

## Notice

Notice is hereby given that the Fifty-Seventh Annual General Meeting of Tata Consumer Products Limited (formerly known as Tata Global Beverages Limited) will be held on **Monday, July 6, 2020 at 10.30 a.m. IST** through two-way Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses:

### ORDINARY BUSINESS:

#### 1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

#### 2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.

#### 3. Declaration of Dividend

To declare a Dividend on the Equity Shares of the Company for the financial year ended March 31, 2020.

#### 4. Appointment of Mr. Harish Bhat (DIN 00478198) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Harish Bhat (DIN 00478198) who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 5. Ratification of the Remuneration of Cost Auditors

To consider and if thought fit to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as

amended from time to time, the Company hereby ratifies the remuneration of Rs. 4,00,000/- (Rupees Four Lakh only) plus taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit, payable to M/s Shome & Banerjee, Cost Accountants (Firm Registration Number 000001), who are appointed by the Board of Directors of the Company, as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 6. Appointment of Mr. Sunil D'Souza (DIN 07194259) as Managing Director and Chief Executive Officer (MD&CEO) and terms of appointment

To consider and if thought fit to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT**, pursuant to the recommendation of the Nomination and Remuneration Committee (**"NRC"**), applicable provisions of the Companies Act, 2013 (**"Act"**), and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Sunil D'souza (DIN 07194259), who was appointed as an Additional Director of the Company by the Board of Directors (the 'Board') with effect from April 4, 2020, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as a director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT**, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (**"Act"**) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), read with Schedule V

## Notice (continued)

to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and Articles of Association of the Company and subject to the other necessary approval, if any, the approval of members of the Company be and is hereby accorded for the appointment and remuneration of Mr. Sunil D'souza (DIN 07194259), as Managing Director & Chief Executive Officer (MD & CEO) for a period of 5 (Five) Years with effect from April 4, 2020 to April 3, 2025, on the terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice convening this Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits during the tenure of his appointment), with liberty to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Sunil D'souza.

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The Annual General Meeting ("AGM") of the Company is scheduled to be held on Monday, July 6, 2020, at 10:30 a.m. (IST) through two-way Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and the voting for items to be transacted in the Notice to this AGM shall be only through remote electronic voting process or electronic voting during the AGM, in compliance with applicable provisions of the Companies Act, 2013 (**the "Act"**) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies
2. Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2019-20 is sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the 57th AGM has been uploaded on the website of the Company at [www.tataconsumer.com](http://www.tataconsumer.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("**BSE**") and The National Stock Exchange of India Limited ("**NSE**") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of National Securities Depository Limited ("**NSDL**") (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**") in respect of Item Nos. 5 & 6 are annexed hereto. Information under Regulations 26 (4) and 36 (3) of the Listing Regulations and as required under Secretarial Standard 2 on General Meeting, pursuant to Section 118 (10) of the Act, issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed/re-appointed at this Annual General Meeting ("**Meeting**" or "**AGM**") is provided in the Annexure to this Notice. Requisite declarations have been received from the Directors for seeking appointment / re-appointment.

4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members has been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Members attending the meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
6. As per the provisions of Clause 3.A.III. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 5 & 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
7. The Members are requested to note that the Company is pleased to provide a two-way Video Conferencing Facility (VC) to view the live streaming of the proceedings of the AGM and facilitate participation of Members at the AGM through VC or asking their questions through a Chatbox facility. The Members will be able to view the proceedings on NSDL's e-Voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Members may use this facility by using the same login credentials as provided for remote e-Voting. Members on the day of the AGM will login through their user ID and password on e-Voting website of NSDL. The link will be available in Member login where the EVEN of Company will be displayed. On clicking this link, the Member will be able to view the webcasting of the AGM proceedings. The VC Facility will be available on July 6, 2020 from 10:30 a.m. (IST) onwards till the conclusion of the Meeting.
9. Members seeking any information with regard to any items provided in the AGM Notice including the Annual Accounts and any queries relating to the business / operations of the Company, are requested to write to the Company mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach at least forty-eight hours prior to the AGM i.e. on or before 10.30 a.m. (IST) on July 4, 2020 at **AGM2020@tataconsumer.com** and responses to such queries will be appropriately addressed by the Chairman of the meeting. Due to technical reasons, the length of a question may possibly be limited to a certain number of characters; however, the number of questions a shareholder or its authorized representative can submit will not be affected thereby. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize questions and select, in the interest of the other shareholders, meaningful questions. Only questions in the English language will be taken into account. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM, with the Company preserving the right to answer frequently asked questions upfront on the Company's website.
10. Corporate members intending to send their authorised representative to attend the AGM through VC or OAVM or to vote through remote e-voting, pursuant to Sections 112 and 113 of the Act, are requested to send a certified copy of the board resolution to the Scrutinizer by e-mail at [asimsecy@gmail.com](mailto:asimsecy@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), authorising their representative to attend and vote on their behalf at the AGM.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on NSDL's e-Voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,500 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the

