee Company, which power shall be exercised reasonably in the best interest of the company concerned.

44

14.2 Upon approval of this Scheme by the Tribunal, all taxes / cess / duties payable by or on behalf of the Transferor Company up to the Appointed Date and onwards including all or any refunds and claims, including refunds or claims pending with the revenue authorities for all purposes, be treated as the tax / cess / duty, liabilities or refunds and claims of the Transferee Company.

14.3 It is clarified that the entire taxes, including but not limited to prepaid taxes being tax deducted at source (TDS)/advance tax, MAT credits including the unutilized MAT credit upto the Appointed Date (1st April, 2020), if any, and also self-assessment taxes, if any, paid by the Transferor Company under the Income Tax Act, 1961 or any other statute in respect of income of the Transferee Company assessable for the period commencing on Appointed date (1st April, 2020), shall be deemed to be the taxes paid by the Transferee Company and credit for such taxes shall be allowed to the Transferee Company notwithstanding that certificates or challans or orders for such taxes are in the name of the Transferor Company and not in the name of the Transferee Company.

14.4 Upon approval of this Scheme by the Tribunal, the Transferee Company is expressly permitted to revise its income-tax returns, excise & CENVAT returns, service tax returns, other tax returns including GST and to restore as input credit of service tax/GST including IGST input tax credit, CGST input tax credit and SGST input tax credit for the registrations of the Transferor Company, in all the states adjusted earlier or claim refunds / credits.

14.5 The Transferee Company is also expressly permitted to claim refunds, credits, restoration of input CENVAT credit, GST including IGST input tax credit, CGST input tax credit and SGST input tax credit for the registrations of the Transferor Company, in all the states and tax deduction in respect of nullifying of any transaction between or amongst the Transferor Company and Transferee Company as the case may be.

14.6 In accordance with the CENVAT Credit Rules framed under Central Excise Act, 1944, as are prevalent on the Date of approval of this Scheme by the Tribunal, the unutilised credits relating to excise duties paid on inputs / capital goods / input services lying in the accounts of the undertaking of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilised credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilised credits against the excise duty / service tax payable by it.

14.7 Upon approval of this Scheme by the Tribunal, the Transferee Company is expressly permitted to revise its financial statements to give effect to the amalgamation of the Transferor Company pursuant to the provisions of the Scheme.

15. SCHEME CONDITIONAL ON APPROVAL / SANCTIONS

15.1 The Scheme is conditional upon and subject to:

(a) Approval by requisite majority of the members and creditors of Transferor Company and Transferee Company as may be directed by the NCLT either by way of convening a meeting or by way of a dispensation on production of consent affidavits or no-objection certificates;

(b) Approval of the scheme by relevant regulatory authorities;

(c) Sanction of the Scheme by the NCLT;

(d) Certified copies of the orders of the NCLT, sanctioning the Scheme being filed with the Registrar of Companies.

15.2 In the event of this Scheme failing to take effect finally, this Scheme shall become null and void and in that case no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the parties or their shareholders or creditors or employees or any other person.

45

15.3 If any part of this Scheme is invalid, ruled illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the parties 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 any party, in which case the Board of Directors of the companies involved in the Scheme 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.

16. APPLICATION TO THE NCLT

16.1 The Transferor Company and the Transferee Company shall, with all reasonable dispatch, make and file applications/petitions jointly to the NCLT, under Sections 230 to 232 of the 2013 Act and other applicable provisions of the 2013 Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the classes of their respective members and / or creditors and for sanctioning this Scheme, with such modifications as may be approved by the NCLT.

16.1 Upon this Scheme being approved by the requisite majority of the respective members and creditors of the Transferor Company and the Transferee Company, (as may be directed by the NCLT in the manner specified under clause 16.1) the said Companies shall, with all reasonable dispatch, apply to the NCLT, for sanction of this Scheme under Sections 230 to 232 of the 2013 Act and other applicable provisions of the 2013 Act, and for such other order or orders, as the said NCLT may deem fit for carrying this Scheme into effect.

16.2 Upon approval of this Scheme by the Tribunal, the shareholders of the Transferor Company and the Transferee Company shall be deemed to have also accorded their approval under all relevant provisions of the 2013 Act for giving effect to the provisions contained in this Scheme.

17. COMPLIANCE WITH SEBI REGULATIONS:

17.1 Since the present Scheme solely provides for amalgamation of the wholly owned subsidiary with its parent company, no formal approval, is required from the Stock Exchanges or Securities and Exchange Board of India ('SEBI') for the Scheme, in terms of provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2017, and SEBI Circular No. CFD/DIL3/CIR/2017/21, dated 10th March, 2017, and Circular No. CFD/DIL3/CIR/2018/2, dated January 03, 2018, and other applicable provisions, if any.

17.2 In terms of the SEBI Regulations, the present Scheme of Amalgamation is only required to be filed with BSE and NSE (the Stock Exchanges where the Transferee Company is listed) for the purpose of disclosure and dissemination on its website.

17.3 The Transferee Company will comply with the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, SEBI Regulations, SEBI Circulars and other applicable provisions, if any, in connection with the Scheme and other connected matters.

18. MODIFICATIONS / AMENDMENTS TO THE SCHEME

18.1 The Transferor Company and Transferee Company represented by their respective Board of Directors, may make and / or consent to any modifications / amendments to the Scheme or to any conditions or limitations that the NCLT or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors).

18.2 The Transferor Company either individually or together, and the Transferee Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the NCLT or any other authority or any bank or financial institution is unacceptable to them or otherwise if so mutually agreed.

46

18.3 The Transferor Company and Transferee Company by their respective Board of Directors shall be authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or order of any other authority or otherwise however arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith.

19. EFFECT OF NON-RECEIPT OF APPROVALS/ SANCTIONS

In the event of any of the said sanctions/approvals not being obtained and / or the Scheme not being sanctioned by the NCLT, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

20. COST, CHARGES, AND EXPENSES

All costs, charges, fees, taxes including duties (including the stamp duty and/or transfer charges, if any, applicable in relation to this Scheme), levied and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the terms and conditions of this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company. The Transferee Company shall be eligible for deduction of expenditure incurred as per section 35DD of the Income-tax Act, 1961.

(47)

SCHEDULE OF PROPERTY

Building admeasuring 18250 square meters situated at Survey nos. 269,271,272, Sullurpeta to B.N.Kandriga Road, Varadaiahpalem Mandal, Kuvvakolli Village, Chittoor, Andhra Pradesh, 517645

CCL PRODUCTS INDIA LIMITED HYDERABAD

Kris Lu

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL AMARAVATI BENCH AT HYDERABAD

C.A. (CAA) NO.1/230/AMR/2021

IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION

BETWEEN

CCL BEVERAGES PRIVATE LIMITED ('TRANSFEROR COMPANY')
AND
CCL PRODUCTS (INDIA) LIMITED ('TRANSFEREE COMPANY')
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL PRODUCTS (INDIA) LIMITED, a Company incorporated under the provisions of Companies Act, 1956, bearing CIN: L15110AP1961PLC000874 and having its registered office situated at Duggirala, Guntur, AP 522330, India represented by its Company Secretary, SrideviDasari email: companysecretary@continental.coffee, Ph: 04023732455

....Applicant / Transferee Company

AFFIDAVIT - REPORT BY CHAIRPERSON FOR EQUITY SHAREHOLDERS

Filed on: 16.04.2021

Filed by: J. Basava Raju
Chairperson appointed for the meeting for Equity Shareholders
Flat No. 303, Sumitra Mansion,
H. No. 6-3-609/13 /1,
Anand Nagar Colony,
Khairatabad, Hyderabad - 500 004.

NOTARY
S. BHASKAR
GOVT. OF INDIA

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
AMARAVATI BENCH AT HYDERABAD
CA (CAA) NO.1/230/AMR/2021
IN THE MATTER OF COMPANIES ACT, 2013
IN THE MATTER OF SECTION 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
CCL BEVERAGES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND
CCL PRODUCTS (INDIA) LIMITED
(TRANSFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL PRODUCTS (INDIA) LIMITED

.....APPLICANT/TRANSFEREE COMPANY

RUNNING INDEX

Date: 16.04.2021
Place: Hyderabad

1

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
AMARAVATI BENCH AT HYDERABAD
C.A. (CAA) NO.1/230/AMR/2021
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
CCL BEVERAGES PRIVATE LIMITED
('TRANSFEROR COMPANY')
AND
CCL PRODUCTS (INDIA) LIMITED
('TRANSFEREE COMPANY')
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL PRODUCTS (INDIA) LIMITED, a Company incorporated under the provisions of Companies Act, 1956, bearing CIN: L15110AP1961PLC000874 and having its registered office situated at Duggirala, Guntur, AP 522330, India represented by its Company Secretary, Sridevi Dasari email: companysecretary@continental.coffee, Ph: 04023732455

....Applicant / Transferee Company

AFFIDAVIT - REPORT BY CHAIRPERSON FOR TRADE / SUNDRY CREDITORS

I, J. Basava Raju, S/o Late Shri J. V. Subba Raju aged about 54 years, Advocate, appointed as Chairperson by the Hon'ble National Company Law Tribunal, Amaravathi Bench at Hyderabad, by an order dated 26th February 2021, to convene a meeting of the Trade/ Sundry Creditors of CCL PRODUCTS (INDIA) LIMITED (hereinafter referred to as the Applicant Company) on Saturday, the 10thday of February 2021, at 12:30 P.M. (IST)through video conferencing ("VC") / other audio visual means ("OAVM")and as such I am well acquainted with the facts of the case and state as below :

1. That as per the order of the Hon'ble Tribunal dated 26th day of February, 2021, the notices with regard to the meeting of the Trade /Sundry Creditors of the Applicant Company were sent to 276 (Two Hundred and Seventy Six) Trade / Sundry Creditors through email through M/s Venture Capital and Corporate Investments Private Limited and 4 (Four Only) Trade Creditors through DTDC Courier on 08.03.2021 whose names are maintained by the Applicant Company.

2. That as per the order of the Hon'ble Tribunal dated 26thday of February, 2021, a paper advertisement with regard to the date and time of the meeting of the Trade / Sundry Creditors of the Applicant Company was carried out in accordance with Rule 7 of Companies (Compromises, Arrangements And Amalgamations) Rules, 2016, in the

2

Financial Express, Hyderabad District edition and in Andhra Prabha, Hyderabad District Edition both having circulation in the state of Telangana and Andhra Pradesh on 09.03.2021.

3. It is submitted that as per the direction of the Hon'ble Tribunal the meeting was conducted through Video Conference. The said meeting was attended by 28 (Twenty Eight) Trade / Sundry Creditors in person and through their authorised representatives, who voted at the Meeting through E Voting, to whom the Applicant Company owes an amount of Rs. 31,57,90,679/- (Rupees Thirty One Crores Fifty Seven Lakhs Ninety Thousand Six Hundred And Seventy Nine Only/-). Further, 39 Creditors cast their vote through remote e-voting to whom the Applicant Company owes an amount of Rs. 13,16,10,462/- (Rupees Thirteen Crores Sixteen Lakhs Ten Thousand Four Hundred And Sixty Two Only/-). Thus, in aggregate 67 Creditors had cast their vote, to whom the Applicant Company owes an amount of Rs.44,74,01,141/-constituting 84.67% of the total amount due by the Applicant Company to its Trade / Sundry Creditors as on 31st day of January, 2020 and hence the quorum prescribed under Section 103 of the Companies, Act 2013, (ie) 15 (Fifteen) Creditors, either in person or through authorised representative or through proxy, by this Hon'ble Tribunal for the purpose of proper constitution of the meeting of the Trade / Sundry Creditors of the Applicant Company was present.For the purpose of the meeting, Central Depository Services (India) Limited ("CDSL") provided the necessary facility for attending the meeting through Video Conference and voting through electronic means.

