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BOARD'S REPORT

Dear Members,

The Board of Directors is delighted to present the 60th Annual Report on the business and operations of Tata Consumer Products Limited (“**the Company**”) along with the summary of standalone and consolidated financial statements for the year ended March 31, 2023.

In compliance with the applicable provisions of the Companies Act, 2013, (“**the Act**”), the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), this Board's Report is prepared based on the standalone financial statements of the Company for the year under review and also present the key highlights of performance of subsidiaries, joint ventures, and associate companies and their contribution to the overall performance of the Company during the year under review.

OVERVIEW OF FINANCIAL PERFORMANCE

Key highlights of consolidated and standalone financial performance for the year ended March 31, 2023, are summarised as under:

(₹ in Crores)

Particulars	Consolidated		Standalone	
	FY 2023	FY 2022	FY 2023	FY 2022
Revenue from Operations	13,783	12,425	8,539	7,932
Profit before Exceptional Items and Taxes	1,634	1,508	1,306	1,178
Exceptional items (net)	159	(52)	(39)	(27)
Profit before Tax	1,794	1,456	1,267	1,151
Provision for Tax	(447)	(377)	(317)	(265)
Profit after Tax	1,347	1,079	950	886
Share of net profit/(loss) in Associates and Joint Ventures	(26)	(64)	-	-
Profit for the year	1,320	1,015	950	886
Attributable to:				
- Owners of the parent	1,204	936	950	886
Retained Earnings - Opening Balance	6,972	6,396	4,039	3,503
Add/(Less):				
- Profit for the year	1,204	936	950	886
- Other Comprehensive Income/(Expense)	(75)	31	14	23
- Dividend Paid	(558)	(373)	(558)	(373)
- Other items	(171)	(18)	3	-
Retained Earnings - Closing Balance	7,372	6,972	4,448	4,039

FINANCIAL HIGHLIGHTS

CONSOLIDATED PERFORMANCE

Consolidated revenue from operations for the year at ₹ 13,783 Crores grew by 11%. India Branded Business grew by 10%, led by volume and value growth in India Salt and continuation of the growth story in the Ready-to-Drink, Sampann and Soulfull portfolio fueled by increased distribution. The revenue from India Beverages was marginally lower due to stress in rural

demand for most of the year and the delayed onset of winter. International Business topline grew by 6%, in constant currency, driven by price increases taken across markets to offset inflationary headwinds and weakness in the currency. Non-Branded business grew by 21%, in constant currency, on account of favourable price realizations for coffee extraction and plantations business.

Profit before exceptional items and taxes at ₹ 1,634 Crores grew by 8%. Operating margins largely remained

in line with the previous year, despite commodities and currency facing significant inflationary trends for a major part of the year. India Branded Business delivered operating margins higher than previous year despite elevated commodity costs and inflationary pressures through price increases and good control over costs. International Business operating margins declined mainly due to inflationary pressure on commodities and distribution costs, weakness in currency and lag in pricing interventions. Non-Branded Business operating margins also improved over the previous year.

The Group's net profit at ₹ 1,320 Crores grew by 30% mainly on account of higher operating profit, higher exceptional income and improvement in the performance of Joint Venture and Associate companies. Tata Starbucks performance improved significantly driven by the opening of 71 new stores and improved in-store performance and offerings. Higher exceptional income is mainly on account of accounting gain on the conversion of Joint Ventures in South Africa and Bangladesh into subsidiaries and profit on the sale of investment property in Tata Coffee Limited partly offset by costs relating to restructuring and re-organization.

STANDALONE PERFORMANCE

Revenue from operations at ₹ 8,539 Crores grew by 8%. Revenue growth was mainly led by Salt and Sampann, whilst the Beverage business was marginally lower than the previous year. Salt business recorded volume and value growth. Sampann and Coffee portfolio recorded strong growth led by increased distribution, higher brand salience and improved performance in e-commerce and modern trade.

Profit before exceptional items and taxes at ₹ 1,306 Crores grew by 11% mainly led by revenue growth and higher operating profits, partly offset by lower dividend income in the current year from subsidiaries. Profit after tax at ₹ 950 Crores was higher by 7% post exceptional items on restructuring and re-organization and merger-related costs.

HIGHLIGHTS OF OPERATIONAL PERFORMANCE

The operational performance of the Company and its business units, key subsidiaries and joint ventures are detailed in the Management Discussion and Analysis forming part of the annual report.

DIVIDEND & RESERVES

DIVIDEND DISTRIBUTION POLICY

The Dividend Distribution Policy as adopted and formulated by the Board in terms of Regulation 43A of the Listing Regulations is provided as **Annexure 1** attached to this report and is also available on the website of the Company at the link: <https://www.tataconsumer.com/investors/policies>

DECLARATION AND PAYMENT OF DIVIDEND

The Board is pleased to recommend a dividend of ₹ 8.45 per equity share of the Company of ₹ 1 each (845%) for the year ended March 31, 2023. The Board recommended dividends based on the parameters laid down in the Dividend Distribution Policy and the dividend will be paid out of the profits for the year.

The said dividend on equity shares is subject to the approval of the Shareholders at the ensuing Annual General Meeting ("AGM") scheduled to be held on June 6, 2023. If approved, the dividend would result in a cash outflow of ₹ 785.01 Crores. The total dividend payout works out to 82.63% (Previous Year: 62.95%) of the Company's standalone net profit.

The dividend once approved by the Shareholders will be paid on or from June 8, 2023, and before July 5, 2023.

BOOK CLOSURE & RECORD DATE

In order to determine the eligibility of shareholders to receive the dividend for the fiscal year ending on March 31, 2023, the Register of Members and Share Transfer Books of the Company will be closed from Saturday, May 20, 2023, to Friday, May 26, 2023 (both days inclusive).

According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 1, 2020, and the Company is required to deduct tax at source from the dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961.

UNCLAIMED DIVIDENDS

Details of outstanding and unclaimed dividends previously declared and paid by the Company are given under the Corporate Governance Report.

TRANSFER TO RESERVE

As permitted under the Act, the Board does not propose to transfer any amount to general reserve and has decided to retain the entire amount of profit for FY 2022-23 in the profit and loss account.

CHANGE IN SHARE CAPITAL

During the year under review, the Company had issued and allotted 74,59,935 equity shares of ₹ 1 each on October 21, 2022, to Tata Enterprises (Overseas) AG, Zug, Switzerland at a price of ₹ 765.16 per share (inclusive of premium) for a consideration discharged other than by cash i.e., swap of shares. As a result of such allotment, the issued, subscribed and paid-up share capital increased from ₹ 92,15,51,715 (comprising 92,15,51,715 equity shares of ₹ 1 each) to ₹ 92,90,11,650 (comprising 92,90,11,650 equity shares of ₹ 1 each). The equity shares so allotted rank *pari-passu* with the existing equity shares of the Company.