## Notice (continued)

Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

13. The Register of Members and Share Transfer Books of the Company will be closed from **Monday, June 22, 2020 to Monday, June 29, 2020** (both days inclusive) for the purpose of AGM and payment of dividend for the Financial Year 2019-2020.

14. The dividend of Rs. 2.70 per equity share of Re. 1 each (270%), as recommended by the Board, if declared at the AGM, will be paid, subject to deduction of income-tax at source wherever applicable, on or after **Wednesday, July 8, 2020** as under:

- i) To all the beneficial owners in respect of shares held in dematerialised form as per the data as may be made available by NSDL and CDSL as of the beginning of the business hours on **Monday, June 22, 2020**.
- ii) To all the members in respect of shares held in physical form after giving effect to all valid transmission/transposition in respect of valid requests lodged with the Company before the commence of book closure date i.e **Monday, June 22, 2020**.

15. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct Tax At Source ("**TDS**") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending documents through email by **Monday, June 22, 2020**. For the detailed process, please click here: [https://www.tataconsumer.com/investors/inv\\_announcements?reload](https://www.tataconsumer.com/investors/inv_announcements?reload)

16. Further, in order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means, are

requested to send a scanned copy of the following details/documents at [Csg-KYC@tsrdarashaw.com](mailto:Csg-KYC@tsrdarashaw.com) latest by June 19, 2020:

- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
  - i) Name and Branch of Bank and Bank Account type;
  - ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
  - iii) 11 digits IFSC Code;
- b. self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested scanned copy of the PAN Card; and
- d. self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participant(s).

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

17. Shareholders holding shares in physical form are requested to advise any change of correspondence address, email address, bank details immediately to the Company's Registrar and Share Transfer Agents, M/s TSR Darashaw Consultants Private Limited

("TSRD"). Shareholders holding shares in electronic form must advise their respective depository participants about any change in correspondence address, email address and bank details and not to the Company or the Registrars.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or TSRD by clicking at <https://green.tsrdarashaw.com/green/events/login/tf>.

18. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or TSRD, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes thereon.
19. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members, upon normalisation of postal services and other activities.
20. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://www.tataconsumer.com/investors/share-registration>. Members holding shares in physical form may submit the same to TSRD. Members holding shares in electronic form may submit the same to their respective depository participant.
21. This AGM Notice is being sent, by e-mail, only to those eligible Members who have already registered their e-mail address with the Depositories / the depository

participant / the Company's Registrar and Share Transfer Agents: TSRD / the Company or who will register their e-mail address with RTA, on or before June 22, 2020. The Company has also made special arrangement with TSRD and NSDL for registration of e-mail addresses in terms of the MCA Circulars to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically.

**Registration with TSRD:** Process to be followed for registration of e-mail address is as follows:

- a) Visit the link <https://green.tsrdarashaw.com/green/events/login/tf>
- b) Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member to enter one of the share certificate numbers
  - i) Shareholder to whom shares have been issued pursuant to the Scheme of Arrangements amongst the Company and Tata Chemicals Ltd are required to state the folio no in which they held shares of Tata Chemicals in absence of PAN/ Certificate no.
  - ii) To find new folio number shareholder can visit the website of the Company under the "Investors Section".
- c) Upload a self-attested copy of PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.
- d) Enter your e-mail address and mobile number.
- e) The system will then confirm the e-mail address for receiving this AGM Notice.
22. After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for FY 2019-20 along with the e-Voting user ID and password. In case of any queries, Members may write to [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
23. For permanent registration of e-mail addresses, Members are requested to register the same with

## Notice (continued)

their concerned DPs, in respect of electronic holding and with the Company's Registrar TSRD by writing to them at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com).

24. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants / TSRD to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.
25. **Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:**

- i) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **AGM2020@tataconsumer.com**. For the shareholders who are allotted shares in physical form pursuant to the Scheme of Arrangement with Tata Chemicals Limited and the share certificates could not be dispatched due to the lockdown restrictions under COVID-19, can find new folio number in the website of the Company under the "Investors Section".
- ii) In case shares are held in Demat mode, please provide DP ID AND CLIENT ID (8 digit DPID + 8 digit CLID or 16 digit beneficiary ID), Name, Client Master List or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **AGM2020@tataconsumer.com**.
- iii) Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (i) or (ii) as the case may be.

26. Shareholders may note that the bank details registered against their account in physical form will not be applicable to their electronic account and vice versa. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are

to be advised only to the Depository Participant of the shareholders.

It is in the interest of shareholders to register their bank details against their account and avail of facility being extended by the Company of receiving the credit of dividend directly to their bank account through electronic means. The facility is available at all bank branches who have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System.

Shareholders may please note that under SEBI instructions, furnishing of bank particulars by the shareholders has become mandatory.

### 27. **Transfer of Unclaimed / Unpaid dividend to the Investor Education and Protection Fund ("IEPF"):**

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the IEPF, maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed or unpaid in respect of dividends declared upto the financial year ended March 31, 2012 have been transferred to the IEPF. The details of the unclaimed dividends so transferred are available on the Company's website, <https://www.tataconsumer.com/investors/investor-information/iepf-related-matters> and on the website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

**It may be noted that unclaimed dividend for the financial year 2012-13 declared on July 15, 2013 is due to be transferred to the IEPF by September 2020. The same can, however, be claimed by the members by August 06, 2020.**

Members who have not encashed the dividend warrant(s) from the financial year ended March 31, 2013 may forward their claims online to the Company's Registrar and Share Transfer Agents before they are due to be transferred to the IEPF, details of which are given in the Corporate Governance Report.



In accordance with Section 124(6) of the Act, read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial years ended March 31, 2012 and remained unpaid or unclaimed were transferred to the IEPF. The details of such shares transferred have been uploaded in the Company's website <https://www.tataconsumer.com/investors/investor-information/iepf-related-matters>.

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned members from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Member/Claimant is required to make an online application to the IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fees as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

account number, MICR code, IFSC code, etc., to their Depository Participants (DPs) in case the shares are held in electronic form and to the Registrar at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) in case the shares are held in physical form quoting your folio no.

28. SEBI had vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 read with BSE circular no. list/comp/15/2018-19 dated July 05, 2018 and NSE circular no. NSE/CML/2018/26 dated July 09, 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, TSR Darashaw Consultants Private Limited ('Registrar' or 'TSRD') at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website [www.tataconsumer.com](http://www.tataconsumer.com).
29. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), registering of nomination, power of attorney registration, Bank Mandate details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs) in case the shares are held in electronic form and to the Registrar at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) in case the shares are held in physical form quoting your folio no.
30. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is available on the Company's website under the section 'Investor Relations' as also attached as part of this Report. Members holding shares in physical form are requested to submit the filled in form to the Company at [investor.relations@tataconsumer.com](mailto:investor.relations@tataconsumer.com) or to the Registrar in physical mode, after restoring normalcy or in electronic mode at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com), as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or TSRD.
31. **Process and manner of voting through electronic means:**
  - i. In compliance with the provisions of Section 108 of the Act, and Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide members holding shares either in physical form or in dematerialised form, the facility to exercise their right to vote on the resolutions set forth in the Notice by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited ("NSDL"). The members may cast their votes using an electronic voting system from a place other than the venue of the AGM (remote e-voting). The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM. The Notice of the AGM indicating the instructions of remote e-voting process can be downloaded from the NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or the Company's website [www.tataconsumer.com](http://www.tataconsumer.com).
  - ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-

