

**Exhibit A****Form of Consent Letter**

Ref No: EM/31/Mar/2022/

Date: 12<sup>th</sup> April 12, 2022

To,

Tata Coffee Limited  
No. 57, Railway Parallel Road, Kumara Park West,  
Bangalore – 560 020, India

Dear Sir,

**Re:** Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited (“TCPL”), Tata Coffee Limited (“TCL”/ “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 and rules made thereunder (“Scheme”).

**Subj:** Your letter dated [insert date] (“Request Letter”)

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (*as amended*), we hereby provide our consent/no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to Tata Consumer Products Limited (TCPL)
4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
  - (a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder); and
  - (b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.



7. We further note that, upon filing of the application to the jurisdictional NCLT for sanction of the Scheme by the Company, our consent will also be required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit, in the form set out in **Exhibit B** to the Request Letter. We hereby consent to, [forthwith **OR** within 10 (ten) working days], issue and deliver to the Company such affidavit (duly stamped, executed, and notarized), in the form in Exhibit B upon the Company's future request (verbal or written) without the requirement of any additional information to be provided to us or formalities to be complied by the Company.
8. The Company may submit this letter to the stock exchanges, i.e., BSE, NSE, company law tribunals, i.e. NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully

(Name of the lender/bank)



T0892  
T.R. SARATHY

**Authorised Signatory**

**Exhibit A****Form of Consent Letter**

[11, April, 2022]

To,

Tata Coffee Limited  
No. 57, Railway Parallel Road, Kumara Park West,  
Bangalore – 560 020, India

Dear Sir,

**Re: Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited (“TCPL”), Tata Coffee Limited (“TCL”/ “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 and rules made thereunder (“Scheme”).**

**Subj: Your letter dated 30<sup>th</sup> March, 2022 (“Request Letter”)**

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (*as amended*), we hereby provide our consent/no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to Tata Consumer Products Limited (TCPL)
4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
  - (a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder); and
  - (b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
7. We further note that, upon filing of the application to the jurisdictional NCLT for sanction of the Scheme by the Company, our consent will also be required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit, in the form set out in **Exhibit B** to the Request Letter. We hereby consent to, [forthwith **OR** within 10 (ten) working days], issue and deliver to the Company such affidavit (duly stamped, executed, and notarized), in the form in Exhibit B upon the Company’s future request (verbal or written)

**The Hongkong and Shanghai Banking Corporation Limited**

No.7, 2nd Floor, M G Road, Bangalore - 560 001, India.

Website : [www.hsbc.co.in](http://www.hsbc.co.in)

Incorporated in Hong Kong SAR with limited liability

PUBLIC

without the requirement of any additional information to be provided to us or formalities to be complied by the Company.

8. The Company may submit this letter to the stock exchanges, i.e., BSE, NSE, company law tribunals, i.e. NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully  
(The Hongkong and Shanghai Banking Corporation Limited)



**Authorised Signatory**



**Exhibit A**

**Form of Consent Letter**

Ref No:

Date: 26/04/2022

To,

Tata Coffee Limited  
No. 57, Railway Parallel Road, Kumara Park West,  
Bangalore – 560 020, India

Dear Sir,

**Re:** Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited (“TCPL”), Tata Coffee Limited (“TCL”/ “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 and rules made thereunder (“Scheme”).

**Subj:** Your letter dated 30<sup>th</sup> March 2022 (“Request Letter”)

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and as required under the applicable laws, we hereby provide our consent/no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to Tata Consumer Products Limited (TCPL)
4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
  - (a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder); and
  - (b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
7. The Company may submit this letter to the stock exchanges, i.e., BSE, NSE, company law tribunals, i.e. NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

INTERNAL

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully  
Standard Chartered (Singapore) Limited

**Authorised Signatory**

The image shows a handwritten signature in black ink, which appears to be 'F. Guan', written over a horizontal line. To the right of the signature is the circular logo of Standard Chartered Bank, featuring a blue and white design with the bank's name around the perimeter.

ONG TECK GUAN, FREDDY  
MANAGING DIRECTOR & HEAD  
CORPORATE, COMMERCIAL & INSTITUTIONAL BANKING  
SINGAPORE



Industrial Finance Branch

No 10/4, 1<sup>st</sup> Floor, Mithra Towers, Kasturba Road, Bengaluru-1.