There was no change in the authorized share capital of the Company, which was ₹ 125,00,00,000 comprising of 125,00,00,000 equity shares of ₹ 1 each.

Except as mentioned above, the Company had not issued any other shares or instruments convertible into equity shares of the Company or with differential voting rights nor has granted any sweat equity.

PERFORMANCE SHARE UNITS

The Company has formulated Tata Consumer Products Limited Share-based Long Term Incentive Scheme 2021 ("TCPL SLTI Scheme 2021" or "the Scheme") to offer competitive compensation to attract and retain talent; and to redefine the fixed and performance pay mix to drive a performance culture in the Company at a senior management level. The Scheme is intended to reward, retain and motivate the Eligible Employees of the Company and its subsidiary companies as defined in the Scheme (hereinafter collectively referred to as 'Eligible Employees') for their performance and participation in the growth and profitability of the Company. The said initiative to link the employee's performance in the Company along with other initiatives would contribute to improve the performance of the Company. The Scheme has been formulated in accordance with the provisions of the Companies Act, 2013 ('the Act') and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB&SE Regulations") and during the year under review, there was no change in the Scheme.

The Eligible Employees shall be granted Performance Share Units (PSUs), as determined by the Nomination and Remuneration Committee of the Board, which will vest on particular dates and could be exercisable into fully paid-up Equity Shares of ₹ 1/- (Rupee One Only) each of the Company, on the terms and conditions as provided under the Scheme, in accordance with the provisions of the applicable laws and regulations for the time being in force.

The Company has structured the Scheme for its Eligible Employees with major objectives viz. to drive long-term objectives of the Company; to attract, motivate and retain employees by rewarding them for their performance; ring fence and incentivize key talent to drive long-term objectives of the Company; to ensure that the senior management employees' compensation and benefits match the long gestation period of certain key initiatives; and to drive ownership behaviour and collaboration amongst employees.

Under the Scheme, the Company would grant upto 5,00,000 Performance Share Units ("**PSUs**") in one or more tranches to Eligible Employees that would entitle the Grantees to acquire, not exceeding 5,00,000 fully paid-up equity shares of ₹ 1/- (Rupee One Only) each. The number of PSUs to be granted to Eligible Employees is determined based on Long Term Incentive Pay amount to be awarded to Eligible Employees. The PSUs together with existing fixed pay and performance pay comprised the total compensation being offered to selected senior management employees of the Company and its subsidiary companies. The intent is to cover select senior leaders who can make a significant difference to the Company's performance to align their rewards directly to the Company's performance. The value of the award can be realized only on superior business performance leading to superior share price performance over a period of time.

During the year under review, the Company has granted 1,13,545 PSUs to eligible employees in terms of the TCPL SLTI Scheme 2021 and no employee was granted PSUs equal to or exceeding 1% of the issued share capital of the Company. The Vesting period for the PSU granted under the Scheme shall not be less than one year and all the PSUs would vest, based on the Company's performance, within a period of 3 years from the date of Grant of respective PSUs.

The statutory disclosures as mandated under the Act and SBEB&SE Regulation and a certificate from Secretarial Auditors, confirming implementation of the Scheme in accordance with SBEB&SE Regulations and shareholder's resolution have been hosted on the website of the Company at <https://www.tataconsumer.com/investors/investor-information/annual-reports> and will be available for electronic inspection by the members during the AGM of the Company.

CHANGES IN THE NATURE OF BUSINESS

During the year under review, there has been no change in the nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION

There have been no material changes or commitments that have affected the financial position of the Company between the close of FY 2022-23 and the date of this report.

UPDATE ON CORPORATE RESTRUCTURING

COMBINING TATA COFFEE'S BUSINESS INTO THE COMPANY AND ITS WHOLLY-OWNED SUBSIDIARY THROUGH A COMPOSITE SCHEME OF DEMERGER AND MERGER

During the year under review, the Composite Scheme of Arrangement amongst the Company, Tata Coffee Limited ("TCL"), and TCPL Beverages & Foods Limited ("TBFL") for the Demerger of the Plantation Business of TCL into TBFL and the Amalgamation of remaining business of TCL with the Company ("the Scheme") had been approved by the shareholders of the Company on November 12, 2022, and by the shareholders of TCL on February 3, 2023, by the requisite majority of all members voted on the respective resolution as well as by a majority of the public shareholders voted on the respective resolution.

The Scheme is subject to *inter-alia* receipt of the approval of the Regional Director, MCA and the Registrar of Companies, National Company Law Tribunals (benches at Kolkata and Bengaluru) and other regulatory authorities, as may be applicable.

The Scheme and other documents are hosted on the website of the Company, which can be accessed at the link - <https://www.tataconsumer.com/investors/scheme-of-amalgamation/tc-tcplb-with-tcpl>.

PURCHASE OF NON-CONTROLLING INTERESTS IN TATA CONSUMER PRODUCTS UK THROUGH A PREFERENTIAL ISSUE OF EQUITY SHARES

During the year under review, upon receipt of relevant approval from Reserve Bank of India on October 7, 2022, in terms of Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and confirmation from

Standard Chartered Bank, Authorised Dealer on October 17, 2022, basis the communication issued to them by Reserve Bank of India on October 14, 2022 under Foreign Exchange Management (Overseas Investment) Rules, 2022, the Preferential Issue Committee of the Board of the Company, has allotted 74,59,935 equity shares of the Company having a face value of ₹ 1 each, at a price of ₹ 765.16 per equity share on a preferential basis to Tata Enterprises (Overseas) AG, Zug, Switzerland ("TEO") for a total consideration of ₹ 570.80 Crores on October 21, 2022, discharged by TEO by transfer of 2,38,71,793 ordinary shares of ₹1 each held by TEO, representing 10.15% of the paid-up share capital of Tata Consumer Products UK Group Limited, United Kingdom, an existing overseas subsidiary of the Company ("TCP UK") in favour of the Company.

With the completion of the said transaction, Tata Consumer Products UK Group Limited and all its subsidiaries became wholly-owned subsidiaries of the Company with effect from October 21, 2022.

STRATEGIC INITIATIVES

The business continued to strengthen its foundations as a Focused Consumer Products Company. During the current year, significant progress was made on the six strategic pillars identified by the Group.

