

To
The Board of Directors
Tata Coffee Limited
Corporate Office: No. 57, Railway Parallel Road,
Kumara Park West,
Bengaluru – 560 020

And

Registered Office: Pollibetta, Kodagu,
Karnataka – 571 215

Independent Auditor’s Certificate certifying the proposed accounting treatment included in the Draft Composite Scheme of Arrangement amongst Tata Consumer Products Limited (“TCPL”) and Tata Coffee Limited (the “Company”) and TCPL Beverages & Foods Limited (“TBFL”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “Draft Scheme”) (Revised)

We, the statutory auditors of Tata Coffee Limited, (hereinafter referred to as “the Company”), have examined the proposed accounting treatment specified in clause 14.2 of Part B of the Draft Composite Scheme of Arrangement between Tata Consumer Products Limited (“TCPL”) and the Company and TCPL Beverages & Foods Limited (“TBFL”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “Draft Scheme”), with regard to demerger of the demerged undertaking (as defined in the Draft Scheme comprising of Plantation Business as defined in the Draft Scheme) of the Company into TBFL; with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under and other generally accepted accounting principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

The accounting treatment to be followed for demerger of the demerged undertaking of the Company is not specifically addressed by any Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The Company has therefore developed an accounting policy for such transaction as more fully described in Clause 14.2 of Part B-in accordance with paragraph 10 of Ind AS 8- *Accounting policies, Changes in Accounting Estimates and Error*. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Draft Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and

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all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the Tata Coffee Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). This Certificate should not be used for any other purpose without our prior written consent.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



P Usha Parvathy
Partner
(Membership No. 207704)
(UDIN: 22207704AGSBTB7382)

Chennai, Tamil Nadu, April 09, 2022
Ref: TCL/UP/MS/014/2021-22

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Annexure 1 - Notes

1. This certificate is issued in accordance with the terms of our engagement letter dated March 25, 2022. This revised certificate is issued only to address the observations received from the National Stock Exchange of India Limited vide letter dated April 5, 2022 (Letter Ref: NSE/LIST/30599) and queries received from BSE Limited by the Company. **Accordingly, this revised certificate supersedes our earlier certificate reference No. TCL/UP/MS/010/2021-22 dated March 29, 2022 having UDIN No. 22207704AFXCDC7520 and we have not performed any additional procedures subsequent to the date of our aforesaid certificate dated March 29, 2022.**
2. Clause 14.2 of Part B related to the proposed accounting treatment of the Draft Scheme has been reproduced by the management of the Company in **Annexure 2**, which we have initialed for identification purpose only.

Management's Responsibility

3. The responsibility for the preparation of the Draft Scheme includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's responsibility

4. The Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) requires that we comply with the ethical requirements of the Code of Ethics issued by (ICAI).
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Draft Scheme.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



P Usha Parvathy
Partner
(Membership No. 207704)
(UDIN: 22207704AGSBTB7382)

Chennai, Tamil Nadu, April 09, 2022
Ref: TCL/UP/MS/014/2021-22

Annexure 2

Relevant Extract of Proposed Accounting Treatment included in clause 14.2 of Part B of the Draft Composite Scheme of Arrangement amongst Tata Consumer Products Limited (TCPL) and Tata Coffee Limited (TCL) and TCPL Beverages & Foods Limited (TBFL) and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013:

Clause 14.2 of Part B

14. ACCOUNTING TREATMENT IN THE BOOKS OF THE COMPANIES

- 14.2 TCL shall, upon Scheme becoming effective, derecognise the assets and liabilities and transfer allocated reserves of the Demerged Undertaking vested in TBFL pursuant to this Scheme at their respective book values as on the Appointed Date with a corresponding debit to Capital Reserves, in terms of Indian Accounting Standards and accounting principles generally accepted in India.

For Tata Coffee Limited

VENKATARA
MANAN
KRISHNAMO
ORTHY

Digitally signed by
VENKATARAMANAN
KRISHNAMOORTHY
Date: 2022.04.08
20:57:21 +05'30'

Authorised Signatory

Name: Venkataramanan K
Place: Bengaluru
Date: April 08, 2022

