



## Cost of Acquisition of the Equity Shares

Dear Shareholder(s),

The Hon'ble National Company Law Tribunal, Kolkata and Bengaluru Benches ("NCLTs") vide Order dated November 10, 2023 and October 31, 2023 respectively ('the Order') approved the Composite Scheme of Arrangement amongst Tata Coffee Limited ['TCL'], TCPL Beverages & Foods Limited ['TBFL'] and Tata Consumer Products Limited [ 'TCPL'] and their respective shareholders and creditors ("the Scheme") for the demerger of the Plantation Business of TCL and followed by the amalgamation of Remaining Business of TCL with TCPL.

As per the Scheme, the Plantation Business of TCL has been demerged and stands transferred and vested in TBFL, on a going concern basis w.e.f. **January 1, 2024**, being the **Appointed Date and Effective Date**. Pursuant to the Order, TCPL has issued and allotted, to those shareholders whose names appeared in the register of members of TCL, except TCPL, on the record date (i.e. January 15, 2024), 1 Equity Share of ₹ 1/- each of TCPL for every 22 Equity Shares of ₹ 1/- each held in TCL.

Further, as per the Scheme, the Remaining Business of TCL has been amalgamated and stands transferred and vested in TCPL, on a going concern basis w.e.f. January 1, 2024, being the Appointed Date and Effective Date. Pursuant to the Order, TCPL has issued and allotted, to those shareholders whose names appeared in the register of members of TCL except TCPL on the record date (i.e. January 15, 2024), 14 Equity Shares of ₹ 1/- each of TCPL for every 55 Equity Shares of ₹ 1/- each held in TCL.

We wish to inform the shareholders the proportionate cost of acquisition of equity shares of TCPL as per the provisions of Sections 49(2C) and 49(2D) of the Income Tax Act, 1961.

Accordingly, the cost of acquisition of shares of both the Demerged Company and the Resulting Company is to be calculated as under:

Cost of acquisition of TCPL shares issued and allotted on Demerger	$\frac{\text{(Original Cost of acquisition of TCL shares x Net Book Value of asset transferred from Plantation Business of TCL)}}{\text{Net-worth of TCL immediately before demerger}}$
Cost of acquisition of TCPL shares issued and allotted on Amalgamation	Original cost of acquisition of TCL shares (less) cost of acquisition of TCPL shares issued and allotted on demerger (as computed above)

## TATA CONSUMER PRODUCTS LIMITED

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While the net book value of assets which relate to the plantation business of TCL as on the Appointed Date was Rs.64,695.8 lakhs, the net worth of TCL immediately before demerger was Rs.1,37,393.75 lakhs.

The ratio of apportionment of cost of acquisition of the original TCL shares pursuant to Sections 49(2C) and 49(2D) of the Income-tax Act, 1961 is as under:

Equity shares allotted on	% of total Cost of Acquisition of the Equity Shares
Cost of acquisition of TCPL shares issued and allotted on Demerger	47.09%
Cost of acquisition of TCPL shares issued and allotted on Amalgamation	52.91%

*Note: Securities premium has been included for calculation of Net worth under section 49(2C).*

This communication is merely for the general guidance of the shareholders and should not be considered as a substitute for any independent opinion that the shareholders may obtain. Determination of cost of acquisition is otherwise an involved exercise requiring application of Section 55(2)(ac) read with Section 112A of the Income-tax Act, 1961. Shareholders are advised to take necessary professional advice in the matter, as may be needed. The concerned regulatory, statutory or judicial authority, including any assessing officer / appropriate appellate authority, could take a different view. The Company takes no express or implied liability in relation to this guidance. This guidance note should not be considered as advice and shall not result in the creation of any legal or fiduciary obligations between the TCPL, TBFL, TCL and the shareholders or any of them.

For **Tata Consumer Products Limited**

**Sivakumar Sivasankaran**

**Chief Financial Officer**

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