STRENGTHEN AND ACCELERATE CORE BUSINESS

The Company continued to focus on the core business and innovations to drive growth through higher investment behind brands, increased assortment, increased distribution reach and digitisation. The Company, during the year, has made significant progress and reached direct 1.5 Million outlets. Further, with an increased portfolio, the Company has implemented split routes to drive assortment, increase the depth and focus on growth drivers in all 10 lacs plus towns. To improve execution in semi-urban areas, the Company focused on the conversion of a large number of sub-distributors to direct distributors. Significant progress was made in sales through alternate channels with modern trade growing significantly and the Company further strengthened its position in the e-commerce channel. Packaged Beverages continued to focus on growing premium brands. In Salt, apart from strengthening the base Tata Salt, we continue to look at expanding our value-added range and driving premiumisation.

DRIVE DIGITAL AND INNOVATION

The Company continues to focus on driving digital in every part of the business to stay in tune with technological advancements and drive efficiencies across the value chain. During the year, it integrated mostly all group companies into SAP S/4 HANA framework. The Company, in order to support the sales transformation, implemented a self-service enabled sales order portal for general trade sales channels. The Distributor Management Software (DMS) was consolidated for both Beverages and Foods portfolios and was also extended to Ready-to-Drink business. Further to drive growth, it increased focus on Revenue growth management initiatives. The Company used digital technologies to enable efficiencies in operations and had also implemented the Integrated Business Planning solution for India Business, a CRM Platform for customer service, warehouse management for Bin and Picklist and Advanced Blend optimizer for tea using Machine Learning Solutions.

Innovation is a strong strategic pillar as the Company focused on understanding and pre-empting evolving consumer trends and developing high-quality and differentiated products to delight increasingly discerning consumers. It leveraged technology to drive cost reduction/ optimization. During the year, the Company has invested behind infrastructure, now having three centers of excellence, as well as team capabilities and increased the contribution of innovation to overall revenue.

EXPLORE NEW OPPORTUNITIES

The Company aspires to be a leading player in the FMCG industry, by expanding its play in existing categories and venturing into new spaces. It evaluates both organic and inorganic routes to capitalize on industry trends and tap into new consumers or markets. This includes piloting launches into new categories by leveraging a differentiated offering and a 'right-to-win' strategy and realigning capital investments to markets or businesses that have higher growth potential and the ability to generate sustainable returns.

During the year, the Company ventured into the protein and plant-based meat category in India with the launch of "Tata Go-Fit" and "Tata Simply Better" brands. Tata GoFit plant protein powder is a plant-based easy-to-mix product formulated with the goodness of gut-friendly probiotics, essential amino acids and digestion-friendly enzymes. Tata Go Fit brand is aimed at helping women along on their fitness journey. Tata Simply Better has four delicious plant-based meat variants. The product

range is rich in protein, trans-fat free, and has no added preservatives. The Company also ventured into the Ready-to-Eat/Ready-to-cook segment with our new brand "Raasa" in the International markets.

UNLOCK SYNERGIES

The focus to unlock synergies and improve efficiency continued. Operations were further streamlined in India and International markets to drive operational efficiency. Integration of Teapigs UK and US into the main UK and US operations respectively which would help in achieving higher efficiency. Further, the Group has acquired a controlling stake in Joekels by increasing its shareholding to 75% with a further option to buy the balance 25% at a future date and also acquired a 100% stake in Bangladesh JV. The aforementioned two acquisitions would help the company in increasing its footprint in the global space and tap into growing International markets. Further during the year, the Company transferred and consolidated all back-end finance operations of India, US, UK and Canada under a shared service center in India "Pivot platform" to have an efficient structure and optimisation of costs.

During the year under review, the Company completed the acquisition of an additional stake of 10.15% in Tata Consumer Products UK Group Limited, resultantly the entity and all its subsidiaries became wholly-owned subsidiaries of the Company with effect from October 21, 2022, by way of preferential issue of equity shares of the Company to Tata Enterprises (Overseas) AG, Switzerland.

Further, the merger/demerger of Tata Coffee with the Company was approved by the shareholders of the Company and Tata Coffee and expect the same to be effected by the first half of the financial year 2023-24. Post the same, the Company would look at the next stage of reorganization of the non-branded business to explore additional synergies.

CREATE FUTURE-READY ORGANISATION

The Company is committed to building a culture that empowers our people to realise the shared vision. It also ensures that our people have the opportunity to drive greater impact through meaningful and productive careers – this year, around 31% of all our open position globally were filled internally. On April 19, 2022, the Women's Inclusion Network platform was launched for women colleagues to help them connect, learn and grow.

EMBED SUSTAINABILITY

As part of the Tata Group, the ethos of responsibility and sustainability are interwoven in the corporate and work philosophy. The Company is committed to a sustainable way of doing business and for more details refer to Management Discussion and Analysis Report. Further, the Business Responsibility and Sustainability Report (“BRSR”) covering disclosures on Company’s performance on ESG (Environment, Social and Governance) parameters for FY 2022-23, forms an integral part of the Integrated Annual Report. BRSR includes details on performance against the nine principles of the National Guidelines on Responsible Business Conduct.

SUBSIDIARIES, JOINT VENTURES, AND ASSOCIATE COMPANIES

As defined under the Act, the Company has 43 subsidiaries, 2 joint ventures, and 2 associate companies as of March 31, 2023.

COMPANIES THAT HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES, AND ASSOCIATES

Conversion of Tetley ACI (Bangladesh) Limited from a joint venture to a wholly-owned subsidiary company

During the year under review, Tata Consumer Products Overseas Holdings Limited, (“TCP Overseas”), a step-down wholly-owned subsidiary of the Company, which held 50% share capital of Tetley ACI (Bangladesh) Limited, Bangladesh (“Tetley ACI”), together with Tata Consumer Products UK Group Limited (“TCP UK”) has purchased remaining 50% share capital of Tetley ACI from the Joint-Venture partner - Advanced Chemical Industries Limited (“ACI”). As a result of the acquisition, the Joint Venture Agreement between ACI and TCP Overseas stand terminated, and Tetley ACI became a wholly-owned subsidiary of TCP UK and a step-down wholly-owned subsidiary of the Company with effect from February 9, 2023.

Increase in stake in Joekels Tea Packers (Proprietary) Limited

During the year under review, TCP Overseas, a step-down wholly owned subsidiary of the Company through TCP UK (direct WOS), had purchased 23.3% of the share capital of Joekels Tea Packers (Proprietary) Limited, Republic of South Africa (“Joekels”), from its Joint-Venture partners. As a result of such acquisition, the holding of TCP Overseas in Joekels increased from 51.7% to 75% of

the equity share capital and the remaining 25% was held by the joint venture partners.

MATERIAL SUBSIDIARIES

The Company has 3 unlisted material subsidiaries incorporated outside India i.e. Tata Consumer Products GB Limited, Tata Consumer Products UK Group Limited, and the Eight O’clock Coffee Company Limited.

