



December 31, 2022

The Dy. General Manager
Corporate Relationship Dept.
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI - 400 001
Scrip Code No: 532301

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No. C/1, G. Block
Bandra-Kurla Complex, Bandra (E)
MUMBAI – 400 051
Scrip symbol: TATACOFFEE

Dear Sir(s),

Sub: Newspaper Publication pertaining to Notice of the Meeting of Equity Shareholders of Tata Coffee Limited convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT").

Pursuant to Regulation 30 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed copies of the newspaper clippings, dated December 31, 2022, published in 'The Hindu' (English version) and 'Vijaya Karnataka' (Kannada version), in Karnataka edition, respectively, pertaining to Notice of the Meeting of Equity Shareholders of Tata Coffee Limited convened pursuant to the directions of the NCLT together with information regarding e-Voting, in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations.

This is for your information and records.

Thanking you
For **Tata Coffee Limited**

Anantha Murthy N
Head – Legal & Company Secretary

Encl: as above

TATA COFFEE LIMITED

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



TATA COFFEE LIMITED

CIN: L01131KA1943PLC000833

Registered Office: Polibetta, Kodagu - 571215, Karnataka.

Corporate Office: No. 57, Railway Parallel Road, Kumara Park West, Bengaluru-560020.

Phone No.: 080 23560695-97, Fax No.: 080 2334 1843 ; E-mail : investors@tatacoffee.com ; Website: www.tatacoffee.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH COMPANY APPLICATION C.A.(CAA) NO. 57/BB/2022

In the matter of the Companies Act, 2013;

And

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

And

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

Tata Coffee Limited, a public listed company incorporated under the Companies Act, 1913, and governed under the Companies Act, 2013 having CIN:L01131KA1943PLC000833, PAN: AABCC0241R, and having its registered office at Polibetta, Kodagu – 571215, Karnataka

...Applicant Company No. 1

AND

TCPL Beverages & Foods Limited, a public unlisted company incorporated under the provisions of the Companies Act, 2013 having CIN: U15400KA2022PLC158373, PAN: AAJCT2098P, and having its registered office at Kirloskar Business Park, Block C, 3rd and 4th Floor, New Airport Road, Hebbal, Bangalore - 560024

...Applicant Company No. 2

NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS

Notice is hereby given that by an order dated **December 15, 2022**, (the "Order"), the Bengaluru Bench of the Hon'ble National Company Law Tribunal ("NCLT" or "Tribunal") has directed that a meeting of the equity shareholders of **Tata Coffee Limited** ("Applicant Company No. 1") be held for the purpose of considering, and if thought fit, approving with or without modification, the proposed Composite Scheme of Arrangement amongst the Applicant Company No. 1, the Applicant Company No. 2 and Tata Consumer Products Limited ("TCPL") and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Act") ("Scheme").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of equity shareholders of the Applicant Company No. 1 will be held on **Friday, February 3, 2023, at 11:00 am IST** ("Tribunal Convened Meeting" or "Meeting"), through video conferencing ("VC") or other audio visual means ("OAVM"), without the physical presence of the Members at a common venue, following the operating procedures referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India and any other circular as may be issued in this regard (collectively referred to as "MCA Circulars") and the equity shareholders of the Applicant Company No. 1 are requested to attend the meeting through VC/OAVM.

The NCLT has appointed **Ms. Amrita Jain, Advocate and Company Secretary**, to be the Chairperson of the said meeting of the equity shareholders of the Applicant Company No. 1.

In compliance with the Order and the MCA Circulars, the Notice along with the Explanatory Statement, along with a copy of the Scheme and other annexures has been dispatched by registered post / speed post / courier on December 29, 2022 to those equity shareholders of the Applicant Company No. 1 whose email addresses are not registered with the company / depository participants and through electronic mode on December 29, 2022 to those equity shareholders of the Applicant Company No. 1 whose e-mail addresses are registered with the company/ depository participants. Such notice has been served to all equity shareholders of the Applicant Company No. 1 whose names appear in the Register of Members / Beneficiary Position of the Applicant Company No. 1 as on **December 16, 2022**.

Since the Meeting is being convened through VC/OAVM, the requirement of physical attendance of the members has been dispensed with and hence, the facility for appointment of proxies by the equity shareholders under Section 105 of the Act is not available for the Meeting. The attendance of the members attending through VC/OAVM will be counted for the purpose of reckoning the quorum for the meeting.