## Notice (continued)

off date i.e. **Monday, June 29, 2020** may cast their vote by remote e-Voting. The remote e-Voting period commences on **Friday, July 3, 2020 at 9.00 a.m. (IST) and ends on Sunday, July 5, 2020 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- iii. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM.
- iv. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.
- v. **The instructions for Members for remote e-Voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

**4. Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or physical	Your User Id
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

**5. Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the



company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company which is "112966".
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### 32. General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [asimsecy@gmail.com](mailto:asimsecy@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login

## Notice (continued)

to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions ('FAQs') for Members and remote e-voting user manual for Members available in the "downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no.: 1800-222-990. In order to address any grievances relating to e-voting, you may write or contact NSDL as under:

- Mr. Amit Vishal: +91 22 24994360 or [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)
- Ms. Pallavi Mhatre: +91 22 24994545 or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)
- Mr. Pratik Bhatt: +91 22 24994738 or [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in)
- Ms. Sarita Mote: +91 22 24994890 or [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in)

4. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e. Monday, June 29, 2020, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor.relations@tataconsumer.com](mailto:investor.relations@tataconsumer.com). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you may reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Toll free no. 1800-222-990.

### 33. Instructions for members for attending the AGM through VC/OAVM are as under:

- i) Member will be provided with a facility to attend the AGM through VC or OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote

e-voting credentials. The link for VC or OAVM will be available in shareholders/members login where the EVEN of Company will be displayed. On clicking this link, Member will be able to attend and participate in the proceedings of the AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

- ii) Pursuant to Regulation 44(6) of SEBI Listing Regulations, the Company is also providing live webcast of proceedings of AGM from 10.30 a.m. (IST) onwards on July 6, 2020. Members can view the proceeding of AGM by logging to the e-voting website of NSDL at <https://www.evoting.nsdl.com> using their remote e-voting credentials, where the EVEN of Company will be displayed.
- iii) Members are encouraged to join the Meeting through laptops for better experience. Further Members will be required to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from their mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio or video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to attend the AGM without any interruption.
- iv) Facility of joining the meeting shall be open 30 minutes before the time scheduled for the meeting and shall be closed 15 minutes after such scheduled time and will be available on first come first served basis.
- v) Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at **AGM2020@tataconsumer.com from Monday, June 29, 2020 (9:00 a.m. IST) to Wednesday, July 1, 2020 (5:00 p.m. IST). Those Members who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The**

Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The speaker shall ensure being connected to a device with a video/camera same along with good internet speed for the same. Those speakers whose names are called out by the Chairman and are not available will not be allowed to speak later to ensure proceedings flow in a smooth manner.

- vi) Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility.
- vii) **The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.**
- viii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- ix) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- x) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting
- xi) Members who need assistance before or during the AGM may contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) /022-24994360 / +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in) / 022-24994553/ +91 9326781467 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### 34. Other Instructions

- i) The voting rights of shareholders (for voting through remote e-Voting before the AGM and remote e-Voting during the AGM) shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off

date, which is **Monday, June 29, 2020**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

- ii) Any person who is not a member as on the cut-off- date should treat this Notice for information only.
- iii) The e-voting period commences on **Friday, July 3, 2020 at 9.00 a.m. (IST) and ends Sunday, July 5, 2020 at 5.00 p.m. (IST)** During this period, shareholders of the Company, holding shares in physical form or in dematerialised form, as on the cut-off date, i.e. June 29, 2020, may cast their vote electronically. **The e-voting module shall be disabled by NSDL for voting thereafter and re-opened during the AGM for the Members who are present through VC or OAVM and have not cast their vote. Only those Members, who will be present in the AGM through VC or OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.**
- iv) Members who are registered with NSDL for e-voting can use their existing user Id and password for casting their votes.
- v) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC or OAVM but shall not be entitled to cast their vote again.
- vi) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.

