



SEC/SH/MER/

The Secretary  
Calcutta Stock Exchange Ltd.  
7 Lyons Range  
**Calcutta – 700 001**  
**Fax : 033-22104500**  
**Scrip Code: 27 (for physical)**  
**1000027(For Demat)**

The Stock Exchange  
Corporate Relationship Dept.  
1<sup>st</sup> Floor, New Trading Wing  
Rotunda Building, PJ Towers  
Dalal Street Mumbai – 400 001  
**Fax : 022-22722037**  
**Scrip Code: 500800**

The Secretary  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (E)  
**Mumbai – 400 051**  
**Fax : 022-26598237**  
**Scrip Code: TATA GLOBAL**

National Stock Exchange of India Ltd.  
Wholesale Debt Market Segment  
Exchange Plaza, Plot No. C/1, G Block  
Bandra Kurla Complex  
**Mumbai – 400 051**  
**Fax : 022-26598237**

May 26, 2015

Dear Sirs,

This is further to our letter informing you that the Hon'ble High Courts at Calcutta and Himachal Pradesh have sanctioned the Scheme of Amalgamation of Mount Everest Mineral Water Limited (MEMW) with Tata Global Beverages Limited (TGBL) (herein after referred as "the Scheme"). We are attaching herewith the respective copies of the Orders received from both the High Courts for your reference and records. We wish to inform you that the Company has filed the copies of the orders in Form INC 28 with the respective Registrar of Companies.

We further wish to inform you the following:-

1. Pursuant to the Scheme, the Company has fixed the **Record Date as Monday, 8<sup>th</sup> June 2015** for the purpose of issue of new equity shares of the Company to the shareholders of MEMW in terms of the Scheme.
2. Pursuant to Clause 11.1 of the Scheme, the Company, in consideration of the amalgamation will be issuing and allotting to every equity shareholder of MEMW holding fully paid-up equity shares and whose names appear in the Register of Members on the Record Date, namely, 8.6.2015, 3 equity shares of Re. 1 each of the Company for every 4 equity shares of Rs. 10 each held in MEMW.

**TATA GLOBAL BEVERAGES 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 6121 8499  
Registered Office 1 Bishop Lefroy Road Kolkata 700 020  
Corporate Identity Number - L15491WB1962PLC031425  
website [www.tataglobalbeverages.com](http://www.tataglobalbeverages.com)





3. The new equity shares of the Company issued in terms of the Scheme shall rank pari passu in all respects with the existing equity shares of the Company.
4. No fractional shares shall be issued by the Company in respect of the fractional entitlement to which the equity shareholders of MEMW may be entitled. The Company will consolidate all such fractional entitlements and thereupon issue and allot new equity shares in lieu thereof to a Director of the Company appointed for the purpose who shall hold in terms for and on behalf of the Members entitled to such fractional entitlements with the understanding that such Director shall hold/sell the same at such time or times or at such price or prices or such person or persons as he may deem fit in accordance with Clause 11.5 of the Scheme.
5. Pursuant to the Scheme, the shares of MEMW held by its shareholders (both physical and in dematerialization form) shall, without any further application, act, entitlement or deed be deemed to have been automatically cancelled. The said equity shares of MEMW held in physical form shall be deemed to have been automatically cancelled without any requirement to surrender the shares certificates. TGBL shall take such corporate actions in relation to the equity shares of MEMW in dematerialization form as may be necessary.

Yours faithfully,

For **TATA GLOBAL BEVERAGES LIMITED**

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**( V. Madan )**  
**Vice President & Secretary**



Encl: as above



**Synopsis of Scheme of Amalgamation of Mount Everest Mineral Water Limited (the transferor company) with Tata Global Beverages Limited (the Transferee company)**

