



December 15, 2023

National Stock Exchange of India Limited
Exchange Plaza, C-1, G Block
Bandra Kurla Complex,
Bandra (E)
Mumbai 400 051
Scrip Code –**TATACONSUM**

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001
Scrip Code - **500800**

The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata 700 001
Scrip Code – **1000027**
(Demat) 27 (Physical)

Sub: Communication to Shareholders of Tata Coffee Limited regarding Issue and allotment of shares in Dematerialization mode pursuant to the Scheme

Dear Sir/Madam,

Pursuant to the Scheme of Arrangement amongst Tata Consumer Products Limited (“the Company”), Tata Coffee Limited (“TCL”), TCPL Beverages & Foods Limited (“TBFL”) and their respective shareholders and creditors, the Company shall, upon the Scheme becoming effective, issue and allot equity shares to the shareholders of TCL only through dematerialization mode, as provided under the Scheme and mandated by SEBI

In this regard, please find enclosed herewith a communication that has been sent by the Company to the shareholders of TCL holding shares in physical form, requesting them to dematerialize their holdings at the earliest to receive direct allotment of the aforesaid shares in their demat accounts. Alternatively, an option form is provided for shareholders to intimate their other valid demat account to receive shares in electronic mode

Record Date for the purposes of determining the shareholders of TCL to whom equity shares of the Company would be allotted pursuant to the Scheme becoming effective shall be intimated once determine by the Company/TCL. This is for your information and records.

Yours faithfully,

For **Tata Consumer Products Limited**

NEELABJA
CHAKRABARTY

Digitally signed by
NEELABJA CHAKRABARTY
Date: 2023.12.15 14:47:51
+05'30'

Neelabja Chakrabarty

Company Secretary & Compliance Officer

Encl.: as above

TATA CONSUMER PRODUCTS LIMITED

11/13 Botawala Building 1st Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India

Tel: 91-22-6121-8400 | Fax: 91-22-61218499

Registered Office: 1, Bishop Lefroy Road, Kolkata – 700 020

Corporate Identity Number (CIN): L15491WB1962PLC031425

email: investor.relations@tataconsumer.com

website: www.tataconsumer.com



TATA CONSUMER PRODUCTS LIMITED

CIN: L15491WB1962PLCO31425
Registered Office: 1 Bishop Lefroy Road Kolkata 700 020. • Tel.: 033-22836917 • Fax: 033-22833032
E-mail: investor.relations@tataconsumer.com • Website: www.tataconsumer.com

December 14, 2023

Dear Sir/Madam,

Sub: Issue and allotment of shares in Dematerialization mode pursuant to the Scheme

Ref: Composite Scheme of Arrangement amongst Tata Consumer Products Limited ("the Company"/ "TCPL"), Tata Coffee Limited ("TCL"), TCPL Beverages & Foods Limited ("TBFL"), and their respective shareholders and creditors, under Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other rules and regulations framed thereunder (hereinafter referred as "the Scheme")

This is in furtherance to the communication sent to you by Tata Coffee Limited on April 17, 2023. We wish to inform you that the Scheme has been approved by the Hon'ble National Company Law Tribunal, Kolkata and Bengaluru Benches ("NCLTs") vide Order dated November 10, 2023 and October 31, 2023 respectively. The Scheme Inter-alia provides for

- (i) As a first step, **Demerger** of Demerged Undertaking (comprising of the Plantation Business as defined in the Scheme) of TCL into TBFL and in consideration thereof issuance of equity shares of TCPL to the shareholders of TCL in the following ratio:

"1 (one) fully paid up equity share of Re.1/- each of TCPL shall be issued and allotted for every 22 (twenty-two) fully paid up equity shares of Re.1/- each held in TCL." ("Share Entitlement Ratio")

- (ii) As a second step, followed immediately by the **Amalgamation** of TCL (comprising the Remaining Business of TCL) with TCPL and in consideration thereof issuance of equity shares of TCPL to the shareholders of TCL in the following ratio:

"14 (fourteen) fully paid up equity share of Re.1/- each of TCPL shall be issued and allotted for every 55 (fifty-five) fully paid up equity shares of Re.1/- each held in TCL" ("Share Exchange Ratio")

Upon the Scheme becoming effective, Tata Coffee Limited would stand dissolved, without being wound up, as mentioned in the Scheme. The Scheme will become effective upon fulfillment of conditions as mentioned in Clause 29 of the Scheme.

The Record Date for determining the entitlement of shareholders of Tata Coffee Limited to receive equity shares of TCPL, shall be fixed by the Company and shall be communicated to the Stock Exchanges and also made available on the website of the Company at www.tataconsumer.com.