- vii) Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (**Membership No. FCS 2303 & CP No. 880**) has been appointed as the Scrutinizer by the Board for providing facility to the Members of the Company to scrutinize

## Notice (continued)

remote e-Voting process before the AGM as well as remote e-Voting during the AGM in a fair and transparent manner.

- viii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility.
- ix) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.
- x) The results will be declared within 48 hours of conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tataconsumer.com](http://www.tataconsumer.com) and on the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE"), The National Stock Exchange of India Limited ("NSE") and The Calcutta Stock Exchange Limited ("CSE"), where the shares of the Company are listed.

- xi) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. Monday, July 6, 2020.
- xii) All documents referred to in the accompanying Notice of the AGM and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM upon log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>
- xiii) Since the AGM will be held through VC or OAVM, the Route Map is not annexed in this Notice.

**By Order of the Board**

**Sd/-**  
**Neelabja Chakrabarty**  
**Vice President & Company Secretary**  
**(Membership No: ACS 16075)**

**Registered Office:**

1, Bishop Lefroy Road,  
Kolkata – 700 020  
CIN - L15491WB1962PLC031425  
E-mail id: [investor.relations@tataconsumer.com](mailto:investor.relations@tataconsumer.com)  
Website address: [www.tataconsumer.com](http://www.tataconsumer.com)

**Mumbai**  
**May 14 , 2020**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 5 & 6 of the accompanying Notice.

### Item No. 5:

#### Ratification of the remuneration of Cost Auditors:

The Company is required, under the provisions of Section 148(3) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, to have the audit of its cost records conducted by a cost accountant in practice.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Shome & Banerjee, Cost Accountants, (Firm Registration Number 000001), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2021.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for approval of the remuneration of Rs 4,00,000/- (Rupees Four Lakh only) payable to the Cost Auditors, for the financial year ending March 31, 2021.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

### Item No. 6:

#### Appointment of Mr. Sunil D'souza (DIN 07194259) as Managing Director and Chief Executive Officer (MD&CEO) and terms of appointment

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, at their respective meetings held on December 20, 2019, appointed Mr. Sunil D'souza (DIN 07194259) as an Additional Director and Managing Director & Chief Executive Officer ("MD&CEO") of the Company, not liable to retire by rotation, for a period of five year commencing from April 4, 2020 until April 3, 2025, subject to approval of the Shareholders.

The Board, while appointing Mr. Sunil D'souza as the Managing Director & Chief Executive Officer of the Company, considered his background and wide experience.

The Company has received from Mr. Sunil D'souza (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of Section 184(1), and other applicable provisions of the Companies Act, 2013.

Mr. Sunil D'Souza joins the Company from Whirlpool of India Limited, a public listed Company, where he was the Managing Director. He has over 25 years of experience working in various leadership positions in the consumer products and consumer durables sectors. He brings with him a rich and diverse experience in general management, strategy, sales, marketing and innovation in consumer driven industries, with Indian, International and multicultural experience. Prior to joining Whirlpool of India Limited, Mr. D'Souza worked with Pepsico Inc. for 15 years and held various senior level positions across various geographies. His last assignment in Pepsico was in Malaysia as General Manager for the VIMAPS Region - comprising Vietnam, Cambodia, Myanmar, Laos, Malaysia, Singapore, Indonesia, Brunei, Mongolia and Pacific Islands. Prior to his roles in PepsiCo, Mr. D'Souza has worked with Coca Cola, Standard Chartered Bank and Brooke Bond Lipton India Ltd. (now Hindustan Unilever Ltd.) in various capacities.

He holds a Bachelor's degree in Electronics and Communication Engineering from Pondicherry Engineering College, and a post graduate diploma in management from the Indian Institute of Management, Kolkata.

The principal terms and conditions of Mr. Sunil D'Souza appointment as MD&CEO and the main clauses of the agreement to be executed between the Company and the MD&CEO are as follows:

#### A. Tenure of Appointment:

The appointment of MD&CEO is for a period of 5 year commencing from April 4, 2020 to April 3, 2025.