Phone: 080 2295 8220 / 8217 / 8218, Fax: 080 2223 5362

Mail: ifbbangalore@unionbankofindia.com

Ref:IFB-B:Adv:22-23

Date: 13.04.2022

Exhibit A

Form of Consent Letter

To,

Tata Coffee Limited  
No. 57, Railway Parallel Road, Kumara Park West,  
Bangalore – 560020, India

Dear Sir,

**Re:** Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited (“TCPL”), Tata Coffee Limited (“TCL”/ “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 and rules made thereunder (“Scheme”).

**Sub:** Your letter dated 30.03.2022 requesting to issue NOC

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (*as amended*), we hereby provide our consent/no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to Tata Consumer Products Limited (TCPL)
4. We hereby agree that the consent and authorization provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
  - (a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder); and



- (b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
7. We further note that, upon filing of the application to the jurisdictional NCLT for sanction of the Scheme by the Company, our consent will also be required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit, in the form set out in **Exhibit B** to the Request Letter. We hereby consent to, [forthwith **OR** within 10 (ten) working days], issue and deliver to the Company such affidavit (duly stamped, executed, and notarized), in the form in Exhibit B upon the Company's future request (verbal or written) without the requirement of any additional information to be provided to us or formalities to be complied by the Company.
8. The Company may submit this letter to the stock exchanges, i.e., BSE, NSE, company law tribunals, i.e. NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalized terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully

  
Asst. General Manager







Corporate and  
Investment Banking

**Exhibit A**

**Form of Consent Letter**

Date: 14<sup>th</sup> April 2022

To,

Tata Coffee Limited  
No. 57, Railway Parallel Road, Kumara Park West,  
Bangalore – 560 020, India

Dear Sir,

**Re:** Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited ("TCPL"), Tata Coffee Limited ("TCL"/ "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 and rules made thereunder ("Scheme").

**Subj:** Your letter dated 30<sup>th</sup> March 2022 ("Request Letter")

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (*as amended*), we hereby provide our consent/no objection to the Scheme and all transactions therein, and confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to Tata Consumer Products Limited (TCPL)
4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
  - (a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder);
  - (b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme; and
  - (c) you receive similar approvals from all the other lenders/creditors in relation to the Scheme.

6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
7. We further note that, upon filing of the application to the jurisdictional NCLT for sanction of the Scheme by the Company, our consent will also be required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit, in the form set out in **Exhibit B** to the Request Letter. We hereby consent to, [forthwith **OR** within 10 (ten) working days], issue and deliver to the Company such affidavit (duly stamped, executed, and notarized), in the form in Exhibit B upon the Company's future request (verbal or written) without the requirement of any additional information to be provided to us or formalities to be complied by the Company.
8. The Company may submit this letter to the stock exchanges, i.e., BSE, NSE, company law tribunals, i.e. NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully

For Citibank N.A.

Authorised Signatory



**Exhibit A**

**Form of Consent Letter**

Ref No:

Date: 12th April 2022

To,

Tata Coffee Limited  
No. 57, Railway Parallel Road, Kumara Park West,  
Bangalore – 560 020, India

Dear Sir,

**Re: Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited (“TCPL”), Tata Coffee Limited (“TCL”/ “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 and rules made thereunder (“Scheme”).**

**Subj: Your letter dated [insert date] (“Request Letter”)**

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (*as amended*), we hereby provide our consent/no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to Tata Consumer Products Limited (TCPL)
4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
  - (a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder); and
  - (b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
7. We further note that, upon filing of the application to the jurisdictional NCLT for sanction of the Scheme by the Company, our consent will also be required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit, in the form set out in **Exhibit B** to the Request Letter. We hereby consent to, [forthwith **OR** within 10 (ten) working days], issue and deliver to the Company such affidavit (duly stamped, executed, and

For AXIS BANK LTD.



notarized), in the form in Exhibit B upon the Company's future request (verbal or written) without the requirement of any additional information to be provided to us or formalities to be complied by the Company.

8. The Company may submit this letter to the stock exchanges, i.e., BSE, NSE, company law tribunals, i.e. NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully

For Axis Bank Ltd

For **AXIS BANK LTD.**

  
Authorised Signatory  
**Authorised Signatory**