The Policy for determining Material Subsidiaries as formulated in line with the requirements of the Act and the Listing Regulations, and the same can be accessed on the Company’s website at <https://www.tataconsumer.com/investors/policies>.

CONSOLIDATED FINANCIAL STATEMENTS

According to Section 129(3) of the Act, the consolidated financial statements of the Company and its subsidiaries, joint ventures, and associates are prepared in accordance with the relevant Indian Accounting Standard specified under the Act, and the rules thereunder and form part of this Annual Report. A statement containing the salient features of the financial statements of the Company’s subsidiaries, joint ventures, and associates in Form No. AOC-1 is given in this Annual Report.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements along with other relevant documents, in respect of subsidiaries, are available on the website of the Company, at the link: <https://www.tataconsumer.com/investors/investor-relations/subsidiaries/subsidiary-financials>.

The details of the business of key operating subsidiaries, associates, and joint ventures during FY 2022-23 are given in the Management Discussion and Analysis Report, which forms part of this Annual Report.

PERFORMANCE HIGHLIGHTS OF KEY OPERATING SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

SUBSIDIARIES

Tata Consumer Products UK Group Ltd, UK (“TCP UK”)

TCP UK reflects the financial performance of International Tea Business. The major brands are Tetley, Good Earth and Teapigs. Revenue at ₹ 2,089 Crores, grew by 3% in constant currency. Revenue growth was mainly driven by price increases taken to offset inflationary pressures. Operating margins were lower mainly due to significant

inflationary headwinds on input, distribution costs, currency weakness and lag in price intervention. Profit after tax at ₹ 220 Crores reflected a growth of 54% mainly driven by higher exceptional income on account of accounting gain on the conversion of Joint Ventures in South Africa and Bangladesh into the subsidiaries.

In the UK, revenue remain largely in line with previous year in constant currency. Price increases were taken in the current year, however it witnessed a volume decline on account of category softness. The decline was mainly in the black tea segment in mainstream grocery due to the high inflation environment which also fueled significant growth in private labels and discounters. However, Teapigs and Good Earth revenues continued the growth momentum. Teapigs Kombucha was launched this year, following the launch of Good Earth Kombucha range in the previous year. Leveraging the health & wellness platform – Tetley Supers, Specialty and Herbals ranges performed well. Tetley Herbals is now ~1% share of the total F&H segment. Good Earth Kombucha and Good Energy (natural energy drink) launches have shown encouraging results. During the year, the UK business went through restructuring with Teapigs business being integrated and the sales operations restructured to be in line with the overall International three brand strategy. Operating margins marginally declined on account of inflationary headwinds on inputs and distribution costs, currency weakness and lag in price intervention. Investment behind brands continued with a new campaign on “Tetley” on National TV and social media and Teapigs and Good Earth ran social media campaigns to improve the saliency of the brands.

In Canada, we continue to hold the leading position in the Tea market. For the current year, revenue grew by 9% in constant currency led by price increases and volume growth despite category softness. Tetley emerged as “Most Trusted Tea Brand 2022” - Reader’s Digest, for the 9th consecutive year reinforcing our position in the consumer’s mind, more so after the pandemic. Operating margins were lower on account of inflationary headwinds on input and distribution costs which were partly offset by price increases taken during the year. Investment behind the brand continued with the new campaign “Live Tea” and significant steps were taken to increase the digital footprint of Tetley.

Other smaller markets had similar performances. Australia, Poland and Western Europe revenue grew mainly led by price increases. All markets were impacted on account of inflationary headwinds present on commodities/distribution costs on account of supply-side issues and currency weakness. Price interventions were taken to improve the operating margins, however, at a lag, which had a negative impact on the operating

margins in the earlier part of the year, saw improvement in the latter part of the year both due to price increases becoming effective and also due to implementation of cost restructuring initiatives.

Eight O’Clock Coffee Company, USA (“EOC”):

Revenue from Operations at ₹ 1,489 Crores, grew by 7% in constant currency. Revenue growth was mainly on account of price increases taken to mitigate inflation on the cost of greens. Operating margins were lower mainly driven by inflationary headwinds in commodity and distribution costs. Profit after tax at ₹ 117 Crores was lower by 32%. The Company ran a new digital campaign– “Over delivery in every cup” for the core Eight O’Clock coffee brand and video creatives for Barista blends - “Be Your Own Barista” proposition to drive awareness. Innovation focus was maintained with range extensions in Flavors of America and Barista Blends.

NourishCo Beverages Limited, India (“NourishCo”):

Revenue from Operations at ₹ 621 Crores grew by 80% over the previous year, driven by strong brand performance and higher distribution reach. All three flagship brands – Tata Gluco Plus, Tata Copper Plus, and Himalayan registered strong growth. Tata Gluco Plus grew by 53%, the growth was mainly led by increased distribution reach in existing territories and expansion into new geographies within India along with support through a TV campaign. Tata Gluco Plus innovations, Juice and Jelly Shake received encouraging responses from the customers. Tata Copper Plus continued its growth momentum with increased distribution in existing and new markets and contributed significantly to the overall revenue of the Company. Himalayan grew by 85% driven by increased distribution, activation of institutional accounts and leveraging digital mediums and e-commerce channels, also forayed into the Honey and Preserve category with new launches.

Tata Coffee Limited, India (“TCL”):

Revenue from Operations at ₹ 1,023 Crores grew by 25% against the prior year. Revenue growth was driven by higher revenues from coffee extractions and coffee plantations partly offset by underperformance in tea plantations. Coffee extraction business experienced a challenging demand scenario, especially in Africa, which was mitigated through the acquisition of new customers and adding new geographies to the portfolio. Coffee plantation business witnessed a sharp increase in coffee prices during the early part of the year which aided the topline, however was impacted by lower crops. Tea plantations were impacted by lower volumes on account of adverse weather conditions and lower price realisation. The operational profit improved both for

coffee extraction and coffee plantations on account of increased realisation which was partly offset by input cost inflation and higher wage costs in tea plantations. Profit after tax at ₹ 231 Crores, grew by 127% mainly on account of improved profitability margins and exceptional income on the sale of investment property.

Tata Coffee Vietnam Company Limited, Vietnam (“TCV”):

Revenue from Operations at ₹ 343 Crores, grew by 23% in constant currency. TCV recorded a Profit after tax of ₹ 14 Crores, which grew by 163%. Revenue growth was led by both higher volume and realization and also on account of faster go-to-market strategy. Profitability improvement was mainly led by revenue growth and efficient management of significant inflationary pressure on costs.

ASSOCIATES

Amalgamated Plantations Private Limited, India (“APPL”):

Revenue from Operations at ₹ 967 Crores, grew by 13% mainly led by improvement in price realization of own crop led by quality improvement and higher volumes. Despite this, performance was adversely impacted by the increase in wage cost both in Assam and West Bengal and other cost inflation.