## Notice (continued)

### B. Nature of Duties:

The MD&CEO shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its associated companies and /or subsidiaries, including performing duties as assigned by the Board from time to time, by serving on the Boards of such associated companies/ subsidiaries or any other executive body or a committee of such a company.

### C. Remuneration:

He shall, subject to such approvals as may be required, be entitled to the following remuneration, subject to deduction of tax at source of all applicable taxes in accordance with the laws for the time being in force:

- a. **Basic Salary- Rs. 10,93,750 per month**, which is computed at 35% of the Fixed compensation. The annual increment payable will be due on 1st April each year and will be determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, which will take into account the performance of Mr. D'Souza, the size of operations, performance of the Company and its subsidiaries / associates and other relevant factors.

b. **Benefits, Perquisites, Allowances**

In addition to the Basic Salary referred to in (a) above, the MD&CEO shall be entitled to:

- i) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.  
OR  
House Rent and House Maintenance and Utility Allowances aggregating 85% of the Basic Salary (in case no accommodation is provided by the Company).

- ii) Reimbursement of hospitalisation and major medical expenses, incurred as per rules of the Company (this includes mediclaim insurance premium).
- iii) Car facility, Telecommunication facility (including broadband internet and fax) and Housing loan facility as per the Rules of the Company.
- iv) Other perquisites and allowances subject to a maximum of 70% of the Annual Basic Salary, which includes:

Sl. No	Particulars
a)	Medical Allowance
b)	Leave Travel Concession/Allowance
c)	Other Allowances
d)	Personal Accident Insurance
e)	Club Membership fees

- v) Retirement benefits: Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund shall be made as per the Rules of the Company.
- vi) The MD&CEO shall be entitled for leave in accordance with the Rules of the Company. Annual Leave not availed by the MD is encashable in accordance with the Rules of the Company.

**Commission:** In addition to Basic Salary, Benefits, Perquisites, Allowances, the MD&CEO would be paid such remuneration by way of commission, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year. The specific amount payable to the MD&CEO will be based on his performance as evaluated by the Board or the NRC and approved by the Board and will be payable annually after the annual accounts have been approved by the Board.

- c. **Incentive Remuneration:** Such incentive remuneration at target value of 50% of the Annual



Fixed Compensation to be paid annually at the discretion of the Board annually based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

- d. An indicative list of factors that may be considered for determining of the extent of commission/incentive remuneration by the Board as recommended by the NRC are:
  - Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
  - Industry benchmarks of remuneration.
  - Performance of the individual.
- e. With the objective of achieving long term value creation through retention and continuity of the leadership, it is intended that a long-term incentive plan would be made available as per the LTIP Plan applicable in the company. The Target Incentive under the LTIP is intended to be 50% of Annual Fixed Compensation. This incentive would be payable subject to the achievement of certain performance criteria as prescribed by the Board. No amount would be payable if termination of the agreement is initiated by the CEO prior to completion of the Term.
- f. Additional Payment: Rs. 1,50,00,000 each to be paid on completion of one and two years from the date of joining.

#### D. Minimum remuneration

Notwithstanding anything to the contrary herein contained, wherein during the currency of the tenure of the MD&CEO, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the MD&CEO by way of Basic Salary, benefits, perquisites and allowances, incentive remuneration, as specified above.

#### E. Insurance

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the

premiums for the same. It is intended to maintain such insurance cover for the entire term, subject to the terms of such policy in force from time to time.

#### F. Other terms of Appointment

- a. The MD&CEO shall not become interested or otherwise concerned, directly or through his spouse and /or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the MD&CEO may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD&CEO, subject to such approvals as may be required.
- c. The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months remuneration in lieu thereof.
- d. The Employment of the MD&CEO may be terminated by the Company without notice or payment in lieu of notice:
  - i) If the MD&CEO is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
  - ii) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the MD&CEO of any of the stipulations contained in the Agreement; or
  - iii) In the event the Board expresses its loss of confidence in the MD&CEO.
- e. In the event the MD&CEO is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