4. The Scheme of Amalgamation between CCL Beverages Private Limited('the Transferor Company') and CCL Products (India) Limited('the Transferee Company') and their respective shareholders& Creditors was taken as read with the permission of the Trade/Sundry Creditors present at the meeting and explained briefly by Ms. Sridevi, Company Secretary of the Company at the meeting and the question submitted to the said meeting was whether the Trade / Sundry Creditors of the Applicant Company approve the Scheme of Amalgamation as submitted to the meeting and agree thereto.

5. The Trade / Sundry Creditors of the Applicant Company were of the opinion that the Scheme of Amalgamation between CCL Beverages Private Limited('the Transferor Company') and CCL Products (India) Limited('the Transferee Company') and their respective shareholders& Creditors should be approved as submitted to the meeting without any modifications and have agreed to and passed the following resolution unanimously:-

NOTARY
S. BHASKAR
Regd. No. 7265
GOVT. OF INDIA

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of the Companies(Compromises, Arrangements and Amalgamation) Rules, 2016 and the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Hon'ble National Company law Tribunal, Amaravati Bench, (NCLT) or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft "Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors" ("Scheme"), providing for amalgamation of CCL Beverages Private Limited (Transferor Company) with the Company on a going concern basis with effect from 01.04.2020 (First Day of April, Two Thousand and Twenty) being the Appointed Date, as placed before the meeting and initiated by the chairman for the purpose of identification, be and is hereby approved."

"RESOLVED FURTHER THAT the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Amaravati Bench, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper".

6. A combined total of 67 Trade / Sundry Creditors voted on the resolution by way of remote e voting as well as e voting at the Meeting. Out of the said 67 Trade / Sundry Creditors, 28 attended and participated in the Meeting through Video Conference /

NOTARY S. BHASKAR Hyd-82. Telangana Regd. No: 7265 GOVT. OF INDIA

4

Other audio visual means. The said 67 Trade / Sundry Creditors had outstanding unsecured liabilities amounting to Rs. 44,74,01,141/- as on 31st January, 2021.

- The Company provided remote e-voting facility o its Trade / Sundry Creditors to vote on the Resolution, which commenced at 9.00 A.M. on Wednesday, 7th April, 2021 and closed at 5.00 P.M. on Friday, 9th April, 2021. Further the e-voting facility was also made available to Trade / Sundry Creditors who did not cast their vote through remote e-voting.

- Trade / Sundry Creditors, who were present in the Meeting through VC/OAVM facility and did not cast their vote on the resolution through remote e-Voting and otherwise not barred from doing so, voted through e-voting system available during the Meeting

7. (A) It is submitted that the Hon'ble Tribunal appointed Smt. N. Vara Lakshmi, PCS as scrutinizer of the said meeting. Based on the report given by the Scrutinizer the detailed result of the voting of the Trade Creditors who attended the meeting and also those who participated through remote e-voting for consideration of the proposed Scheme of Amalgamation is as follows:-

SL. NO.	NAME OF THE TRADE/ SUNDRY CREDITORS	ADDRESS OF THE TRADE/ SUNDRY CREDITORS	AMOUNT IN RS.
(1)	ACID INDIA LIMITED	NO 76-16, 299, GROUND FLOOR EKALAVYA NAGAR, BHAVANI PURAM VIJAYAWADA	948251.00
(2)	ADARSH SACKS PVT LTD	PLOT # 12/A, PHASE IV EXTN IDA JEEDIMETLA HYDERABAD 500055	825830.00
(3)	AGI GLASPAC	GLASS FACTORY ROAD, OFF MOTINAGAR, POST BOX NO 1930, SANATHNAGA HYDERABAD 500018	59004.00
(4)	AIRA FLOW VALVE AUTOMATION	5-1-520, SHOP NO.1and2, RANIGUNJ, SECUNDERAB 500 00	134564.00
(5)	AJ PACKAGING LTD	PLOT NO : 120, C.I.E. GANDHI NAGAR HYDERABAD 500011	14069543.00
(6)	ARMSTRONG INTERNATIONAL PVT LTD	MAHINDRA WORLD CITY ANJUR CHENGALPAT 603002	1145192.00
(7)	ASMA ENTERPRISES	5-1-530/8/A, 1ST FLOOR, MIRZA COMPLEX, HILL STREET SECUNDERAB-500003	328922.00
(8)	BLUE OCEAN BIOTECH PVT LTD	D.NO.4-325, POST BOX NO.27, PEDDAPURAM MANDAL G.RAGAMPET SAMALKOT 533440	5099062.00
(9)	BUSCH VACUUM INDIA PVT LTD	PLOT #102-103,SECTOR 5 IMT MANESAR, GURGAON HARYANA 122050	483532.00
(10)	C.N.COFFEE TRADING CO	NEAR MADIINA MASJID SHARIEFF STREET, CHIKKAMAGALURU-577 10	1488617.00

NOTARY S. BHASKAR Punjagutta, Hyd-82, Telangana Regd. No: 7265 GOVT. OF INDIA

5

(11)	CARGO PARTNER LOGISTICS INDIA PVT LTD	SHRI PRASHANTI SAI TOWERS PLOT #68 IN HYDERABAD 500082	6128657.00
(12)	COASTAL PACKAGINGS	6-4-6, ARUNDELPET 4/5 GUNTUR GUNTUR 37	3087263.00
(13)	CONTINENTAL COFFEE PVT LTD	MAHATMA GANDHI AUTO NAGAR TENALI, GU 522201	220897.00
(14)	CORAL PRINT PACK PVT LTD	PLOT NO.45 and 46 PHASE V, IDA CHERLAPALLY, MEDCHAL HYDERABAD 500051	1099573.00
(15)	DAKSHIN PLASTICS PVT LTD	PLOT NO.21/PART, PHASE-III I.D.A. JEEDIMETLA HYDERABAD 500055	5157471.00
(16)	DARSHAN FLEXIBLES PVT LTD	NO-268A, HEBBAL INDUSTRIAL AREA, MYSORE 570016	1554189.00
(17)	DHL LOGISTICS PVT LTD	REGAUS BUSINESS CENTER,403, 4TH FLOOR, NAGA CHAMBER RAMNAG WALTAIR MAIN ROAD VISHAKAPAT	5817197.00
(18)	DOMINO PRINTECH INDIA LLP	PLOT NO.117, SECTOR-8 IMT MANESAR GURUGRAM, 122 05	1089114.00
(19)	E and E ENTERPRISES	102, 1-1-191/A, 1ST FLOOR, SWARNA SAI COMPLEX CHIKKADPALLY HYDERABAD 500020	82927.00
(20)	FAR N PAR (INDIA) PRIVATE LTD	NEW NO 60, LINGHI CHETTY STREET CHENNAI 600001	1492837.00
(21)	FLAVOURTECH PTY LTD	LENEHAN ROAD, BOX 413, GRIFFITH, NSW 2680 AUSTRALIA	36188791.00
(22)	G.UPENDRA ANAND	upendraanand@gmail.com	35508.00
(23)	GC PRINT "N" PACK	7-1-461, OPP : GURUDWARA AMEERPET HYDERABAD 500 01	844997.00
(24)	GEA WESTFALIA SEPARATOR GROUP GMBH	WERNER-HABIG-STRABE 1, D-59302 OELDE, (F.R.GERMANY)	756523.00
(25)	GEA WESTFALIA SEPARATOR INDIA PVT LTD	Yogesh.ds@gea.com	1753129.00
(26)	GOWTHAM TRADERS	4-2-101,USMANSAHEB PET, NEAR RAGHAVA HIGH SCHOOL, NELLORE 524002	1928470.00
(27)	GRACE TRAVELS PVT. LTD	164 and 165, A BLOCK, BABUKHAN ESTAT BASHEERBAGH HYDERABAD 500 00	384239.00
(28)	GREEN COMMODITIES	THATHANAHALLI GATE BM ROAD PERIYAPTNA MADIKERI MYSORE 571 20	3602700.00
(29)	HILL TO CUP	NEXT TO CONTRACTORS BUILDING CHIKMAGALU 577 10	4413308.00
(30)	HSIL LIMITED	P.B.NO.1930, SANATHNAGAR HYDERABAD 500 01	8704748.00
(31)	HUHTAMAKI INDIA LIMITED	PLOT NO 155,154,32 AND PART 31, BOMMASANDRA JIGANI LINK ROAD, BENGALURU 560105	3559095.00
(32)	I T C LIMITED	KUDLUR KUSHALNAGA 571 23	3662745.00
(33)	INDIA TIN INDUSTRIES PRIVATE LIMITED	Old Madras Road, BANGALORE 560016	19477031.00
(34)	J S A FORWAARDERS	OLD NO.28, NELSON MANICKAM ROAD CHENNAI 600 02	1433348.00

