



February 3, 2023

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, 5<sup>th</sup> Floor  
Plot No. C/1, G. Block  
Bandra-Kurla Complex, Bandra (E)  
MUMBAI – 400 051  
Scrip symbol: TATACOFFEE

**Sub: Summary of National Company Law Tribunal convened meeting of the Equity Shareholders of the Company held on February 3, 2023**

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

Dear Sir/Madam,

This is to inform you that as per an Order dated December 15, 2022, of the Bengaluru Bench of the Hon'ble National Company Law Tribunal ("NCLT"), a meeting of the equity shareholders of the Company was held **on Friday, February 3, 2023, at 11:00 a.m. IST ("NCLT Convened Meeting" or "Meeting")** through Video-Conference and Other Audio-Visual Means for the purpose of considering, and if thought fit, approving the proposed Composite Scheme of Arrangement amongst the Tata Coffee Limited (**'the Company'**), Tata Consumer Products Limited ("**TCPL**") and TCPL Beverages & Foods Limited ("**TBFL**") and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("**Scheme**").

In accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("**Listing Regulations**"), we are pleased to submit the summary of proceedings of the NCLT Convened Meeting of the Equity Shareholders of the Company ("**the Meeting**") held on Friday, February 3, 2023.

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

**TATA COFFEE LIMITED**

57 Railway Parallel Road, Kumara Park West Bengaluru 560 020  
Tel: 91 80 23560695 - 97 23561976 - 81 Fax: 91 80 23341843  
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The Voting results pursuant to Regulation 44(3) of the Listing Regulations and Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, will be submitted in due course.

Thanking You,

Yours Sincerely,  
For **Tata Coffee Limited**

**Anantha Murthy N**  
**Head - Legal and Company Secretary**

*Encl.: as above*

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Annexure

**Summary of the Proceedings of National Company Law Tribunal convened meeting of the Equity Shareholders of Tata Coffee Limited held through Video-Conferencing and Other Audio-Visual Means on Friday, February 3, 2023**

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**Meeting Day, Date, and Time:** Friday, February 3, 2023, scheduled at 11:00 a.m.

As per the Order of the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT") dated December 15, 2022, (the "Order"), the quorum for this meeting has been fixed at 30 equity shareholders and in case the quorum, as such for the Meeting is not present within 30 minutes of the scheduled time of the Meeting, then the equity shareholders present through VC facility shall constitute the quorum.

Since the requisite quorum was present, the meeting as scheduled, started at 11:00 a.m.

The Meeting concluded at 12.03 p.m. (including the time allowed for e-voting at the Meeting and 15 minutes after the proceedings of the Meeting were concluded by the Chairperson, as declared by the Chairperson).

**Mode:** Through Video-Conferencing ("VC") and Other Audio-Visual Means ("OAVM"), as per the directive of the NCLT vide the Order and following the operating procedures referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars").

**Chairperson:** The NCLT had appointed Ms. Amrita Jain, Advocate and Company Secretary, as Chairperson for the Meeting. Ms. Amrita Jain, joined the meeting from the corporate office of the Company at "57 Railway Parallel Road, Kumara Park West, Bengaluru, 560020" (hereinafter referred to as "Common Venue") over Video Conference. She took the Chair in terms of the Order of the NCLT.

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**Directors and Company Secretary in attendance:**

Sr. No.	Name of Director / Company Secretary	Designation	Location from where the Director participated in the meeting
1	Mr. R. Harish Bhat	Non- Executive, Non-Independent Director	Joined over VC from Mumbai.
2	Mr. Sunil A. D'Souza	Non- Executive, Non-Independent Director	Joined over VC from Mumbai.
3	Mr. S. Venkatraman	Independent Director	Joined over VC from Mumbai.
4	Ms. Sunalini Menon	Independent Director	Joined over VC from Bangalore
5	Mr. Siraj Azmat Chaudhry	Independent Director	Joined over VC from Gurgaon
6	Dr. P. G. Chengappa	Independent Director	Joined over VC from Pollibetta
7	Mr. Chacko Purackal Thomas	Managing Director & CEO	Joined over VC from the Common Venue in Bangalore
8	Mr. K. Venkataramanan	Executive Director- Finance & CFO	Joined over VC from the Common Venue in Bangalore
9.	Mr. N. Anantha Murthy	Head – Legal & Company Secretary	Joined over VC from the Common Venue in Bangalore