Kanan Devan Hills Plantations Company Private Limited, India (“KDHP”):

Revenue from Operations at ₹ 454 Crores, grew by 15% mainly led by higher price realization and increase in volumes. Profit after tax was largely in line with the previous year. Improvements on account of higher revenue offset by higher costs and increased wages in South India.

JOINT VENTURE

Tata Starbucks Private Limited, India (“TSPL”):

Revenue from Operations at ₹ 1,087 Crores grew by 71% driven by improved performance of existing stores and the opening of new stores. TSPL extended its reach to 15 new cities and added 71 new stores during the year. Revenue growth was led by the increase in average daily transactions, higher footfalls, upgraded food & beverages and smaller size offerings introduced in select stores. During the year, the Company celebrated its 10th year anniversary in India and opened its first ever ‘Reserve Store’ in Fort, Mumbai. The store offers the mocha aficionados, an intimate and incomparable multisensory experience and will provide customers with a place to unwind and connect over the store’s signature hand-crafted beverages with a selection of freshly baked treats.

For further analysis on the consolidated performance, attention is invited to the section on Management Discussion and Analysis, notes to the consolidated financials and Form No. AOC 1

BOARD OF DIRECTORS

The Board of the Company is comprised of eminent persons with proven competence and integrity. Besides the experience, strong financial acumen, strategic astuteness, and leadership qualities, they have a significant degree of commitment towards the Company and devote adequate time to the meetings and preparation.

During the year under review, the composition of the Board has been expanded from 8 Directors to 9 Directors by the induction of Mr. David Crean as an Independent Director. As on the date of the report, the Board comprises, 5 Independent, 2 Non-Executive and 2 Executive Directors, details thereof have been provided in the Corporate Governance Report.

In terms of the requirement of the Listing Regulations, the Board has identified core skills, expertise, and competencies of the Directors in the context of the Company’s businesses for effective functioning. The list of key skills, expertise and core competencies of the Board of Directors is detailed in the Corporate Governance Report.

In the opinion of the Board, all the directors, as well as the directors appointed / re-appointed during the year possess the requisite qualifications, experience and expertise and hold high standards of integrity.

Criteria for determining qualification, positive attributes and independence of a director is given under the NRC Policy, which can be accessed at the link - <https://www.tataconsumer.com/investors/policies>

APPOINTMENT/RE-APPOINTMENT OF DIRECTORS MADE DURING FY 2022-23

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board approved the appointment/re-appointment of the following Directors, during FY 2022-23 and such appointment/re-appointment were also approved by the Members at the 59th Annual General Meeting held on June 27, 2022 (“59th AGM”):

1. Mr. David Crean (DIN 09584874), who was appointed by the Board as an Additional Director under the category of Non-Executive, Independent Director with effect from May 4, 2022, was appointed as a Non- Executive Director of the Company at the

59th AGM. The Members also approved the appointment of Mr. David Crean as an Independent Director of the Company for a term of five years commencing from May 4, 2022 upto May 3, 2027.

2. Mr. Siraj Chaudhry (DIN 00161853), Independent Director of the Company whose first term of 5 years expired on July 2, 2022, was re-appointed for the second term of five years commencing from July 3, 2022 upto July 2, 2027.
3. Mr. P. B. Balaji (DIN 02762983), Non-Executive (Non-Independent) Director of the Company, who retired by rotation in terms of Section 152(6) of the Companies Act, 2013 was re-appointed.

The Board affirms that Mr. David Crean and Mr. Siraj Chaudhry meet the criteria of independence as provided in Section 149(6) of the Act, including rules framed thereunder, as well as Regulation 16(1)(b) of the Listing Regulations.

RE-APPOINTMENT OF DIRECTORS RETIRING BY ROTATION

In terms of the provisions of the Companies Act, 2013, Mr. N. Chandrasekaran (DIN 00121863) Non-Executive (Non-Independent) Director of the Company, retires at the ensuing AGM and being eligible, seeks re-appointment. A resolution seeking the re-appointment of Mr. N. Chandrasekaran forms part of the Notice convening the ensuing Annual General Meeting scheduled to be held on June 6, 2023.

The profile and particulars of experience, attributes and skills of Mr. N. Chandrasekaran together with his other directorships and committee memberships have been disclosed in the annexure to the Notice of the Annual General Meeting.

RE-APPOINTMENT OF EXECUTIVE DIRECTOR

Mr. L. Krishnakumar (DIN 00423616) was appointed as Whole-time Director and designated as “Executive Director and Group Chief Financial Officer” effective April 1, 2013 till March 31, 2018. He was then re-appointed as Executive Director and Group Chief Financial Officer for a further period of five years from April 1, 2018, till March 31, 2023. Mr. L. Krishnakumar’s term as Executive Director and Group CFO was ended on March 31, 2023, and as per the Governance Guideline on Board Effectiveness for the Tata Group Companies, the retirement age for Managing/Executive Directors is 65 years. Accordingly, he is eligible for re-appointment upto the attainment of the age of 65 years. Based on performance evaluation and the recommendation of the NRC, the Board, at its meeting held on March 29, 2023, re-appointed

Mr. L. Krishnakumar as a Whole-time Director designated as “Executive Director and Group Chief Financial Officer” of the Company for a further period of 7 months effective April 1, 2023 upto October 31, 2023, subject to the approval of the Members.

The profile and particulars of experience, attributes and skills of Mr. L. Krishnakumar together with his other directorships and committee memberships have been disclosed in the annexure to the Notice of the Annual General Meeting.

PECUNIARY RELATIONSHIP OR TRANSACTIONS WITH THE COMPANY

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee(s) of the Company.

INDEPENDENT DIRECTORS

Mr. Bharat Puri, Ms. Shikha Sharma, Mr. Siraj Chaudhry, Dr. K. P. Krishnan, and Mr. David Crean are Independent Directors on the Board.

All the Independent Directors of the Company have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and they continue to comply with the Code of Conduct laid down under Schedule IV of the Act. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Directors have further confirmed that they are not debarred from holding the office of the director under any SEBI order or any other such authority.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied with the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors.

Unless exempted, Mr. David Crean will be required to pass the proficiency test within the permissible time limit.

BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on the Company/business policy and strategy apart from other Board business. The Board exhibits strong operational oversight with regular presentations in quarterly meetings. The Board/Committee meetings are pre-scheduled, and a tentative annual calendar of the Board and Committee meetings is circulated to the Directors well in advance to help them plan their schedule and ensure meaningful participation in the meetings. Only in case of special and urgent business, if the need arises, the Board's or Committee's approval is taken by passing resolutions through circulation or by calling the Board / Committee meetings at a shorter notice, as permitted by law.