The Notice and the accompanying documents are also placed on the website of the Applicant Company No. 1 at www.tatacoffee.com and are available on the relevant section of the website of Stock Exchanges i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com, and www.nseindia.com respectively and are also available on the website of National Securities Depository Limited at www.evoting.nsdl.com being the agency appointed by the Applicant Company No. 1 to provide the e-Voting facility to the shareholders. Further, a copy of the Notice containing the Scheme along with the Explanatory Statement can be obtained free of charge, between 11:00 a.m. to 1:00 p.m. on any day (except Saturday, Sunday and public holidays) up to one day prior to the date of the Meeting from the Registered Office of the Applicant Company No. 1. Alternatively, a request for obtaining an electronic or soft copy of the Notice may be made by sending an email along with details of your shareholding in the Applicant Company No.1 at investors@tatacoffee.com.

In accordance with the said Order and provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"), and the MCA Circulars, the Applicant Company No. 1 has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing the facility of remote e-Voting prior to the Meeting and e-Voting during the Meeting. Accordingly, voting by equity shareholders of the Applicant Company No. 1 shall be carried out through (a) remote e-Voting prior to the Meeting; and (b) e-Voting during the Meeting.

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as of the **cut-off date i.e., January 27, 2023**, shall only be entitled to avail the facility of remote e-Voting before the Meeting or e-Voting during the Meeting. The remote e-Voting prior to the Meeting would commence from **9:00 a.m. IST on January 30, 2023 and would end at 5:00 p.m. IST on February 2, 2023**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The facility of e-Voting shall also be made available during the Meeting and the Members attending the Meeting, who have not cast their votes by remote e-Voting, shall be eligible to cast their votes during e-Voting during the Meeting. Members may participate in the Meeting even after exercising their right to vote through remote e-Voting but shall not be allowed to vote again in the Meeting.

The voting rights of the Members (for voting through remote e-Voting before the Meeting and e-Voting during the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Applicant Company No. 1 as on the cut-off date i.e. **Friday, January 27, 2023**.

The Applicant Company No. 1 is providing a facility to attend the meeting through VC / OAVM through the NSDL e-Voting system at www.evoting.nsdl.com. As per the said Order, the quorum for the meeting of the shareholders shall be 30 equity shareholders. If the quorum is not present within 30(Thirty) minutes of the Meeting, then the equity shareholders present for the Meeting through VC/OAVM shall constitute the quorum and the Chairperson appointed by this Tribunal shall proceed to conduct the meeting.

Detailed instructions pertaining to (a) remote e-Voting prior to the meeting, e-Voting during the Meeting (b) attending the meeting through VC/OAVM (c) registration of email ids are provided in the Notice of the meeting and are also available at the website of the Applicant Company No. 1 at www.tatacoffee.com.

Mr. Ananta R. Deshpande, Practicing Company Secretary (Membership No.: F11869 and CP No.: 20322) has been appointed as the Scrutinizer by the NCLT to scrutinize the remote e-Voting process before the Meeting as well as remote e-Voting during the Meeting, in a fair and transparent manner

The abovementioned Scheme of Arrangement, if approved, by the equity shareholders as aforesaid, will be subject to the subsequent sanction of the Hon'ble Tribunal, Bengaluru.

Registration of e-mail address with the Applicant Company No. 1/DP and obtaining User ID and Password for e-Voting

Members holding shares in physical mode and who have not updated their email addresses with the Applicant Company No. 1 are requested to update their email addresses by writing to the Applicant Company No. 1 at csa-unt@tcplindia.co.in. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants (DP).

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Applicant Company No. 1 and becomes a Member of the Applicant Company No. 1 after the dispatch of this Notice and holding shares as on the cut-off date, i.e. **Friday, January 27, 2023**, may obtain the **User ID and Password for e-Voting** by sending a request at evoting@nsdl.co.in by providing Demat account number / Folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card). Other methods for obtaining/procuring user IDs and passwords for e-Voting are provided in the Notice of the meeting.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Equity shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Equity shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdsindia.com or call at toll free no. 1800 22 55 33

Sd/-

Amrita Jain

Chairperson appointed for the Meeting

Dated this 30th day of December 2022