## Notice (continued)

- f. Upon the termination by whatever means of the MD&CEO's employment:
  - i) The MD&CEO shall immediately cease to hold office held by him in any subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustees of any trust connected with the Company.
  - ii) The MD&CEO shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- g. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the MD&CEO, unless specifically provided otherwise.
- h. The MD&CEO is appointed as a Director by virtue of his employment in the Company and his appointment shall be subject to the provisions of Sections 164 and 167 of the Act.
- i. The terms and conditions of appointment of the MD&CEO also include clauses pertaining to the adherence of Tata Code of Conduct, no conflict of interest with the Company, protection and use of intellectual properties, non-solicitation post termination of Agreement and maintenance of confidentiality.
- j. If and when the Agreement expires or is terminated for any reason whatsoever, the MD&CEO will cease to be the Managing Director & CEO, and also cease to be the Director. If at any time, the MD&CEO ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director & CEO, and the Agreement shall forthwith terminate. If at any time, the MD&CEO ceases to be in the employment of the Company for any reason whatsoever, he shall

cease to be Director and Managing Director & CEO of the Company.

Mr. Sunil D'souza satisfies all the conditions set out in Part –I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment. He is not disqualified from being a Director in terms of Section 164 of the Act.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration of Mr. Sunil D'souza as specified above, are now placed before the Members for their approval.

Other than Mr. Sunil D'souza and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 6 of the accompanying Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

**By Order of the Board**

**Sd/-**  
**Neelabja Chakrabarty**  
**Vice President & Company Secretary**  
**(Membership No: ACS 16075)**

**Registered Office:**  
1, Bishop Lefroy Road,  
Kolkata – 700 020  
CIN - L15491WB1962PLC031425  
E-mail id: investor.relations@tataconsumer.com  
Website address: www.tataconsumer.com

**Mumbai**  
**May 14 , 2020**

## ANNEXURE TO THE NOTICE

### Details of Directors seeking Appointment/Re-appointment at the Fifty Seventh Annual General Meeting [Pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings]

Name of Director	Harish Bhat*	Mr. Sunil D'souza#
Director Identification Number (DIN)	00478198	07194259
Age	57 Years	53 years
Date of first appointment	01/04/2014	04/04/2020
Date of Birth	08/11/1962	31/12/1967
Qualifications	B.E. (Hons) – BITS Pilani, PGDM (IIM Ahmedabad)	Bachelor's degree in Electronics and Communication Engineering from Pondicherry Engineering College. Post Graduate Diploma in Management from IIM, Kolkata.
Expertise in specific functional areas	Wide experience in overall Business management including functional expertise in Sales, Marketing and Corporate management	Overall business management including diverse experience in general management, strategy, sales, marketing and innovation in consumer driven industries.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"> <li>• Tata Coffee Limited</li> <li>• Infiniti Retail Limited</li> <li>• Trent Limited</li> <li>• Tata Unistore Limited</li> <li>• Tata AIA Life Insurance Company Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Tata Coffee Limited</li> <li>• NourishCo Beverages Limited</li> </ul>
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee)	<b>Nomination &amp; Remuneration Committee</b> <ul style="list-style-type: none"> <li>• Tata Coffee Limited - member</li> <li>• Tata Unistore Limited - member</li> </ul> <b>Stakeholders Relationship Committee</b> <ul style="list-style-type: none"> <li>• Trent Limited – Chairman</li> </ul> <b>Risk Management Committee</b> <ul style="list-style-type: none"> <li>• Trent Limited – Member</li> </ul> <b>Corporate Social Responsibility Committee</b> <ul style="list-style-type: none"> <li>• Tata AIA Life Insurance Company Limited- Chairman</li> </ul>	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil
Number of shares held in the Company:		
(a) For own	413 shares	Nil
(b) For other persons on a beneficial basis	Nil	Nil

Note:\* Mr. Harish Bhat retires by rotation and being eligible offers himself for re-appointment.

For other details such as number of meetings of the Board attended during FY 2019-20 and remuneration drawn in respect of Mr. Harish Bhat, please refer to the Corporate Governance Report which is a part of this Annual Report.

# As Mr. Sunil D'souza was appointed as Director w.e.f April 4, 2020 hence details such as number of meetings of the Board attended during FY 2019-20 and remuneration drawn is not applicable for him.