The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed to enable the Directors to make an informed decision.

The Board of Directors held 5 (five) meetings during FY 2022-23, details thereof have been provided in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Act and the Listing Regulations.

KEY MANAGERIAL PERSONNEL

As on the date of this report, the following are Key Managerial Personnel ("KMPs") of the Company as per Sections 2(51) and 203 of the Act:

- a) Sunil D'Souza, Managing Director & CEO,
- b) L. Krishnakumar, Executive Director & Group CFO,
- c) Sivakumar Sivasankaran, Chief Financial Officer, India and
- d) Neelabja Chakrabarty, Company Secretary.

Mr. John Jacob retired as Chief Financial Officer, India and Key Managerial Personal of the Company w.e.f. close of business hours on May 31, 2022, on attaining the age of superannuation. The Board placed on record its sincere appreciation for the contribution made by him over the years.

Consequent to the above retirement and based on the recommendation of the NRC and approval of the Audit Committee, the Board of Directors of the Company, had appointed Mr. Sivakumar Sivasankaran as Chief Financial Officer, India and as Key Managerial Personnel of the Company effective June 1, 2022.

COMMITTEES OF THE BOARD

As required under the Act, and the Listing Regulations, the Company has constituted the following statutory committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility & Sustainability Committee

In addition to the above, the Board has formed an Executive Committee to review specific business operational matters and other items that the Board may decide to delegate.

Details of all the Committees such as terms of reference, composition, and meetings held during the year under review are disclosed in the Corporate Governance Report, a part of this Annual Report.

The Board, from time to time, based on necessity, has delegated certain operational power to committees of directors formed for specific purposes like disinvestment of non-strategic investment, matters relating to the Scheme of Arrangement, Preferential issue of shares, etc.

AUDIT COMMITTEE

A qualified and independent Audit Committee has been set up by the Board in compliance with the requirements of Regulation 18 of the Listing Regulations and Section 177 of the Act. As on March 31, 2023, the Committee comprises of the Independent Directors - Dr. K. P. Krishnan (Chairman), Mr. Bharat Puri, Ms. Shikha Sharma, and Mr. Siraj Chaudhry. The Committee met 8 (eight) times during the year under review, the details of which are given in the Corporate Governance Report. Mr. David Crean, Independent Director was inducted as a member of the Audit Committee effective April 1, 2023.

The Audit Committee has adopted a Charter for its functioning. The primary objective of the Committee is to monitor and provide effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity, and quality of financial reporting.

During the year under review, the Board accepted all recommendations made by the Audit Committee.

BOARD GOVERNANCE

The Nomination and Remuneration Committee (“NRC”) of the Board is entrusted with the responsibility for developing competency requirements for the Board, based on the industry and strategy of the Company. The Board composition analysis reflects an in-depth understanding of the Company, including its strategies, environment, operations, financial condition, and compliance requirements.

NOMINATION & APPOINTMENT OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, NRC has formulated, and the Board has adopted a Policy on the appointment and removal of Directors including the Board Diversity Policy (“NRC Policy”). NRC Policy is hosted on the website of the Company at: www.tataconsumer.com/investors/policies. NRC has also formulated the criteria for determining qualifications, positive attributes, and independence of Directors, which has been embedded in NRC Policy.

NRC makes recommendations to the Board regarding the appointment/re-appointment of Directors, Key Managerial Personnel (“KMPs”) and other members of the Senior Management. The role of the NRC encompasses conducting a gap analysis to refresh the Board periodically, including each time a director’s appointment or re-appointment is required.

NRC is also responsible for reviewing the profiles of potential candidates vis-à-vis the required competencies, undertaking reference, and due diligence, and meeting potential candidates before making recommendations of their nomination to the Board. The appointee is also briefed about the specific requirements for the position including expert knowledge expected at the time of appointment.

The Company’s governance guidelines cover aspects mainly relating to the composition and role of the Board, Chairman and Directors, Board diversity, and Committees of the Board. As per the Company’s policy on the retirement of directors, the retirement age for Managing/ Executive Directors is 65 years, Non-Executive (Non- Independent) Directors is 70 years, and Non-Executive, Independent Directors is 75 years.

BOARD DIVERSITY

The Company recognizes and embraces the importance of a diverse board in its success. The Company believes

that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race, and gender, which will help the Company to retain its competitive advantage. The Board has adopted the Board Diversity Policy, as a part of NRC Policy which sets out the approach to the diversity of the Board of Directors. The said Policy is hosted on the website of the Company at: www.tataconsumer.com/investors/policies.

REMUNERATION OF EXECUTIVE DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of Listing Regulations, NRC has also formulated a policy relating to the remuneration for the Directors, KMP, Senior Management and other employees, which is hosted on the website of the Company at: www.tataconsumer.com/investors/policies. The philosophy for remuneration is based on the commitment to fostering a culture of leadership with trust.

In accordance with the policy, the Managing Director, Executive Director, KMPs, Senior Management and employees are paid a fixed salary which includes basic salary, allowances, perquisites and other benefits and also annual incentive remuneration / performance-linked incentive/share-based employee benefit/performance-based shares/units, subject to achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the NRC and the Board. The performance-linked incentive is driven by the outcome of the performance appraisal process and the performance of the Company and may be paid in the form of a cash component (Short-Term Incentive) and long-term performance shares units (Long-Term Incentive).

REMUNERATION FOR INDEPENDENT DIRECTORS AND NON-INDEPENDENT, NON-EXECUTIVE DIRECTORS

The Non-Executive Directors, including Independent Directors, are paid sitting fees for attending the meetings of the Board and Committees of the Board. As per the policy, the overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company including considering the challenges faced by the Company and its future growth imperatives. The remuneration should also be reflective of the size of the Company, the complexity of the business and the Company’s capacity to pay the remuneration.

The Company pays a sitting fee of ₹ 30,000 per meeting per Director for attending meetings of the Board, Audit, Nomination and Remuneration and Executive Committees. For meetings of all other Committees of the Board, a sitting fee of ₹ 20,000 per meeting per Director is paid.

Within the ceiling as prescribed under the Act, the Non-Executive Directors including Independent Directors are also paid a commission, the amount whereof is recommended by the NRC and approved by the Board. The basis of determining the specific amount of commission payable to a Non-Executive Director is related to his attendance at meetings, role and responsibility as Chairman or member of the Board / Committees and overall contribution as well as time spent on operational matters other than at the meetings. The shareholders of the Company had approved payment of commission to the Non-Executive Directors at the Fifty-Fifth Annual General Meeting held on July 5, 2018, for each financial year to be distributed among the Directors in such manner as the Board of Directors may, from time to time, determine within the overall maximum limit of 1% (one percent) per annum or such other percentage as may be specified by the Act, from time to time. No Stock option has been granted to any Non-Executive Director.