NOTARY
S. BHASKAR
Punjagutta, Hyd-82, Telangana
Regd. No: 7265
GOVT. OF INDIA

6

(35)	JIVA INTERNATIONAL PTE LTD	171 CHIN SWEE ROAD, # 02-02 CES CENTER, SINGAPORE 169877	13553277.00
(36)	JUPITER FOOD PRODUCTS (I) PVT LTD	C-14, INDUSTRIAL ESTATE, ETAH U.P. ETAH 207001	742659.00
(37)	K.BALAJI	# 2, GROUND FLOOR, 29TH A CRFOSS JAYANAGAR BANGALORE 560 08	535238.00
(38)	LIVIA POLYMER BOTTLES PVT LTD	MANDAIYUR SALAI PUDUKKOTTAI DIST MANDAIYUR 622515	1412524.00
(39)	MADISON COMMUNICATIONS PVT LTD.	801,8 TH FLOOR,THE ESTATE DICKENSON ROAD, BANGALORE 560042	32331421.00
(40)	MOHAN MARKETING ASSOCIATES	sales@mohanmarketing.com	17271.00
(41)	MUDREMANE COFFEE CURERS	SAKALESHPURA ROAD MUDIGERE CHIKMAGALU 577 13	10097568.00
(42)	NICHROME INDIA LTD	hyderabad@nichrome.com	827234.00
(43)	NIVEE METAL PRODUCTS PVT LTD	# 5-2-264, OPP: GOVT SCHOOL,HYDERBASTI, Secunderabad	355812.00
(44)	OLAM AGRO INDIA PRIVATE LTD	60/61, 1ST FLOOR, KIDBA INDUSTRIAL AREA, KUDLUR KUSHALNAGA 571234	2802100.00
(45)	OPULENCE INTERNATIONAL LIMITED	C/O ALLIANCE TRUST CO (MAURITIUS) LIMITED LEVEL 2, RAFFLES TOWER CYBERCITY EBEN REPUBLIC O	199184726.00
(46)	PARAN POLYMERS (P) LTD	PLOT NO.77/A, IDA, PHASE-III, PATANCHERU	1918938.00
(47)	PREMIUM POLYMERS LTD	E-21, KAVI NAGAR INDUSTRIAL AREA, GHAZIABAD UTTAR PRAD	1578509.00
(48)	PRINTERS DEN PACKAGING	lalitha@printersdenpackaging.com	862877.00
(49)	PROBAT KAAPI (INDIA) PRIVATE LIMITED	GROUND FLOOR, PEENYA INDUSTRIAL AREA BANGALORE 560058	266436.00
(50)	PROBAT LEOGAP (IND.E.COM.DE MAQUINAS LTDA)	RUA PROF.ALGACYR MUNHOZ MADER 2.200-CIC, 81310-020 CURITIBA - PR BRASIL	7301039.00
(51)	RANGOON MILLS STORES	2101, 4-3-76, HILL STREET RANIGUNJ SECUNDERABAD 500 00	223682.00
(52)	REVOLVE ENGINEERS	7-1-282C/1/52/C/1/52/C LINGAIAH NAGAR, BALKAMPET, HYDERABAD 500 01	377799.00
(53)	ROYAL BALAJI COFFEE CO.,	CHIKMAGALU 577101	3692769.00
(54)	SAMSON CONTROLS PVT LTD	D-281, MIDC RANJANGAON TAL SHIRUR PUNE 412 22	830023.00
(55)	SHANKARA ENGINEERING WORKS	PLOT NO.211, MLA and MP`S COLONY ROAD NO.10C, JUBILEE HILLS HYDERABAD 500 033	624231.00
(56)	SRI BALAJI CHEMICALS	6/408, KAMSALI STREET STONEHOUSEPET NELLORE NELLORE2	1402195.00
(57)	SRI KRISHNA MINERALS	#19-3-2/G4/J1, KAIKALACHERUVU NEAR AMBEDKAR LAW COLLEGE TIRUPATI 517501	2622511.00

NOTARY GOVT. OF INDIA

7

(58)	SRI SAI TRANSPORT	# 3, ANDHRA COLONY, RING ROAD, MAHADEVAPURA, BANGALORE 560 04	96130.00
(59)	SRI SHIRDI SAI SECURITY SERVICES	5TH FLOOR, SRI MALLAKA ENCLAVE NEAR SBI, TADEPALLI GUNTUR 522 50	177546.00
(60)	STACKWELL PACKAGING	PLOT NO.129A, PHASE III IDA PASHAMYLARAM, MEDAK TELANGANA 502 30	17059274.00
(61)	SUPER OLEFINS PRIVATE LIMITED	D-160, PHASE - III, IDA JEEDIMETLA HYDERABAD 500 05	770775.00
(62)	TECHNO ASSOCIATES	4-3-104 TO 108, HILL STREET OLD BHOIGUDA, SEC-BAD SECUNDERAB 500 00	102753.00
(63)	THAPONISHTA CONSTRUCTION	177-19-11/1, MOTUPALLI VARI STREET BHIMAVARAM BHIMAVARAM 534201	616496.00
(64)	TOTAL OIL INDIA PVT LIMITED	131/1A1AB2A1A1,PUZHUTHIVAKKAM KANCHEEPURAM TAMILNADU 603303	5667974.00
(65)	UFLEX LIMITED	A-2, SECTOR-60 NOIDA 201301	1279800.00
(66)	VENKATESWARA AGGREGATES MINING PVT LTD	D.NO.40-13-5, 4TH FLOOR, SRIRAMACHANDRA COMPLEX BENZ CIRCLE, VIJAYAWADA 520 010	408568.00
(67)	VON AUTOMATION	# 12-21, P&T COLONY, DILSUKH NAGAR, HYDERABAD 500060	603712.00
		TOTAL	44,74,01,141.00

(B) E- Voting Result:

Total number of Trade/ Sundry Creditors who voted either by way of remote e voting or e voting during the Meeting	67
Total outstanding amount pertaining to the Trade/ Sundry Creditors who voted either by way of remote e voting or e voting during the Meeting	44,74,01,141
Total number of Trade/ Sundry Creditors present in person or by authorised representative who cast their vote at the meeting through E-Voting	28
Total value of votes cast by them through E- Voting (outstanding amount)	31,57,90,679

(C) Voted in favour of the Resolution:

Remote e -voting

Number of Trade/ Sundry Creditors voted	Percentage of Total Number of Trade/ Sundry Creditors voted	Number of votes cast by them (outstanding amount)	Percentage of Number of votes cast by them (outstanding amount)
39	58.21	13,16,10,462	29.42

E-voting at the Meeting

Number of Trade/ Sundry Creditors present and voting (in person or by authorised representative)	Percentage of total Number of Trade/ Sundry Creditors voted	Number of votes cast by them (outstanding amount)	Percentage of Number of votes cast by them (outstanding amount)
28	41.79	31,57,90,679	70.58

NOTARY
GOVT. OF INDIA
S. BHASKAR
Regd. No. 7265

(8)

(D) Voted against the Resolution : NIL

Number of Trade/ Sundry Creditors present and voting (in person or by authorised representative)	Percentage of total Number of Trade/ Sundry Creditors voted	Number of vote cast by them (outstanding amount)	Percentage of Number of votes cast by them (outstanding amount)
0	0	0	0

(E) Invalid / Abstain Votes :

Total number of Trade/ Sundry Creditors (in person or by authorised representative) whose votes were declared invalid	Total Amount due to Trade/ Sundry Creditors
0	0

8. Hence from the above result of the Tribunal convened meeting of the Trade / Sundry Creditors of the Applicant Company, I report to this Tribunal that the resolution proposed for approval of the Scheme of Amalgamation between CCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors was approved unanimously by the Trade / Sundry Creditors of the Applicant Company without any modifications.

9. I am enclosing herewith the Scrutinizer's Report and a copy of the Scheme of Amalgamation betweenCCL Beverages Private Limited (Transferor Company) and CCL Products (India) Limited (Transferee Company) and their respective Shareholders and Creditors as approved by the Trade / Sundry Creditors.

Sworn and signed before me
on 16th day of April, 2021,
at Hyderabad

J. BASAVA RAJU
CHAIR PERSON APPOINTED
FOR THE MEETING

ATTESTED
S. BHASKAR B.A., LL.B
ADVOCATE & NOTARY
H. No: 6-3-392, Punjagutta,
Behind Police Station
Hyderabad - 82, Telangana, India
Phone : 9392535629

NOTARY GOVT. OF INDIA
NOTARIAL

16 APR 2021

 "Annexure-1" (9)

Varalakshmi Narala
Practicing Company Secretary,
Insolvency Professional & Registered Valuer

vara10acs@gmail.com
+91 90009374[illegible]

SCRUTINIZER'S REPORT

To
Mr. J. Basavaraju,
The Chairperson Appointed by the Hon'ble National Company Law Tribunal,
Amaravati Bench at Hyderabad, for the meeting of the Trade / Sundry Creditors of
CCL PRODUCTS (INDIA) LIMITED

Dear Sir,

Sub: Report on E- Voting conducted for the Tribunal Convened Meeting of Trade / Sundry Creditors of CCL Products (India) Limited on 10th day of April, 2021 held through Video Conferencing / Other Audio Visual means.

I, Narala Varalakshmi, Practicing Company Secretary, appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Amaravati Bench at Hyderabad vide its order dated 26th Day of February, 2021, in C.A. (CAA) NO.1/230/AMR/2021 for the purpose of scrutinizing e-voting of the Meeting of the Trade / Sundry Creditors of **CCL Products (India) Limited** on 10th day of April, 2021 at 12:30 P.M. through Video Conferencing / Other Audio Visual means, on the resolution seeking approval of Trade / Sundry Creditors of the Company for the proposed Scheme of Amalgamation between CCL Beverages Private Limited ('the Transferor Company') and CCL Products (India) Limited ('the Transferee Company') and their respective shareholders and Creditors in terms of the notice dated 06th day of March, 2021 convening the meeting (the "Resolution").

I hereby submit my report as under:

1) ***CUT-OFF DATE***

Notices were issued to Trade / Sundry Creditors whose names appeared in the books of the Company as on 31st January, 2021 and voting rights were reckoned as on that date, being the cut-off date for the purpose of deciding the entitlements of Trade / Sundry Creditors to vote through e-voting.

N. VARALAKSHMI
Company Secretary
ACS No: 6999
COP No: 20197

H.No. 1-8-588/29/A, Acchai Nagar
Adj to RTC Kalyanamandapam, Baglingampally, Hyderabad - 500 044

Varalakshmi Narala
Practicing Company Secretary,
Insolvency Professional & Registered Valuer

vara10acs@gmail.com
+91 9000987444

2) *E-VOTING*:

2.1 Agency:

The Company appointed Central Depository Services (India) Limited ("CDSL") as the authorized e-Voting agency for providing the e-voting platform, i.e, remote e -voting as well as e - voting at the Meeting.

2.2 Attendance & Voting

A combined total of 67 Trade / Sundry Creditors voted on the resolution by way of remote e voting as well as e voting at the Meeting. Out of the said 67 Trade / Sundry Creditors, 28 attended and participated in the Meeting through Video Conference / Other audio visual means. The said 67 Trade / Sundry Creditors had outstanding unsecured liabilities amounting to Rs. 44,74,01,141/- as on 31st January, 2021.

2.3 Remote E-voting and E-voting at the Meeting:

- The Company provided remote e-voting facility to its Trade / Sundry Creditors to vote on the Resolution, which commenced at 9.00 A.M. on Wednesday, 7th April, 2021 and closed at 5.00 P.M. on Friday, 9th April, 2021. Further the e-voting facility was also made available to Trade / Sundry Creditors who did not cast their vote through remote e-voting.
- Trade / Sundry Creditors, who were present in the Meeting through VC/OAVM facility and did not cast their vote on the resolution through remote e-Voting and otherwise not barred from doing so, voted through e-voting system available during the Meeting

2.4 Counting Process:

- On completion of voting at the meeting, CDSL provided us with the i) list containing particulars of Trade / Sundry Creditors who voted through remote e -voting and ii) list containing particulars of Trade / Sundry Creditors present in the Meeting, in person or through authorised representative, and voted thereat through e -voting. The said data was downloaded by me in the presence of two witness, Mr.Vikas Sirohiya, a PCS and Mr. K. Bharath Kumar, both residents of Hyderabad.

1. Vikas Sirohiya 2. K. Bharath Kumar

H.No. 1-8-588/29/A, Acchai Nagar
Adj to RTC Kalyanamandapam, Baglingampally, Hyderabad - 500 044

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

Varalakshmi Narala
Practicing Company Secretary,
Insolvency Professional & Registered Valuer

vara10acs@gmail.com
+91 9000987444

- Votes were reconciled with the records maintained by the Company.