The representatives of the Statutory Auditors were also present through VC and the representative of the Secretarial Auditor was present in person at the Common Venue.

Mr. Ananta R Deshpande, Practicing Company Secretary, and the NCLT appointed Scrutinizer for this meeting, also joined this meeting over VC from Common Venue.

**Members attending the Meeting: 38 Members** attended the meeting virtually. In terms of the MCA circulars and SEBI circulars, the requirement of appointing proxies was not applicable.

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**Quorum:** As per the direction of the NCLT, the quorum for this meeting was fixed at 30 equity shareholders. Since the requisite quorum was present at 11:00 A.M., the Chairperson called the meeting to order.

**Proceedings of the Meeting:**

The Chairperson briefed the Members as under:

a) That this meeting has been convened through Video-Conferencing /other Audio-Visual means in compliance with the directions of the NCLT, in the matter of the Composite Scheme of Arrangement amongst the Company, Tata Consumer Products Limited and TCPL Beverages & Foods Limited and their respective creditors and shareholders for:

- the demerger of Plantation Business of Tata Coffee Limited into TCPL Beverages & Foods Limited, a wholly-owned subsidiary of Tata Consumer Products Limited, in exchange of new equity shares of Tata Consumer Products Limited to be issued to the equity shareholders of Tata Coffee Limited, on the basis of 1 equity share of Tata Consumer Products Limited for every 22 equity shares held in Tata Coffee Limited
- followed immediately by the amalgamation of the remaining business of Tata Coffee Limited with Tata Consumer Products Limited in exchange of new equity shares of Tata Consumer Products Limited to be issued to the equity shareholders of Tata Coffee Limited, on the basis of 14 equity shares of Tata Consumer Products Limited for every 55 equity shares held in Tata Coffee Limited
- upon completion of the above demerger and the amalgamation, Tata Coffee Limited will stand dissolved, without being wound up

*(hereinafter referred as "the Scheme")*

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

c) Rationale and the benefits of the Scheme.

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- d) Since there was no physical attendance of Members required, the requirement of appointing proxies was not applicable.
- e) Documents that were required to be kept open in terms of the resolutions provided in the Notice of the Meeting were kept open for inspection.
- f) The NCLT has appointed Mr. Ananta R Deshpande, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process before the Meeting as well as e-voting during the Meeting, in a fair and transparent manner.
- g) After the declaration of the voting results, a Petition would be filed before the Hon'ble NCLT, Bengaluru Bench, for the final hearing and approval of the Scheme.

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

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

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

#### **Special Business**


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

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

The Chairperson then invited the Members to express their views, make comments and seek clarifications on the Scheme and on the resolution set out in the Notice of the Meeting. The Members were given an opportunity to speak in the order in which they had registered their names. After giving sufficient time to all Members who had registered to speak, the Management replied to the queries raised by the Members.

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

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

The Chairperson stated that the consolidated results of the remote e-voting and e-voting at the Meeting would be announced within 2 working days of the conclusion of the meeting and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the website of the Company and National Securities Depository Limited (NSDL), and would also be displayed at the Registered Office of the Company.

The Chairperson then thanked the Members for attending and participating in the meeting. She also thanked the Directors for joining the meeting. The Chairperson then declared that the business of the meeting was complete.

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

**For Tata Coffee Limited**

**Anantha Murthy N**  
**Head - Legal & Company Secretary**

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