As a policy, Mr. N. Chandrasekaran, Chairman, has abstained from receiving a commission from the Company. Further, in line with the internal guidelines of the Company, no payment is made towards commission to Mr. P.B. Balaji, Non-Executive Director of the Company, who is in employment with another Tata Company.

BOARD EVALUATION PROCESS

The Board of Directors carried out an annual evaluation of its own performance, Board Committees, and Individual Directors in accordance with the Act, Listing Regulations, and Governance Guidelines. The Nomination and Remuneration Committee led an internal evaluation process to assess the performance of the Board, its committees, and individual directors.

The performance of Individual Directors was reviewed by the Board and the NRC, with criteria such as preparedness, constructive contributions, and input in meetings. Non-Independent Directors, the Board as a whole, and the Chairman of the Company were evaluated at a separate meeting of Independent Directors, with input from Executive and Non-Executive Directors. The evaluation results were discussed at the Board meeting, where an action plan was agreed upon. The Company

also acted on feedback received from the previous year's evaluation process. For more details on the Board Evaluation Process, please refer the "Board Evaluation" section of the Corporate Governance Report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has comprehensive internal control mechanism and also has in place adequate policies and procedures for the governance of orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding its assets, prevention, and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. The Company's internal control systems are commensurate with the nature of its business, and the size and complexity of its operations and such internal financial controls concerning the Financial Statements are adequate.

The Company has a strong and independent in-house Internal Audit ("IA") department that functionally reports to the Chairman of the Audit Committee, thereby maintaining its objectivity. The remediation of deficiencies as identified by the IA department has resulted in a robust framework for internal controls and details of which are provided in the Management Discussion and Analysis Report. Further, Statutory Auditors in its report expressed an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls.

ENTERPRISE RISK MANAGEMENT FRAMEWORK

The Board of Directors of the Company has formed a Risk Management Committee to frame, implement, and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Committee considers the risks that impact the mid-term to the long-term objectives of the business, including those reputational in nature.

The Company has an elaborate Enterprise Risk Management Policy and Risk Charter defining the risk management governance model, risk assessment, and prioritization process. Risk Management Framework of the Company integrates leading risk management standards and practices. In developing the Risk Management Framework, the focus has been to design

a process that addresses the Company's business needs while remaining simple and pragmatic. Risk Management Framework of the Company outlines the series of activities that the Company would use in identifying, assessing, and managing its risks.

The Risk Management Framework of the Company consists of two key components:

- Risk management process: the steps and activities that Company would employ to identify, prioritize, and manage risks; and
- Risk management structure: the enablers that facilitate the implementation of the process

The Risk Management Committee reviews and monitors the key risks and their mitigation measures periodically and provides an update to the Board on the Company's risks outlined in the risk registers. The Audit Committee has additional oversight in the area of financial risks and controls.

Additionally, a third-party organization has benchmarked the Company's risk management practice with various companies in India and globally and pronounced it as a leader in the FMCG category. The Company was consecutively for the third time declared as the winner in the category in "Master of Risk in FMCG category", at the eighth edition of The India Risk Management Awards 2022 by CNBC TV-18 and ICICI Lombard. These awards recognize those organizations and teams that have significantly added to the understanding and practice of risk management.

CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY

The Company is a strong believer in the Tata Group philosophy of giving back to the community and acknowledging the role played by communities in the growth of our business. The Company stand 'For Better Living' which embeds actions towards For Better Communities, For Better Nutrition, For Better Sourcing, and For Better Planet. The Company is targeting to improve the lives of 1 million community members by 2023.

CSR activities, projects, and programs undertaken by the Company are in accordance with Section 135 of the Act and the rules made thereunder. Such CSR activities exclude activities undertaken in pursuance of its normal course of business. During the year under review, the CSR initiatives of the Company focused on women

empowerment, affordable health care, empowerment of differently abled, WaSH (Water, Sanitation and Hygiene), Rural Development and Education and Skilling. Such CSR projects undertaken by the Company contribute to Sustainable Development Goals (SDGs)

Under Section 135 of the Act, the Company was required to spend ₹ 16.59 Crores (2%) of the average qualifying net profits of the last three financial years on CSR activities on projects in FY 2022-23. During the year under review, the Company has spent ₹ 15.72 Crores on CSR activities, ₹ 0.45 Crores towards Administrative Overheads and ₹ 0.07 Crores towards Impact Assessment, which is permissible under CSR Rules. Thereby spending ₹ 16.24 Crores on CSR activities and setting off ₹ 0.35 Crore from the excess amount spent in FY 20-21 and FY 21-22 towards the total CSR obligation for FY 2022-23, the Company has fulfilled its obligation of spending ₹ 16.59 Crores (2% of the average net profit as per section 135(5) for FY 2022-23. The Board of Directors has approved the same. In addition to the projects specified as CSR activities under section 135 of the Act, the Company has also carried out several other sustainability/responsible business initiatives and projects on a global scale.

Sustainability remains a core priority for the Company. In pursuit of this objective, the Company have been actively investing in solar energy to fulfil its energy requirements. Additionally, the Company have taken concerted measures to promote energy conservation, enhance health and safety conditions, and improve other related aspects in its operations. As part of climate adaptation efforts, the Company has conducted a comprehensive evaluation of its carbon footprint across Scope 1, 2, and 3, which was independently verified by the British Standard Institution [BSI]. As a founding member of the Trustea Sustainability code and verification system, the Company have supported its activities. In line with the Company's Sustainable sourcing program, the Company has obtained 55% of its tea from Trustea certified producers in India. In FY 2022-23, the Company has spent over Rs. 8 Crores towards advancing its sustainability endeavours.

The Annual Report on CSR containing particulars as prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014 are provided in **Annexure 2** attached to this Report.

The CSR Policy may be accessed on the Company's website at the link: www.tataconsumer.com/investors/policies.

Pursuant to Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 the Company has undertaken the impact assessment of 7 (seven) CSR projects carried out in FY 2021-22, through Consultivo Business Solutions Private Limited, an independent agency. The impact assessment report for FY 2021-22 is available on the website of the Company <https://www.tataconsumer.com/sustainability>.

INTEGRATED REPORT

The Integrated Report of the Company is prepared in accordance with the International Integrated Reporting (IR) framework published by the Value Reporting Foundation (VRF) which reflects the integrated thinking of the Company and its approach to its value creation. This report aims to provide a holistic view of the Company's strategy, governance and performance, and how they work together to create value over the short, medium and long term for our stakeholders. The narrative section of the Integrated Report is guided by the Integrated Reporting (IR) framework outlined by the International Integrated Reporting Council (IIRC).