2.5 E- Voting Result:

Total number of Trade/ Sundry Creditors who voted either by way of remote e voting or e voting during the Meeting	67
Total outstanding amount pertaining to the Trade/ Sundry Creditors who voted either by way of remote e voting or e voting during the Meeting	44,74,01,141
Total number of Trade/ Sundry Creditors present in person or by authorised representative who cast their vote at the meeting through E-Voting	28
Total value of votes cast by them through E- Voting (outstanding amount)	31,57,90,679

a) Voted in favour of the Resolution:

Remote e -voting

Number of Trade/ Sundry Creditors voted	Percentage of Total Number of Trade/ Sundry Creditors voted	Number of votes cast by them (outstanding amount)	Percentage of Number of votes cast by them (outstanding amount)
39	58.21	13,16,10,462	29.42

E-voting at the Meeting

Number of Trade/ Sundry Creditors present and voting (in person or by authorised representative)	Percentage of total Number of Trade/ Sundry Creditors voted	Number of votes cast by them (outstanding amount)	Percentage of Number of votes cast by them (outstanding amount)
28	41.79	31,57,90,679	70.58

H.No. 1-8-588/29/A, Acchai Nagar
Adj to RTC Kalyanamandapam, Baglingampally, Hyderabad - 500 044

N. VARALAKSHMI
Company Secretary
FCS No: 6099
COP No: 20197

(12)

Varalakshmi Narala
Practicing Company Secretary,
Insolvency Professional & Registered Valuer

vara10acs@gmail.com
+91 9000987444

b) **Voted against the Resolution : NIL**

Number of Trade/ Sundry Creditors present and voting (in person or by authorised representative)	Percentage of total Number of Trade/ Sundry Creditors voted	Number of vote cast by them (outstanding amount)	Percentage of Number of votes cast by them (outstanding amount)
0	0	0	0

c) **Invalid / Abstain Votes :**

Total number of Trade/ Sundry Creditors (in person or by authorised representative) whose votes were declared invalid	Total Amount due to Trade/ Sundry Creditors
0	0

2.6 Based on the foregoing, the Resolution as proposed in the Notice of the Tribunal Convened Meeting stands duly approved unanimously on the date of the Meeting of Trade / Sundry Creditors of the Company i.e., 10th day of April, 2021, thus satisfying the requirement of majority of Trade / Sundry Creditors (including authorised representative) exercising voting rights representing three-fourths in value held by them and voted in favor through e-voting.

2.7 A list of Trade / Sundry Creditors who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed as **Annexure I.**

2.8 The electronic data files pertaining to e-voting are being handed over to the Company for safekeeping.

Thanking You,

Yours faithfully,

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

N. Varalakshmi,
Practicing Company Secretary,
CP No: 20197; M No: F6999
Hon'ble NCLT appointed Scrutinizer for the Meeting of the meeting of the Trade / Sundry Creditors of CCL PRODUCTS (INDIA) LIMITED
UDIN: F006999C000053320

Date: 11-04-2021
Place: Hyderabad

H.No. 1-8-588/29/A, Acchai Nagar
Adj to RTC Kalyanamandapam, Baglingampally, Hyderabad - 500 044

13

Annexure I

LIST OF TRADE / SUNDRY CREDITORS WHO VOTED "FOR", / "AGAINST"

1 LIST OF TRADE / SUNDRY CREDITORS WHO VOTED "FOR" (IN FAVOUR):

Sl. No.	Name	Address	Amount Due (Rs)
1	ACID INDIA LIMITED	NO 76-16, 299, GROUND FLOOR EKALAVYA NAGAR, BHAVANI PURAM VIJAYAWADA	948251.000
2	ADARSH SACKS PVT LTD	PLOT # 12/A, PHASE IV EXTN IDA JEEDIMETLA HYDERABAD 500055	825830.000
3	AGI GLASPAC	GLASS FACTORY ROAD, OFF MOTINAGAR, POST BOX NO 1930, SANATHNAGA HYDERABAD 500018	59004.000
4	AIRA FLOW VALVE AUTOMATION	5-1-520, SHOP NO.1and2, RANIGUNJ, SECUNDERAB 500 00	134564.000
5	AJ PACKAGING LTD	PLOT NO : 120, C.I.E. GANDHI NAGAR HYDERABAD 500011	14069543.000
6	ARMSTRONG INTERNATIONAL PVT LTD	MAHINDRA WORLD CITY ANJUR CHENGALPAT 603002	1145192.000
7	ASMA ENTERPRISES	5-1-530/8/A, 1ST FLOOR, MIRZA COMPLEX, HILL STREET SECUNDERAB-500003	328922.000
8	BLUE OCEAN BIOTECH PVT LTD	D.NO.4-325, POST BOX NO.27, PEDDAPURAM MANDAL G.RAGAMPET SAMALKOT 533440	5099062.000
9	BUSCH VACUUM INDIA PVT LTD	PLOT #102-103,SECTOR 5 IMT MANESAR, GURGAON HARYANA 122050	483532.000
10	C.N.COFFEE TRADING CO	NEAR MADIINA MASJID SHARIEFF STREET, CHIKKAMAGALURU-577 10	1488617.000
11	CARGO PARTNER LOGISTICS INDIA PVT LTD	SHRI PRASHANTI SAI TOWERS PLOT #68 IN HYDERABAD 500082	6128657.000
12	COASTAL PACKAGINGS	6-4-6, ARUNDELPET 4/5 GUNTUR GUNTUR 37	3087263.000
13	CONTINENTAL COFFEE PVT LTD	MAHATMA GANDHI AUTO NAGAR TENALI, GU 522201	220897.000
14	CORAL PRINT PACK PVT LTD	PLOT NO.45 and 46 PHASE V, IDA CHERLAPALLY, MEDCHAL HYDERABAD 500051	1099573.000
15	DAKSHIN PLASTICS PVT LTD	PLOT NO.21/PART, PHASE-III I.D.A. JEEDIMETLA HYDERABAD 500055	5157471.000
16	DARSHAN FLEXIBLES PVT LTD	NO-268A, HEBBAL INDUSTRIAL AREA, MYSORE 570016	1554189.000

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

Pg 1 of 4

(14)

17	DHL LOGISTICS PVT LTD	REGAUS BUSINESS CENTER,403, 4TH FLOOR, NAGA CHAMBER RAMNAG WALTAIR MAIN ROAD VISHAKAPAT	5817197.000
18	DOMINO PRINTECH INDIA LLP	PLOT NO.117, SECTOR-8 IMT MANESAR GURUGRAM, 122 05	1089114.000
19	E and E ENTERPRISES	102, 1-1-191/A, 1ST FLOOR, SWARNA SAI COMPLEX CHIKKADPALLY HYDERABAD 500020	82927.000
20	FAR N PAR (INDIA) PRIVATE LTD	NEW NO 60, LINGHI CHETTY STREET CHENNAI 600001	1492837.000
21	FLAVOURTECH PTY LTD	LENEHAN ROAD, BOX 413, GRIFFITH, NSW 2680 AUSTRALIA	36188791.000
22	G.UPENDRA ANAND	upendraanand@gmail.com	35508.000
23	GC PRINT "N" PACK	7-1-461, OPP : GURUDWARA AMEERPET HYDERABAD 500 01	844997.000
24	GEA WESTFALIA SEPARATOR GROUP GMBH	WERNER-HABIG-STRABE 1, D-59302 OELDE, (F.R.GERMANY)	756523.000
25	GEA WESTFALIA SEPARATOR INDIA PVT LTD	Yogesh.ds@gea.com	1753129.000
26	GOWTHAM TRADERS	4-2-101,USMANSAHEB PET, NEAR RAGHAVA HIGH SCHOOL, NELLORE 524002	1928470.000
27	GRACE TRAVELS PVT. LTD	164 and 165, A BLOCK, BABUKHAN ESTAT BASHEERBAGH HYDERABAD 500 00	384239.000
28	GREEN COMMODITIES	THATHANAHALLI GATE BM ROAD PERIYAPTNA MADIKERI MYSORE 571 20	3602700.000
29	HILL TO CUP	NEXT TO CONTRACTORS BUILDING CHIKMAGALU 577 10	4413308.000
30	.HSIL LIMITED	P.B.NO.1930, SANATHNAGAR HYDERABAD 500 01	8704748.000
31	HUHTAMAKI INDIA LIMITED	PLOT NO 155,154,32 AND PART 31, BOMMASANDRA JIGANI LINK ROAD, BENGALURU 560105	3559095.000
32	I T C LIMITED	KUDLUR KUSHALNAGA 571 23	3662745.000
33	INDIA TIN INDUSTRIES PRIVATE LIMITED	Old Madras Road, BANGALORE 560016	19477031.000
34	J S A FORWAARDERS	OLD NO.28, NELSON MANICKAM ROAD CHENNAI 600 02	1433348.000
35	JIVA INTERNATIONAL PTE LTD	171 CHIN SWEE ROAD, # 02-02 CES CENTER, SINGAPORE 169877	13553277.000
36	JUPITER FOOD PRODUCTS (I) PVT LTD	C-14, INDUSTRIAL ESTATE, ETAH U.P. ETAH 207001	742659.000
37	K.BALAJI	# 2, GROUND FLOOR, 29TH A CRFOSS JAYANAGAR BANGALORE 560 08	535238.000

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

Pg 294

15

38	LIVIA POLYMER BOTTLES PVT LTD	MANDAIYUR SALAI PUDUKKOTTAI DIST MANDAIYUR 622515	1412524.000
39	MADISON COMMUNICATIONS PVT LTD.	801,8 TH FLOOR,THE ESTATE DICKENSON ROAD, BANGALORE 560042	32331421.000
40	MOHAN MARKETING ASSOCIATES	sales@mohanmarketing.com	17271.000
41	MUDREMANE COFFEE CURERS	SAKALESHPURA ROAD MUDIGERE CHIKMAGALU 577 13	10097568.000
42	NICHROME INDIA LTD	hyderabad@nichrome.com	827234.000
43	NIVEE METAL PRODUCTS PVT LTD	# 5-2-264, OPP: GOVT SCHOOL,HYDERBASTI, Secunderabad	355812.000
44	OLAM AGRO INDIA PRIVATE LTD	60/61, 1ST FLOOR, KIDBA INDUSTRIAL AREA, KUDLUR KUSHALNAGA 571234	2802100.000
45	OPULENCE INTERNATIONAL LIMITED	C/O ALLIANCE TRUST CO (MAURITIUS) LIMITED LEVEL 2, RAFFLES TOWER CYBERCITY EBEN REPUBLIC O	199184726.000
46	PARAN POLYMERS (P) LTD	PLOT NO.77/A, IDA, PHASE-III, PATANCHERU	1918938.000
47	PREMIUM POLYMERS LTD	E-21, KAVI NAGAR INDUSTRIAL AREA, GHAZIABAD UTTAR PRAD	1578509.000
48	PRINTERS DEN PACKAGING	lalitha@printersdenpackaging.com	862877.000
49	PROBAT KAAPI (INDIA) PRIVATE LIMITED	GROUND FLOOR, PEENYA INDUSTRIAL AREA BANGALORE 560058	266436.000
50	PROBAT LEOGAP (IND.E.COM.DE MAQUINAS LTDA)	RUA PROF.ALGACYR MUNHOZ MADER 2.200-CIC, 81310-020 CURITIBA - PR BRASIL	7301039.000
51	RANGOON MILLS STORES	2101, 4-3-76, HILL STREET RANIGUNJ SECUNDERAB 500 00	223682.000
52	REVOLVE ENGINEERS	7-1-282C/1/52/C/1/52/C LINGAIAH NAGAR, BALKAMPET, HYDERABAD 500 01	377799.000
53	ROYAL BALAJI COFFEE CO.,	CHIKMAGALU 577101	3692769.000
54	SAMSON CONTROLS PVT LTD	D-281, MIDC RANJANGAON TAL SHIRUR PUNE 412 22	830023.000
55	SHANKARA ENGINEERING WORKS	PLOT NO.211, MLA and MP`S COLONY ROAD NO.10C, JUBILEE HILLS HYDERABAD 500 033	624231.000
56	SRI BALAJI CHEMICALS	6/408, KAMSALI STREET STONEHOUSEPET NELLORE NELLORE2	1402195.000
57	SRI KRISHNA MINERALS	#19-3-2/G4/J1, KAIKALACHERUVU NEAR AMBEDKAR LAW COLLEGE TIRUPATI 517501	2622511.000
58	SRI SAI TRANSPORT	# 3, ANDHRA COLONY, RING ROAD, MAHADEVAPURA, BANGALORE 560 04	96130.000