1. **Share Exchange Ratio:** Upon the Scheme coming into effect, and without any further application, act or deed, the Transferee Company shall, in consideration of the amalgamation of the Transferor Company with the Transferee Company, issue and allot to every Equity Shareholder of the Transferor Company holding fully paid-up Equity Shares in the Transferor Company and whose names appear in the register of members of the Transferor Company on the Record Date, 3 Equity Shares of Re. 1 each in the Transferee Company credited as fully paid-up with rights attached thereto as hereinafter mentioned (hereinafter referred to as the "New Equity Shares") for every 4 Equity Share of Rs.10 each fully paid-up held by such member in the capital of the Transferor Company ("Share Exchange Ratio").
2. In respect of the Equity Shares in the Transferor Company already held in dematerialized form, the New Equity Shares to be issued by the Transferee Company in lieu thereof shall also be issued in dematerialized form with the New Equity Shares being credited to the existing depository accounts of the members of the Transferor Company entitled thereto. Members of the Transferor Company desirous of receiving the New Equity Shares in the Transferee Company in dematerialized form should have their shareholding in the Transferor Company dematerialized on or before the Record Date.
3. Pursuant to the Scheme, the shares of the Transferor Company held by its Equity Shareholders (both in physical and dematerialized form), shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled. The said Equity Shares of Transferor Company held in physical form shall be deemed to have been automatically cancelled without any requirement to surrender the certificates for shares held by the shareholders of the Transferor Company. The Transferee Company shall take such corporate actions in relation to the Equity Shares of the Transferor Company held in dematerialized form, as may be necessary.
4. **Treatment of Fractional Entitlement:** No fractional share shall be issued by the Transferee Company in respect of the fractional entitlements, if any, to which the Equity Shareholders of the Transferor Company may be entitled on issue and allotment of New Equity Shares in the Transferee Company as above. The Board of Directors of the Transferee Company shall consolidate all such fractional entitlements and thereupon issue and allot New Equity Shares in lieu thereof to any director of the Transferee Company appointed for the purpose who shall hold the New Equity Shares in trust for and on behalf of the members entitled to such fractional entitlements with the express understanding that such director shall sell the same at such time or times and at such price or prices to such person or persons, as it deems fit. The said director shall distribute such net sale proceeds to the members in the same proportion as their respective fractional entitlements bear to the consolidated fractional entitlements. The director shall be appointed by the Board of Directors of the Transferee Company.

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5. **New Equity Shares Shall rank pari-passu:** The New Equity Shares in the Transferee Company to be issued to the members of the Transferor Company shall be subject to the Memorandum and Articles of Association of the Transferee Company and the New Equity Shares so issued shall rank pari passu in all respects with the existing Equity Shares in the Transferee Company.
  
6. **Listing of New Equity Shares:** The New Equity Shares of the Transferee Company issued in terms of the Scheme shall, subject to applicable regulations, be listed and/or admitted to trading on the relevant stock exchange(s) where the existing Equity Shares of the Transferee Company are listed and/or admitted to trading.
  
7. **Authorised capital of Transferee Company Post Merger :** Consequent to and as part of the amalgamation of the Transferor Company with the Transferee Company herein, the Authorised Share Capital of the Transferor Company shall stand merged into and combined with the Authorised Share Capital of the Transferee Company pursuant to the Scheme, without any further act of deed, and without payment of any registration or filing fee on such combined Authorised Share Capital under Section 611 of the Act, the Transferor Company and the Transferee Company having already paid such fees. Accordingly, the Authorised Share Capital of the Transferee Company resulting from the amalgamation of the Transferor Company with the Transferee Company shall be a sum of Rs. 110,00,00,000/- divided into 110,00,00,000 Equity Shares of Re. 1/- each and Clause V of the Memorandum of Association of the Transferee Company and Article 3A of the Articles of Association of the Transferee Company shall stand altered accordingly.
  
8. **Allotment to NRI shareholders:** For issue and allotment of the New Equity Shares to the non-resident members of the Transferor Company, the Transferee Company shall, apply for and obtain approvals, if and to the extent required, under the Foreign Exchange Management Act, 1999. It is clarified that the issuance of shares to other shareholders of the Transferor Company shall not be subject to receipt of any such approvals by the Transferor Company and/or the Transferee Company.
  
9. **No Allotment Of Shares To The Transferee Company :** Upon the Scheme coming into effect, all Equity Shares which the Transferee Company holds in the Transferor Company (either directly or through nominees) shall stand cancelled without any issue or allotment of New Equity Shares or payment whatsoever by the Transferee Company in lieu of such Equity Shares of the Transferor Company.




A handwritten signature in black ink, appearing to be 'Vijay' or similar, written over a horizontal line.



10. **Employees:** All the employees of the Transferor Company in service on the Effective Date shall, on and from the Effective Date, become the employees of the Transferee Company on the same terms and conditions on which they were engaged on the Effective Date without treating it as a break, discontinuance or interruption in service on the said date. Accordingly the services of such employees for the purpose of the said Funds (as defined herein) or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with the Transferor Company.

For TATA GLOBAL BEVERAGES LIMITED

  
(V. Madan )  
Vice President & Secretary

