



Compliance Report to be submitted along with the draft scheme

It is hereby certified that the draft composite scheme of arrangement involving **Tata Consumer Products Limited ("TCPL")**, **Tata Coffee Limited ("TCL")**, **TCPL Beverages & Foods Limited ("TBFL")** and their respective shareholders and creditors does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("**SEBI Master Circular**"), including the following:

Sl.	Reference	Particulars	Whether complied or not
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied The documents have been submitted <i>vide</i> our application dated March 30, 2022 with BSE Limited and National Stock Exchange of India Limited



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



(b)	Para (I)(A)(3)	<u>Conditions for schemes of arrangement involving unlisted entities.</u>	Conditions as stated in Part (I)(A)(3)(a) of SEBI Circular relating to submission of information in specified format in the explanatory statement will be complied with, at the time of sending the notice to shareholders. Conditions as stated in Part (I)(A)(3) (b) and Part (I)(A)(3) (c) of SEBI Circular are not applicable since the Scheme does not involve merger of unlisted entity with a listed entity.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied Enclosed as Annexure 2A to this application
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied Enclosed as Annexure 9 to this application.
(e)	Para (I)(A)(9) ¹	Provision of approval of public shareholders through e-voting, will be complied.	Complied. The Scheme specifically provides that it is conditional upon the Scheme being approved by the public shareholders of the of TCPL and TCL through e-voting as required under the SEBI Master Circular.

Tata Coffee Limited

Anantha Murthy N
Head – Legal & Company
Secretary

Tata Coffee Limited

Chacko Parackal Thomas
Managing Director & CEO
DIN: 05215974



¹ Reference to Para (I)(A)(9) is based on the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, and is the covered under Para (I)(A)(10) of the SEBI Master Circular.

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Certified that the transactions / accounting treatment provided in the draft composite scheme of arrangement involving **Tata Consumer Products Limited, Tata Coffee Limited, TCPL Beverages & Foods Limited** are in compliance with all the Accounting Standards applicable to a listed entity.

Tata Coffee Limited

Venkataramanan K
Executive Director – Finance & CFO
DIN: 01728072

Tata Coffee Limited

Chacko Purackal Thomas
Managing Director & CEO
DIN: 05215974



March 30, 2022

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