N. VARALAKSHMI
Company Secretary
FCS No: 6999
CoP No: 20197

Pg 39.4

(16)

59	SRI SHIRDI SAI SECURITY SERVICES	5TH FLOOR, SRI MALLAKA ENCLAVE NEAR SBI, TADEPALLI GUNTUR 522 50	177546.000
60	STACKWELL PACKAGING	PLOT NO.129A, PHASE III IDA PASHAMYLARAM, MEDAK TELANGANA 502 30	17059274.000
61	SUPER OLEFINS PRIVATE LIMITED	D-160, PHASE - III, IDA JEEDIMETLA HYDERABAD 500 05	770775.000
62	TECHNO ASSOCIATES	4-3-104 TO 108, HILL STREET OLD BHOIGUDA, SEC-BAD SECUNDERAB 500 00	102753.000
63	THAPONISHTA CONSTRUCTION	177-19-11/1, MOTUPALLI VARI STREET BHIMAVARAM BHIMAVARAM 534201	616496.000
64	TOTAL OIL INDIA PVT LIMITED	131/1A1AB2A1A1,PUZHUTHIVAKKAM KANCHEEPURAM TAMILNADU 603303	5667974.000
65	UFLEX LIMITED	A-2, SECTOR-60 NOIDA 201301	1279800.000
66	VENKATESWARA AGGREGATES MINING PVT LTD	D.NO.40-13-5, 4TH FLOOR, SRIRAMACHANDRA COMPLEX BENZ CIRCLE, VIJAYAWADA 520 010	408568.000
67	VON AUTOMATION	# 12-21, P&T COLONY, DILSUKH NAGAR, HYDERABAD 500060	603712.000
		TOTAL	**447401141.000**

N. VARALAKSHMI
Company Secretary
FCS No: 6999

N. VARALAKSHMI
Company Secretary
FCS No: 6999
COP No: 20197

Pg 494

SCHEME OF AMALGAMATION
UNDER SECTIONS
230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
BETWEEN
CCL BEVERAGES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND
CCL PRODUCTS (INDIA) LIMITED
(TRANSFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(A) PREAMBLE OF THE SCHEME

This Scheme of Amalgamation is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (to the extent applicable) for the Amalgamation of CCL Beverages Private Limited (Transferor Company) with CCL Products (India) Limited (Transferee Company).

The Scheme (as defined hereinafter) also provides for various other matters consequential to, or otherwise integrally connected with the above, as more specifically stated hereinafter.

(B) DESCRIPTION OF COMPANIES

1. CCL BEVERAGES PRIVATE LIMITED is a Company incorporated under the provisions of Companies Act, 2013, on 14.10.2019 (Fourteenth Day of October, Two Thousand and Nineteen) in the State of Andhra Pradesh, vide Corporate Identification Number U15549AP2019PTC113114, issued by the Registrar of Companies, Andhra Pradesh. The PAN of the Company is AAICC4206D. (Hereinafter referred to as the "Transferor Company").

   The Registered Office of the Transferor Company is situated at Door No/SY No.269/1, Kuvvakolli Village, Varadaiahpalem Mandal, Chittoor AP 517645 IN.

   The present main objects of the Transferor Company are as follows:

   a) To carry on the business, either solely or in collaboration with other persons or entities, whether of Indian or foreign origin, to manufacture, buy, sell, retail, wholesale, trade, market, import, export, process, manipulate, prepare, preserve, carry on, refine, bottle and to deal in all types of coffee, tea, chicory, cocoa, milk, condensed milk, milk products, sugar, sugar substitutes and other similar products, manufactured or raw state, whether in India or elsewhere either in wholesale and/ or in retail or otherwise.

   b) To manufacture, sell and deal, in any manner whatsoever, with plant and Machinery, Equipment, Know-how for manufacture of coffee, tea, cocoa, milk, milk products, sugar, sugar substitutes and other similar products.

   c) To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to

18

sell, distribute, deal in, market, trade, export or otherwise dispose of in, to, at or from any part of India and elsewhere globally all sorts of food and food stuffs, natural food, instant food, cooked food, packaged food, ready food, canned food, dehydrated food, pulps and purees, sauces, preserved food, prepared food, noodles, snacks (whether or not plain, flavoured, spiced, curried, coloured) and edible food colours (natural, artificial, synthetic or chemical) and all raw materials, ingredients, condiments, accompaniments, curries, preparations, sauces, packaging, dispensing accessories and also including all versions, alternatives, substitutes thereof and therefore and to undertake, execute, or otherwise perform the agency business, representative business, transport, delivery, stocking, storing, distribution of any or all aforesaid.

d) To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, package, bottle, export or otherwise dispose off at or from any part of India and elsewhere globally all sorts of wines, alcoholic liquors and liqueurs, beverages (alcoholic, non- alcoholic, aerated or non- aerated), food or health beverages, fruit and vegetable pulps and beverages, drinks and all raw materials, ingredients, accompaniments, packaging, bottles, dispensing accessories and also including all versions, alternatives, substitutes thereof and to refer and to undertake, execute, or otherwise perform the agency business, representative business, bottling, distilling, transport, delivery, stocking, storing, distribution of any or all aforesaid.

The authorized, issued, subscribed and paid-up share capital of the Transferor Company as on 31.03.2020 is as follows:

Share Capital	Amount in Rs.
Authorized Capital 1,00,000 (One Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each.	10,00,000
Total	**10,00,000**
Issued, Subscribed and Paid Up Capital 10,000 (Ten Thousand) fully paid up Equity Shares of Rs.10/- (Rupees Ten only) each.	1,00,000
Total	**1,00,000**

Subsequent to 31st March, 2020, there is no change in the authorised, issued, subscribed and paid up share capital of the Transferor Company.

The Transferor Company is wholly owned subsidiary of the Transferee Company. The following is the extract of the Register of Members of the Transferor Company showing its latest list of the equity shareholders:

Sl. No.	Name of shareholder	Total No. of shares held	% of Shareholding
1.	CCL Products (India) Limited (Transferee Company)	9,999	99.99
2.	Mr. Challa Srishant - Nominee of CCL Products (India) Limited	1	0.01
	Total	**10,000**	**100.00**

2. CCL PRODUCTS (INDIA) LIMITED was originally incorporated under the name and style "Sahayak Finance & Investment Corporation Limited" under the provisions of Companies Act, 1956, on 22.03.1961 (Twenty Second Day of March, One Thousand Nine Hundred and Sixty One) in the state of Andhra Pradesh, vide Certificate of Incorporation No. 874 of 1960-61, issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the Company was changed from "Sahayak Finance & Investment Corporation Limited" to "Continental Coffee Limited" by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Andhra Pradesh on 22.02.1994 (Twenty Second Day of February, One Thousand Nine Hundred and Ninety Four). Subsequently, the name of the Company was changed from "Continental Coffee Limited" to its present name, i.e., "CCL Products (India) Limited" by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Andhra Pradesh, on 21.11.2002 (Twenty First Day of November Two Thousand and Two). The present Corporate Identification Number (CIN) of the Company is L15110AP1961PLC000874. The PAN of the Company is AAACC9552G. (Hereinafter referred to as the "Transferee Company").

The registered office of the Transferee Company is situated at Duggirala, Guntur, AP 522330 IN.

The Transferee Company is mainly engaged in the business of manufacturing and sale of different types of the Coffee in India and abroad. Few of the main objects of the Transferee Company are as follows:

a) To carry on the business solely or in collaboration with others, Indian or foreign, in manufacture of Coffee, Tea, Chicory, Cocoa, Milk Products, Condensed Milk, Cheese, Plain and all flavoured, Yoghurt, Shrikhand, Creamers including non-dairy creamer, sweetner, natural & artificial and the like, in all or any of their forms (including spray dried, freeze dried, agglomerate, granulated, blended and preparations thereof for consumption by human beings and also including all versions, alternatives, substitutes thereof and therefor in whatsoever manner, that is to say, either mechanically or otherwise, by employing electricity or any other power or energy, and sale thereof, either in whole sale and/or in retail or otherwise, whether in the country or abroad.

b) To carry on business in processing, manipulating, preparing, preserving, carrying, refining, bottling, buying, rendering marketable and dealing in Coffee, Tea, Chicory, Cocoa and the like in their prepared, manufactured or raw state and whether in whole sale and/or in retail.

c) To manufacture, sell and deal in any manner with Plant and Machinery, Equipment, Knowhow for manufacture of coffee, tea, cocoa and milk products.

d) To acquire by purchase or otherwise, and to carry on the business of planters, cultivators, growers and manufacturers or sellers and dealers in tea, coffee, cocoa and to manufacture, dispose of, buy and deal in the said products.

e) To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, export or otherwise dispose of in, to, at or from any part of India and elsewhere globally all sorts of food and food stuffs, natural food, instant food, fast food, cooked food, packaged food, ready food, canned food, dehydrated foods, pulps and purees, sauces, preserved food, prepared food, noodles, snacks (whether or not plain, flavoured, spiced, curried, coloured) and edible food colours (natural, artificial, synthetic or chemical) and all raw materials, ingredients, condiments, accompaniments, curries, preparations, sauces, packaging, dispensing accessories and also including all versions, alternatives, substitutes thereof and therefor and to undertake, execute, or otherwise perform the agency business, representative business, transport, delivery, stocking, storing, distribution of any or all aforesaid.

(20)

f) To develop, manufacture, prepare, process, convert, buy, import or otherwise acquire and to sell, distribute, deal in, market, trade, package, bottle, export or otherwise dispose of, in, to, at or from any part of India and elsewhere globally all sorts of wines, alcoholic liquors and liqueurs, beverages (alcoholic, non-alcoholic, aerated or non-aerated), food or health beverages, fruit and vegetable pulps and beverages, drinks and all raw materials, ingredients, accompaniments, packaging, bottles, dispensing accessories and also including all versions, alternatives, substitutes thereof and to refer and to undertake, execute, or otherwise perform the agency business, representative business, bottling, distilling, transport, delivery, stocking, storing, distribution of any or all aforesaid.

The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on 31.03.2020 is as follows:

Share Capital	Amount in Rs.
Authorized Capital 15,00,00,000 (Fifteen Crore) Equity Shares of Rs.2/- (Rupees Two only) each.	30,00,00,000
Total	**30,00,00,000**
Issued, Subscribed and Paid Up Capital 13,30,27,920 (Thirteen Crore Thirty Lakh Twenty Seven Thousand Nine Hundred and Twenty) fully paid up Equity Shares of Rs.02/- (Rupees Two only) each.	26,60,55,840
Total	**26,60,55,840**

Subsequent to 31st March, 2020, there is no change in the authorised, issued, subscribed and paid up share capital of the Transferee Company.