Issuance of equity shares of TCPL to shareholders of TCL, pursuant to the Scheme:

As mentioned above, upon the Scheme becoming effective, in accordance with Clauses 13 and 20 of the Scheme, TCPL shall issue and allot equity shares in two tranches (i) as per the Share Entitlement Ratio of 1:22 for consideration of Demerger and (ii) as per Share Exchange Ratio of 14:55 for consideration of Amalgamation. Such shares would be credited as fully paid-up, to the members of TCL, whose names appear in the register of members including the register and index of beneficial owners maintained by the depositories as on **the Record Date** or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the said date.

As directed by SEBI and as provided in the Scheme, the equity shares to be issued by TCPL shall be issued in **dematerialized form only**. As per records of TCL, you are holding shares of TCL in physical form. **Hence you are requested to dematerialize your holding at the earliest to receive the direct allotment of shares in your electronic account.**

However for any reason, if you are unable to dematerialize your holding, you are requested to **return the attached annexure, duly signed by the holders as per the specimen signature registered with TCL, providing details of your Demat Account, supported by self-attested copy of the Client Master List (CML) to our Registrar & Transfer Agent at below address, such that the same is received by our Registrar, latest by January 8, 2024 or at least 7 (seven) days before the Record Date (to be announced in due course), whichever is later.**

Name and Address	Contact Details
TSR Consultants Private Limited Unit: Tata Consumer Products Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400 083	Tel No.: +91 8108118484 Fax No.: +91 22 6656 8494 Email Id: csg-unit@tcplindia.co.in Website: www.tcplindia@co.in

Please note that the name and order of the names of the holders on the share certificate and in the demat account maintained by your Depository participant should be same. Besides the account status and demographic details should also be matching. Shareholders can send the annexure and CML e-signed at csg-unit@tcplindia.co.in with subject line "Tata Consumer Products Limited - Option to receive shares in demat form"

You are also requested to take note of the below provision in the Scheme, in case you are not able to intimate your Demat Account details to the Registrar and Transfer Agent - TSR Consultants Private Limited, as mentioned in the Scheme:

In case the said shares of the Company held by shareholders are not dematerialized before the record date or the shareholder fails to provide the demat account details or if the details furnished by any shareholder do not permit electronic credit of the shares of TCPL, then such shares shall be kept in escrow or with a trustee nominated by the Board of TCPL for the benefit of such shareholders or shall be dealt with as provided under the Applicable Law and will be credited as and when the details of such shareholder's account with the depository participant are intimated in writing to TCPL, if permitted under Applicable Law. The Resultant Equity Shares held in such trustee account or escrow account as the case may be, shall be credited into the demat account after the relevant shareholder submits the request form ISR-4 along with self-attested Client Master Statement and requisite supporting documents to TCPL. The treatment of dividends, voting rights, and other corporate benefits, pending the abovementioned transfer of the said shares from the said escrow / trustee account as the case be, will be in accordance with the directions of Regulations.

We, therefore, request you to kindly get your physical shares dematerialized at the earliest to avoid the hassle of undertaking necessary formalities post the shares have been allotted by TCPL upon effectiveness of the Scheme into such escrow account or the trustee account, as the case may be. Alternatively, you can provide your demat account details by submitting the attached option form latest by January 8, 2024 or at least 7 (seven) days before the Record Date (to be announce in due course), whichever is later.

Additionally, we draw your attention to the benefits of holding shares in dematerialized form as detailed below:

- Convenient mode of holding securities, especially in case you are holding shares of many companies.
- Immediate transfer of securities.
- No stamp duty is payable on the transfer of securities in demat mode.
- Elimination of risks such as bad delivery, fake securities, loss in transit, etc.
- Reduction in paperwork and transaction cost.
- Saving of time - Change in address / bank account particulars etc. recorded with Depository Participant gets registered electronically with all companies in which you hold securities.
- Facilitates direct credit of shares in case of allotment under Initial Public Offer, Rights Issue, Bonus Issue, Stock Split, Mergers, etc.
- Eases portfolio management and provides 'online' access through the internet.

In case, you have any queries or need any assistance in this regard, please contact the Secretarial Department of TCPL or TSR Consultants Pvt. Ltd., the Registrar and Transfer Agent of the Company.


In case, you have already submitted your request for dematerialization, kindly ignore this communication.

Further, SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, and circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, has mandated that all the folios have to be KYC compliant and accordingly, has asked the shareholders to register their PAN, KYC details and Nomination with the RTAs. SEBI has also directed that RTAs shall not process any service requests or complaints received from the holder(s) / claimant(s) till PAN, KYC and Nomination documents/details are registered. Hence, we request you to please register/update your PAN, KYC and Nomination details with our RTA, if not already done. For downloading the forms, please visit <https://www.tcplindia.co.in> -> Investor Services -> Downloads -> Forms -> Formats for KYC.

Assuring you of our best services at all times.

Yours faithfully,

For **Tata Consumer Products Limited**



Neelabja Chakrabarty

Company Secretary and Compliance Officer