The Transferee Company is the Holding Company of the Transferor Company. The equity shares of the Transferee Company are listed and traded on the BSE Limited ("BSE") bearing Scrip Code: 519600 and on the National Stock Exchange of India Limited ("NSE") bearing Symbol: CCL. The following is the Shareholding Pattern of the Transferee Company as on date:

Sl. No.	Category of shareholder	No. of Shareholders	Total No. of shares held	% of holding
1.	Promoter & Promoter Group	6	6,14,49,342	46.19
2.	Public	31,044	7,15,78,578	53.81
	Total	**31,050**	**13,30,27,920**	**100.00**

(C) OBJECTIVES OF THE SCHEME

The Transferee Company is holding the entire stake in the Transferor Company. The Transferor Company i.e. CCL Beverages Private Limited was incorporated in the year 2019 and was made a wholly owned subsidiary of the Transferee Company in order to implement agglomeration and packing project at Kuvvakolli Village through its Spray Dried Coffee Plant to cater to the increased demand in international markets. However, the Board of Directors of the Transferee Company thought fit and decided to implement the said project under the Transferee Company itself and hence the amalgamation of the Transferor Company with the Transferee Company is being undertaken. The amalgamation of the Transferor Company with the Transferee Company would inter-alia have the following benefits:

1. The amalgamation will enable appropriate consolidation of activities of Transferor Company and Transferee Company with pooling and more efficient utilization of their resources, greater economies of scale, reduction in overheads and other expenses and improvement in various operating parameters.

2. To achieve consolidation, greater integration and flexibility which will maximize overall shareholder value and improve the competitive position of the combined entity.

3. To achieve greater efficiency in cash management and unfettered access to cash flows generated by the combined entity which can be deployed more effectively to fund organic and inorganic growth opportunities.

4. Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

5. Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business process, elimination of duplication and rationalization of administrative expenses.

6. The amalgamation will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances.

(D) SCOPE OF THE SCHEME

This Scheme of Amalgamation is presented pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (to the extent applicable) for the Amalgamation of CCL Beverages Private Limited (Transferor Company) with CCL Products (India) Limited (Transferee Company). The Scheme (as defined hereinafter) also provides for various other matters consequential to, or otherwise integrally connected with the above, as more specifically stated hereinafter. The scope of the scheme is as under:

1. Amalgamation of the Transferor Company with the Transferee Company.

2. Dissolution of the Transferor Company without Winding up.

3. The transfer of the Transferor Company will be on a going concern basis.

   This Scheme of Amalgamation has been drawn up to comply with the conditions as specified under section 2(1B) of Income Tax Act, 1961, such that:

(i) All the properties of Transferor Company, immediately before the amalgamation, become the properties of Transferee Company by virtue of amalgamation.

(ii) All the liabilities of Transferor Company, immediately before the amalgamation, become the liabilities of Transferee Company by virtue of amalgamation.

(E) PARTS OF THE SCHEME

The scheme is divided into following parts:

Part I – deals with Definitions and Interpretations;

22

Part II	–	deals with the Amalgamation of CCL Beverages Private Limited (Transferor Company) with CCL Products (India) Limited (Transferee Company) and Dissolution of the\ Transferor Company.
Part III	–	deals with General Terms and Conditions

PART I
DEFINITIONS AND INTERPRETATIONS

1. **DEFINITIONS**

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings as mentioned herein below:

1.1 **"2013 Act" or "the 2013 Act"** means the Companies Act, 2013, and rules made thereunder and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force.

1.2 **"Amalgamation"** means the merger or blending of the Transferor Company into the Transferee Company.

1.3 **"Applicable Law(s)"** means any statute, notifications, bye-laws, rules, regulations, guidelines, Circulars or common law, policy, code, directives, ordinance, schemes, notices, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.

1.4 **"Appointed Date"** means 01st day of April, 2020 or such other date as may be fixed or approved by the Appropriate Authority.The Appointed Date shall be the effective date and the Scheme shall be deemed to be effective from the Appointed Date.

1.5 **"Appropriate Authority"** means any government, statutory, regulatory, departmental or public body or authority of the Jurisdiction over Transferor Company and the Transferee Company, including Registrar of Companies and the National Company Law Tribunal.

1.6 **"Board of Directors" or "Board"** shall mean the Board of Directors of Transferee Company or Transferor Company, as the case may be or any committee thereof duly constituted or any other person duly authorized by the Board for the purpose of this Scheme.

1.7 **"GST regulations"** means applicable provisions of the Central Goods and Services Tax Act, 2017 and/or the Integrated Goods and Services Tax Act, 2017 and/or respective State Goods and Services Tax Act and/or the Union Territory Goods and Services Tax Act, 2017 along with the applicable rules made thereunder.

1.8 **"IT Act"** means the Income-tax Act, 1961.

1.9 **"NCLT/Tribunal"** means the Hon'ble National Company Law Tribunal, Amaravathi Bench at Hyderabad.

1.10 **"Official Liquidator" or "OL"** means Official Liquidator, Hyderabad having jurisdiction over the States of Telangana and Andhra Pradesh.

1.11 **"Regional Director" or "RD"** means Regional Director, South East Region, at Hyderabad having jurisdiction over the States of Telangana and Andhra Pradesh.

1.12 **"Registrar of Companies" or "ROC"** means Registrar of Companies, at Vijayawada, having jurisdiction over the State of Andhra Pradesh.

93

1.13 **"Scheme" or "this Scheme" or "Scheme of Amalgamation"** means this Scheme of Amalgamation attached hereto in its present form as submitted to the NCLT, with such modification(s), if any, as may be approved or imposed or directed by the NCLT.

1.14 **"Stock Exchanges"** means BSE and NSE where the shares of the Transferee Company are listed & traded.

1.15 **"Transferee Company"** means CCL Products (India) Limited and shall have the same meaning as assigned to it in clause (B)2 above.

1.16 **"Transferor Company"** means CCL Beverages Private Limited and shall have the meaning assigned to it in clause (B)1 above.

1.17 **"Undertaking of Transferor Company"** shall mean and include the whole of assets, properties, liabilities and the undertaking(s) and entire business(s) of Transferor Company, as may be applicable and specifically include the following (without limitation):

(i) All the assets /capital work-in-progress/ properties, present or future, of the Transferor Company, whether movable or immovable, whether tangible or intangible including all rights, title, interest, covenant, including continuing rights, title and interest in connection with the land and the buildings, if any, whether, corporeal or incorporeal, leasehold or freehold, and includes all rights, titles, interest and covenant, undertakings, liability relating thereto, capital work in progress, plant & machinery, all current and non-current assets, other fixed assets, inventory and work in progress, all deposits, all receivables, cash and cash equivalents, all the loans and includes all rights, titles, interest and advances, advances for capital goods & services of Transferor Company as on the Appointed Date.

(ii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the Transferor Company as on the Appointed Date.

(iii) All statutory licenses, including all licenses relating to development, production, marketing, manufacturing, selling coffee, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of the Transferor Company as on the Appointed Date.

(iv) All staff, workmen, and employees engaged in the Transferor Company as on the date of approval of the Scheme by the Tribunal.

(v) All legal proceedings of whatsoever nature by or against the Transferor Company pending as on the Appointed Date.

(vi) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records, whether in physical form or electronic form of Transferor Company.

2. INTERPRETATIONS

2.1 Any references in the Scheme to the expressions **"Upon approval of the Scheme by the Tribunal" / "From the date of approval of the Scheme by the Tribunal"** / "Date of approval of the Scheme by the Tribunal" shall mean the date on which the NCLT approves/sanctions the Scheme in accordance with the provisions of Sub-Section 3 of Section 232 of the 2013 Act, read with Rule 17 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

24

2.2 The expressions which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the 2013 Act and / or other applicable laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time.

2.3 **DATE OF TAKING EFFECT**

The Scheme, set out herein in its present form, subject to any modification(s) approved or imposed or directed by the Hon'ble National Company Law Tribunal, Amaravathi Bench at Hyderabad for the State of Andhra Pradesh, unless otherwise specified in the Scheme, shall be effective and operative from the Appointed Date, i.e., 01.04.2020, upon receipt of Certified copy of Order of the National Company Law Tribunal, Amaravathi Bench

PART II

AMALGAMATION OF CCL BEVERAGES PRIVATE LIMITED (TRANSFEROR COMPANY) WITH CCL PRODUCTS (INDIA) LIMITED (TRANSFEREE COMPANY)

3. **TRANSFER AND VESTING OF UNDERTAKING OF TRANSFEROR COMPANY**

3.1 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date, all properties, assets, liabilities and undertaking(s) of the Transferor Company shall stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company under the provisions of Section 230 to 232 of the 2013 Act and all other applicable provisions, if any, of the 2013 Act and also in accordance with section 2(1B) of the Income-tax Act, 1961, without any further deed or act, subject to existing charges or lis pendens, if any thereon, in favour of banks/ financial institutions.

3.2 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date, all immovable property (including land, buildings and any other immovable property), if any, of the Transferor Company, whether under constructions, freehold or leasehold, and any documents of title, rights, agreements to sell / agreements of sale and easements in relation thereto, shall stand vested in the Transferee Company, without any act or deed done by the Transferor Company or the Transferee Company, and without any approval or acknowledgement of any third party. With effect from the Appointed Date, the Transferee Company shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges and fulfill all obligations, in relation to or applicable to such immovable properties. The mutation/ substitution of the title to such immovable properties shall be made and duly recorded in the name of the Transferee Company by the appropriate authorities pursuant to the sanction of the Scheme by the NCLT and in accordance with the terms hereof. The Transferor Company shall take all steps as may be necessary to ensure that lawful, peaceful and unencumbered possession, right, title, interest of its immovable property is given to the Transferee Company.

3.3 Without prejudice to the generality of the foregoing, with effect from the Appointed Date, it is expressly provided that in respect of such of the assets of the Transferor Company that are movable in nature and / or are otherwise capable of transfer by manual or constructive delivery and / or endorsement and delivery or novation, the same shall be deemed to have been so transferred by Transferor Company and shall become the property of the Transferee Company in pursuance of the provisions of section 230 to 232 of the 2013 Act, without any further act, instrument, deed, matter or thing.

3.4 In respect of movables other than those dealt with in Clause 3.3 above including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, property development rights, investments, earnest money and deposits with any Government, quasi government, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company without any notice or other intimation to the debtors (although the Transferor Company may, without being obliged, and if it so deems appropriate, at its sole discretion, give notice

25

in such form as it may deem fit and proper, to each person, debtor, or depositee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in the Transferee Company).

3.5 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date all liabilities relating to and comprised in the undertaking of Transferor Company including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor Company of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations, shall, stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company under the provisions of Sections 230 to 232 of the 2013 Act and other applicable provisions, if any, of the 2013 Act, without any further act, instrument, deed, matter or thing.

3.6 The transfer and vesting as aforesaid shall be subject to subsisting charges, if any, in respect of any assets of Transferor Company. PROVIDED always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility availed by the Transferor Company and Transferee Company shall not be obliged to create any further or additional security in relation to subsisting charges, if any, thereof after the date of approval of this Scheme by the NCLT or otherwise.

3.7 All staff, workmen and employees of the Transferor Company shall become the staff, workmen and employees of the Transferee Company, without any further act or deed to be done by the Transferor Company or the Transferee Company.

3.8 Upon approval of the Scheme by the Tribunal, the Transferee Company shall, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangement with any party to any contract or arrangement to which the Transferor Company is a party in order to give formal effect to the above provisions. The Transferee Company shall be deemed to be authorized to execute any such writings on behalf of the Transferor Company to carry out or perform all such formalities or compliances referred to above on part of the Transferor Company.

3.9 Upon approval of this Scheme by the Tribunal, the Transferee Company shall be entitled to secure the record of the change in the legal ownership upon the vesting of the assets of the Transferor Company in accordance with the provisions of Sections 230 to 232 of the 2013 Act. The Transferor Company and the Transferee Company shall be jointly and severally authorized to execute any writings and / or carry out any formalities or compliance in this regard.

3.10 All taxes, duties, cess payable by the Transferor Company including all or any refunds / credit / claims pertaining to the period prior to the Appointed Date shall be treated as the liability or refunds / credit / claims, as the case may be, of the Transferee Company.

3.11 All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits (including tax benefits), subsidies, concessions, grants, rights, patents, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Company and all rights and benefits that have accrued or which may accrue to the Transferor Company, whether before or after the Appointed Date, shall, under the provisions of Sections 230 to 232 of the 2013 Act and all other applicable provisions of the Act, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.

26

3.12 All the Insurance policies registered in the name of the Transferor Company which are active as on the date of approval of the Scheme by the Tribunal and which can be transferred/assigned shall pursuant to the provisions of Section 232 of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and or be deemed to have been transferred to and vested in and be available to the benefit of the Transferee Company and accordingly, the insurance companies shall record the name of the Transferee Company in all the insurance policies registered in the name of the Transferor Company so as to ensure that all the rights and privileges under all such policies available to the Transferor Company and / or to any other person / director / employee of Transferor Company, whether in the capacity of the Policy Holder or Owner or Insured or the Beneficiary, as the case may be, be available to the benefit of the Transferee Company and / or to any other person/director/employee of Transferee Company, as the case may be, on the same terms and conditions as they were applicable to the Transferor Company and upon such transfer/assignment, all such policies shall be effective in favour of the Transferee Company as if instead of the Transferor Company, the Transferee Company had been a party or beneficiary thereto. However, for the insurance policies which do not permit such transfer/assignment, the Transferee Company may make fresh application(s) to the concerned authority/insurance company(ies) on such terms and conditions as may be prescribed. It is hereby clarified that all the costs and/or expenses and/or premiums in relation to the transfer/assignment/of the insurance policies in the name of Transferee Company shall be borne by the Transferee Company and the Transferor Company shall have no further obligations in this regard.

3.13 Upon approval of this Scheme by the Tribunal and with effect from the Appointed Date, all existing and future incentives, unavailed credits and expenditures, exemptions and deductions, benefit of carried forward losses and other statutory benefits, including in respect of income tax (including MAT credit under the IT Act), excise (including Modvat / Cenvat), customs, VAT, sales tax, service tax, GST including the IGST input tax credit, CGST input tax credit and SGST input tax credit for the registrations of the Transferor Company in all the states, to which the Transferor Company are entitled to shall be available to and vest in the Transferee Company.

3.14 The Transferee Company shall file relevant intimations, for the record of the statutory authorities signifying the transfer of the assets / properties including but not limited to permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations of the Transferor Company.

4. INTER- SE TRANSACTIONS:

Without prejudice to the provisions of Clause 3, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes.

5. LEGAL PROCEEDINGS

5.1 If any suit, appeal or other proceedings of whatever nature by or against the Transferor Company is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of this amalgamation or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company 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 the Scheme had not been made.

5.2 On and from the date of approval of this Scheme by the Tribunal, the Transferee Company shall, and may, if required, initiate, continue any legal proceedings in relation to the Transferor Company.

6. CONTRACTS, DEEDS, OTHER INSTRUMENTS

6.1 Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which the Transferor Company is a party or the benefit to which

27

the Transferor Company may be eligible, subsisting or operative immediately on or before the date of approval of this Scheme by the Tribunal, shall be in full force and effect against or in favour of Transferee Company and may be enforced as fully and effectively as if instead of the Transferor Company, the Transferee Company had been a party or beneficiary thereto. Further, the Transferee Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company, to give effect to the provisions of this Scheme.

6.2 As a consequence of the amalgamation of the Transferor Company with the Transferee Company in accordance with or pursuant to this Scheme, the recording of change in name in the records of the statutory or regulatory authorities from the Transferor Company to the Transferee Company, whether pertaining to any licence, permit, approval or any other matter, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other authority.

6.3 For removal of doubts, it is expressly made clear that the dissolution of the Transferor Company without the process of winding up as contemplated hereinafter, shall not, except to the extent set out in the Scheme, affect the previous operation of any contract, agreement, deed or any other instrument or beneficial interest to which the Transferor Company is a party thereto and shall not affect any right, privilege, obligations or liability, acquired, or deemed to be acquired prior to Appointed Date and all such references in such agreements, contracts and instruments to the Transferor Company shall be construed as reference only to the Transferee Company with effect from the Appointed Date.

7. CONDUCT OF BUSINESS UNTIL DATE OF APPROVAL OF THIS SCHEME BY THE TRIBUNAL

With effect from the Appointed Date up to the date of approval of this Scheme by the Tribunal:

7.1 Transferor Company shall carry on, and be deemed to have carried on its business, operations or activities, and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets, properties, liabilities or Undertaking(s) on behalf of and / or in trust for the Transferee Company.

7.2 All profits or income accruing or arising to the Transferor Company, or losses arising or expenditure incurred by it, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure, as the case may be, of the Transferee Company.

7.3 All assets howsoever acquired by the Transferor Company for carrying on its business, operations or activities and the liabilities relating thereto shall be deemed to have been acquired and are also contracted for and on behalf of the Transferee Company.

7.4 The Transferee Company shall also be entitled, pending sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, department and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Transferee Company may require including the registration, approvals, exemptions, reliefs etc., as may be required / granted under any law for the time being in force for carrying on business of the Transferor Company.

7.5 Transferor Company shall carry on its business, operations or activities with reasonable diligence and business prudence and shall not venture into / expand any new businesses, alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business without the prior consent of the Transferee Company.

7.6 The transfer of assets, properties, liabilities and the continuance of proceedings by or against the Transferor Company shall not affect any transaction or proceedings already concluded by the Transferor Company on or after the Appointed Date to the end and intent that the Transferee Company accepts and adopts all acts, deeds things done and executed by the Transferor Company, in regard thereto as done executed by the Transferee Company on behalf of itself.

28

8. STAFF, WORKMEN, AND EMPLOYEES

8.1 Upon approval of this Scheme by the Tribunal, all staff, workmen and employees on the payrolls of the Transferor Company, in service on the date of approval of this Scheme by the Tribunal shall be deemed to have become staff, workmen, and employees of Transferee Company on such date without any break or interruption in their service and on the terms and conditions of their employment not less favourable than those subsisting with reference to Transferor Company as on the said date.

8.2 The contributions with regard to benefit of employees of the Transferor Company being currently deposited with Regional provident Fund Organization, employee state insurance plan scheme, leave encashment, compensated absences scheme or any other special scheme(s) or fund (s) created or existing, if any, shall stand substituted, upon approval of the Scheme by the Tribunal, in favour of the Transferee Company for all purposes whatsoever, related to the administration or operation of such schemes and intent that all the rights, duties, powers and obligation of Transferor Company in relation to such schemes shall become those of the Transferee Company. The Transferee Company will file the relevant intimations to the statutory authorities concerned who shall take the same on record and endorse the name of the Transferee Company for the Transferor Company.

8.3 It is clarified that the services of all transferred staff, workmen and employees of the Transferor Company, to the Transferee Company will be treated as having been continuous for the purpose of the aforesaid employee benefits and / or liabilities. For the purpose of payment of any retrenchment compensation, gratuity and / or other terminal benefits, and / or any other liability pertaining to staff, workmen and employees, the past services of such staff, workmen and employees with the Transferor Company shall also be taken into account by the Transferee Company, who shall pay the same if and when payable.

8.4 Upon approval of this Scheme by the Tribunal, the directors of the Transferor Company shall not automatically be entitled to any directorship in the Transferee Company by virtue of the provisions of this Scheme.

9. DISSOLUTION WITHOUT WINDING UP

Upon approval of this Scheme by the Tribunal, the Transferor Company (viz. CCL Beverages Private Limited shall be dissolved without winding up and without any further act or deed on the part of the Transferor Company pursuant to the provisions of Section 232 of the 2013 Act.

10. VALIDITY OF EXISTING RESOLUTIONS

Upon approval of this Scheme by the Tribunal, the resolutions of the Transferor Company as are considered necessary by the Board of Directors of the Transferee Company which are validly subsisting be considered as resolutions of the Transferee Company. If any such resolutions have any monetary limits approved under the provisions of the 2013 Act or of any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of Directors of the Transferee Company, shall be added to the limits, if any, under the like resolutions passed by the Transferee Company.

11. CONSIDERATION

The entire issued, subscribed and paid-up share capital of the Transferor Company is held (beneficially owned) by the Transferee Company. Upon approval of this Scheme by the Tribunal, no shares of the Transferee Company shall be issued or allotted in lieu of its holding in the Transferor Company, and the Paid up share capital of the Transferor Company shall stand cancelled and extinguished. The investments in the shares of the Transferor Company, appearing in the books of account of Transferee Company shall without any further act or deed, stand cancelled.

12. **SUB DIVISION OF FACE VALUE OF EQUITY SHARES OF THE TRANSFEROR COMPANY AND CONSOLIDATION OF AUTHORIZED CAPITAL OF THE TRANSFEROR COMPANY WITH THE AUTHORISED CAPITAL OF THE TRANSFEREE COMPANY**

12.1 As an integral part of the Scheme, the face value of 1 (One) equity share of Transferor Company amounting to Rs.10/- (Rupees Ten only) shall be sub-divided into face value of Rs.2/- (Rupee Two only) comprising 5 (Five) equity shares of Transferor Company, accordingly the authorised share capital of the Transferor Company shall be restructured and restated as follows:

"The authorised share capital of the Transferor Company is Rs.10,00,000/- (Rupees Ten Lakh only) divided into 5,00,000 (Five Lakh) equity shares of Rs.2/- (Rupee Two only) each".

12.2 The members of the Transferor Company, on approval of the Scheme, shall be deemed to have given their approval u/s 61 of the 2013 Act and all other applicable provisions of the said act for sub-division of the face value of equity shares and for the amendment to the Authorized Capital of the Company and no separate resolutions will be required to be passed for sub-division of the face value of equity shares of the Company and for the amendment to the Authorized Capital of the Company under section 61 of the 2013 Act and no separate notice will be required to be given to the Registrar of Companies, for intimation of sub-division under section 64 of the 2013 Act.

12.3 As an integral part of the Scheme and upon its sanction, and after the sub-division of the face value of the equity shares of the Transferor Company, the Authorized Share Capital of the Transferee Company shall automatically stand increased by merging the Authorized Share Capital of Transferor Company with Transferee Company after filing necessary e-form INC 28 with the ROC / MCA without any further act or deed on the part of the Transferee Company. However, the fee paid by the Transferor Company on its Authorised Capital prior to its amalgamation with the transferee company shall be set off against the fees payable by the transferee company on its Authorised Capital enhanced by the amalgamation as provided under Section 233(11) of the Companies Act, 2013.

12.4 The Memorandum and Articles of association of the Transferee Company (relating to authorized share capital) 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 purpose of effecting this amendment, and no further resolution(s) under Section 13, 14, 61, 64 or any other applicable provisions of the 2013 Act would be required to be separately passed, as the case may be and for this purpose the stamp duty and fees paid on the authorized capital of the Transferor Company shall be utilised and applied to the increased authorized share capital of the Transferee Company. Pursuant to the approval of this Scheme by the Tribunal and consequent upon the amalgamation of the Transferor Company with the Transferee Company, the authorized share capital of the Transferee Company will be Rs.30,10,00,000/- (Rupees Thirty Crore and Ten Lakh only) divided into 15,05,00,000 (Fifteen Crore and Five Lakh) equity shares of Rs.2/- (Rupees Two only) each.

12.5 It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be given their consent / approval also to the alteration of the Memorandum and Article of Association of the Transferee Company as may be required under the Act and Clause V of the Memorandum of Association of the Transferee Company shall stand substituted by virtue of the Scheme to be read as follows:

Memorandum of Association:

V. ***The Authorized Share Capital of the Company is Rs.30,10,00,000/- (Rupees Thirty Crore and Ten Lakh only) divided into 15,05,00,000 (Fifteen Crore and Five Lakh) equity shares of Rs.2/- (Rupees Two only) each.***

13. ACCOUNTING

Accounting of amalgamation in the books of Transferee Company:

13.1 Upon approval of this Scheme by the Tribunal, with effect from the Appointed Date, since the transaction involves entities which are ultimately controlled by the same parties before and after the transaction, for the purpose of accounting and dealing with the value of assets and liabilities of the Transferor Company, the Transferee Company shall account for the amalgamation in accordance with 'Pooling of Interest Method' laid down in Appendix C 'Business Combinations of entities under common control' of Ind AS - 103 'Business Combinations' notified under the provisions of the 2013 Act, read along with relevant rules framed thereunder and other applicable accounting standards.

13.2 The Transferee Company shall record the assets, liabilities and reserves relating to the Transferor Company vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Company on the close of business hours on 31st day of March, 2020.

13.3 The identity of the reserves of the Transferor Company, if any, shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form and manner in which they appeared in the financial statements of the Transferor Company.

13.4 The investment made in the Share Capital of the Transferor Company held by the Transferee Company shall stand cancelled. The difference, if any, arising between the investments directly held by the Transferee Company and assets, liabilities and reserves of the Transferor Company shall be accounted based on the accounting principles prescribed under Ind AS - 103, i.e. shall be transferred to the Capital Reserve.

13.5 The amount of any inter-company balance/ amounts between the Transferor Company and Transferee Company, appearing in the books of account of the Transferee Company, shall stand cancelled. In case of any differences in the accounting policies between the Transferee Company and the Transferor Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position on the basis of consistent accounting policies.

PART III

GENERAL TERMS AND CONDITIONS

14. CONSEQUENTIAL MATTERS RELATING TO TAX AND COMPLIANCE WITH LAW

14.1 This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, including section 2(1B), Section 47 and other relevant sections of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments as may become necessary shall vest with the Board of Directors of the Transferor Company and the Transferee Company, which power shall be exercised reasonably in the best interest of the company concerned.

31

14.2 Upon approval of this Scheme by the Tribunal, all taxes / cess / duties payable by or on behalf of the Transferor Company up to the Appointed Date and onwards including all or any refunds and claims, including refunds or claims pending with the revenue authorities for all purposes, be treated as the tax / cess / duty, liabilities or refunds and claims of the Transferee Company.

14.3 It is clarified that the entire taxes, including but not limited to prepaid taxes being tax deducted at source (TDS)/advance tax, MAT credits including the unutilized MAT credit upto the Appointed Date (1st April, 2020), if any, and also self-assessment taxes, if any, paid by the Transferor Company under the Income Tax Act, 1961 or any other statute in respect of income of the Transferee Company assessable for the period commencing on Appointed date (1st April, 2020), shall be deemed to be the taxes paid by the Transferee Company and credit for such taxes shall be allowed to the Transferee Company notwithstanding that certificates or challans or orders for such taxes are in the name of the Transferor Company and not in the name of the Transferee Company.

14.4 Upon approval of this Scheme by the Tribunal, the Transferee Company is expressly permitted to revise its income-tax returns, excise & CENVAT returns, service tax returns, other tax returns including GST and to restore as input credit of service tax/GST including IGST input tax credit, CGST input tax credit and SGST input tax credit for the registrations of the Transferor Company, in all the states adjusted earlier or claim refunds / credits.

14.5 The Transferee Company is also expressly permitted to claim refunds, credits, restoration of input CENVAT credit, GST including IGST input tax credit, CGST input tax credit and SGST input tax credit for the registrations of the Transferor Company, in all the states and tax deduction in respect of nullifying of any transaction between or amongst the Transferor Company and Transferee Company as the case may be.

14.6 In accordance with the CENVAT Credit Rules framed under Central Excise Act, 1944, as are prevalent on the Date of approval of this Scheme by the Tribunal, the unutilised credits relating to excise duties paid on inputs / capital goods / input services lying in the accounts of the undertaking of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilised credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilised credits against the excise duty / service tax payable by it.

14.7 Upon approval of this Scheme by the Tribunal, the Transferee Company is expressly permitted to revise its financial statements to give effect to the amalgamation of the Transferor Company pursuant to the provisions of the Scheme.

15. SCHEME CONDITIONAL ON APPROVAL / SANCTIONS

15.1 The Scheme is conditional upon and subject to:

(a) Approval by requisite majority of the members and creditors of Transferor Company and Transferee Company as may be directed by the NCLT either by way of convening a meeting or by way of a dispensation on production of consent affidavits or no-objection certificates;

(b) Approval of the scheme by relevant regulatory authorities;

(c) Sanction of the Scheme by the NCLT;

(d) Certified copies of the orders of the NCLT, sanctioning the Scheme being filed with the Registrar of Companies.

15.2 In the event of this Scheme failing to take effect finally, this Scheme shall become null and void and in that case no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the parties or their shareholders or creditors or employees or any other person.

32

15.3 If any part of this Scheme is invalid, ruled illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the parties 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 any party, in which case the Board of Directors of the companies involved in the Scheme 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.

16. APPLICATION TO THE NCLT

16.1 The Transferor Company and the Transferee Company shall, with all reasonable dispatch, make and file applications/petitions jointly to the NCLT, under Sections 230 to 232 of the 2013 Act and other applicable provisions of the 2013 Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the classes of their respective members and / or creditors and for sanctioning this Scheme, with such modifications as may be approved by the NCLT.

16.1 Upon this Scheme being approved by the requisite majority of the respective members and creditors of the Transferor Company and the Transferee Company, (as may be directed by the NCLT in the manner specified under clause 16.1) the said Companies shall, with all reasonable dispatch, apply to the NCLT, for sanction of this Scheme under Sections 230 to 232 of the 2013 Act and other applicable provisions of the 2013 Act, and for such other order or orders, as the said NCLT may deem fit for carrying this Scheme into effect.

16.2 Upon approval of this Scheme by the Tribunal, the shareholders of the Transferor Company and the Transferee Company shall be deemed to have also accorded their approval under all relevant provisions of the 2013 Act for giving effect to the provisions contained in this Scheme.

17. COMPLIANCE WITH SEBI REGULATIONS:

17.1 Since the present Scheme solely provides for amalgamation of the wholly owned subsidiary with its parent company, no formal approval, is required from the Stock Exchanges or Securities and Exchange Board of India ('SEBI') for the Scheme, in terms of provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2017, and SEBI Circular No. CFD/DIL3/CIR/2017/21, dated 10th March, 2017, and Circular No. CFD/DIL3/CIR/2018/2, dated January 03, 2018, and other applicable provisions, if any.

17.2 In terms of the SEBI Regulations, the present Scheme of Amalgamation is only required to be filed with BSE and NSE (the Stock Exchanges where the Transferee Company is listed) for the purpose of disclosure and dissemination on its website.

17.3 The Transferee Company will comply with the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, SEBI Regulations, SEBI Circulars and other applicable provisions, if any, in connection with the Scheme and other connected matters.

18. MODIFICATIONS / AMENDMENTS TO THE SCHEME

18.1 The Transferor Company and Transferee Company represented by their respective Board of Directors, may make and / or consent to any modifications / amendments to the Scheme or to any conditions or limitations that the NCLT or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors).

18.2 The Transferor Company either individually or together, and the Transferee Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the NCLT or any other authority or any bank or financial institution is unacceptable to them or otherwise if so mutually agreed.

33

18.3 The Transferor Company and Transferee Company by their respective Board of Directors shall be authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or order of any other authority or otherwise however arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith.

19. EFFECT OF NON-RECEIPT OF APPROVALS/ SANCTIONS

In the event of any of the said sanctions/approvals not being obtained and / or the Scheme not being sanctioned by the NCLT, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

20. COST, CHARGES, AND EXPENSES

All costs, charges, fees, taxes including duties (including the stamp duty and/or transfer charges, if any, applicable in relation to this Scheme), levied and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the terms and conditions of this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company. The Transferee Company shall be eligible for deduction of expenditure incurred as per section 35DD of the Income-tax Act, 1961.

34

SCHEDULE OF PROPERTY

Building admeasuring 18250 square meters situated at Survey nos. 269,271,272, Sullurpeta to B.N.Kandriga Road, Varadaiahpalem Mandal, Kuvvakolli Village, Chittoor, Andhra Pradesh, 517645

CCL PRODUCTS INDIA LIMITED HYDERABAD

CCL BEVERAGES PRIVATE LIMITED KUVAKOLLI

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL AMARAVATI BENCH AT HYDERABAD

C.A. (CAA) NO.1/230/AMR/2021

IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION

BETWEEN

CCL BEVERAGES PRIVATE LIMITED ('TRANSFEROR COMPANY')
AND
CCL PRODUCTS (INDIA) LIMITED ('TRANSFEREE COMPANY')
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

CCL PRODUCTS (INDIA) LIMITED, a Company incorporated under the provisions of Companies Act, 1956, bearing CIN: L15110AP1961PLC000874 and having its registered office situated at Duggirala, Guntur, AP 522330, India represented by its Company Secretary, Sridevi Dasari email: companysecretary@continental.coffee, Ph: 04023732455

....Applicant/
Transferee Company

AFFIDAVIT - REPORT BY CHAIRPERSON FOR TRADE / SUNDRY CREDITORS

Filed on: 16.04.2021

Filed by: J. Basava Raju
Chairperson appointed for the meeting for Trade Creditors
Flat No. 303, Sumitra Mansion,
H. No. 6-3-609/13 /1,
Anand Nagar Colony,
Khairatabad, Hyderabad - 500 004.

NOTARY * GOVT. OF INDIA *