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 read with Schedule V of the Listing Regulations, a separate section on the Corporate Governance Report, forms an integral part of the Integrated Annual Report. A certificate from Practising Company Secretary confirming compliance with corporate governance norms, as stipulated under the Listing Regulations, is annexed to the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34 of the Listing Regulations, a separate section on Management Discussion and Analysis Report which also covers the consolidated operations reflecting the global nature of our business forms an integral part of the Integrated Annual Report.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

In accordance with Regulation 34(2)(f) of the Listing Regulations, Business Responsibility and Sustainability Report ("BRSR") covering disclosures on Company's performance on ESG (Environment, Social and Governance) parameters for FY 2022-23, along with Independent assurance opinion statement provided by The British Standards Institution (BSI), forms an integral

part of the Integrated Annual Report. BRSR includes details on performance against the nine principles of the National Guidelines on Responsible Business Conduct and a report under each principle, which is divided into essential and leadership indicators is also part of.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost, and secretarial auditors including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by the management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively during the financial year 2022-23.

Pursuant to Section 134 (5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that for the financial year ended March 31, 2023:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the annual accounts on a 'going concern basis';
- v. They have laid down internal financial controls for the Company which are adequate and are operating effectively;
- vi. They have devised a proper system to ensure compliance with the provisions of all applicable laws and such systems are adequate and are operating effectively.

STATUTORY AUDITORS AND AUDITORS' REPORT

Based on the recommendation of the Audit Committee and the Board of Directors, Members of the Company at the 59th Annual General Meeting held on June 27, 2022, appointed Deloitte Haskins & Sells LLP, ("Deloitte") Chartered Accountants (ICAI Firm Registration No.117366W/W-100018) as the Statutory Auditors for the second term of 5 (five) years commencing from the conclusion of the 59th Annual General Meeting until the conclusion of the 64th Annual General Meeting to be held in the year 2027. The Members also approved the remuneration payable to Deloitte and authorized the Board to finalize the terms and conditions of re-appointment, including remuneration of the Statutory Auditor for the remaining period, based on the recommendation of the Audit Committee.

The Statutory Auditors' Report for FY 2022-23 on the financial statement of the Company forms part of this Annual Report. Statutory Auditors have expressed their unmodified opinion on the Standalone and Consolidated Financial Statements and their reports do not contain any qualifications, reservations, adverse remarks, or disclaimers.

Statutory Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act, in the year under review.

SECRETARIAL AUDITORS AND AUDITORS' REPORT

According to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Dr. Asim Kumar Chattopadhyay, Company Secretary in Practice (FCS No. 2303, Certificate of Practice No. 880), to carry out the Secretarial Audit of the Company. The Report of the Secretarial Auditor for FY 2022-23 is attached herewith as **Annexure 3**. There are no qualifications, observations or adverse remarks, or disclaimers in the said report.

COST RECORDS AND COST AUDITORS

During the year under review, in accordance with Section 148(1) of the Act, the Company has maintained the accounts and cost records, as specified by the Central Government. Such cost accounts and records are subject to audit by M/s Shome and Banerjee, Cost Auditors of the Company for FY 2022-23.

The Board has re-appointed M/s Shome and Banerjee, Cost Accountants (Firm Registration Number: 000001) as Cost Auditors of the Company for conducting cost audit for the FY 2023-24. A resolution seeking approval of the Shareholders for ratifying the remuneration payable to the Cost Auditors for FY 2023-24 is provided in the Notice of the ensuing Annual General Meeting.

The Cost accounts and records as required to be maintained under section 148 (1) of the Act are duly made and maintained by the Company.

RELATED PARTY TRANSACTIONS

The Company has a well-defined process of identification of related parties and transactions with related parties, its approval and review process. The Policy on Related Party Transactions as formulated by the Audit Committee and the Board is hosted on the Company's website at <https://www.tataconsumer.com/investors/policies>. As required under Regulation 23 of the Listing Regulations, the Audit Committee has defined the material modification and has been included in the said Policy.

All contracts, arrangements and transactions entered by the Company with related parties during FY 2022-23 (including any material modification thereof), were in the ordinary course of business and on an arm's length basis and were carried out with prior approval of the Audit Committee. All related party transactions that were approved by the Audit Committee were periodically reported to the Audit Committee. Prior approval of the Audit Committee was obtained periodically for the transactions which were planned and/or repetitive in nature and omnibus approvals were also taken as per the policy laid down for unforeseen transactions.

None of the contracts, arrangements and transactions with related parties, required approval of the Board/Shareholders under Section 188(1) of the Act and Regulation 23(4) of the Listing Regulations.

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 does not apply to the Company for the FY 2022-23 and hence the same is not provided. The details of the transactions with related parties during FY 2022-23 are provided in the accompanying financial statements.

ANNUAL RETURN

Pursuant to Section 134(3)(a), the draft Annual Return of the Company prepared as per Section 92(3) of the Act for the financial year ended March 31, 2023, is hosted on the website of the Company and can be accessed at <https://www.tataconsumer.com/investors/investor-information/annual-returns>. In terms of Rules 11 and 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return shall be filed with the Registrar of Companies, with prescribed timelines.

PARTICULARS OF EMPLOYEES

The information containing details of employees as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure 4** attached to this report.

According to Section 197(14) of the Act, the details of remuneration received by the Executive Directors from the Company's subsidiary company during FY 2022-23 are also given in **Annexure 4** attached to this report.

The statement containing details of employees as required under Section 197(12) read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules'), as amended, form part of this report and will be made available to any Member on request, as prescribed therein.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, there were no significant and material orders passed by the Regulators / Courts that would impact the going concern status of the Company and its future operations.

PARTICULARS OF LOANS, GUARANTEES, AND INVESTMENTS BY THE COMPANY

The particulars of loans, guarantees, and investments covered under the provisions of Section 186 of the Act have been disclosed in the financial statements.

VIGIL MECHANISM

The Company's vigil mechanism allows the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct /business ethics as well as to report any instance of leak of Unpublished Price Sensitive Information. The vigil mechanism provides for adequate safeguards against victimization of the Director(s) and employee(s) who avail of this mechanism. No person has been denied access to the Chairman of the Audit Committee.

The Whistle-Blower Policy of the Company can be accessed on the Company's website at the link: <https://www.tataconsumer.com/investors/policies>.

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013

The Company has adopted zero tolerance for sexual harassment at the workplace and has formulated a policy on prevention, prohibition, and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. Awareness programs were conducted at various locations of the Company <https://www.tataconsumer.com/investors/policies>.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company have setup ICCs for its 9 major locations to redress complaints on sexual harassment.

During the year under, one complaint relating to sexual harassment which was pending at the beginning of the financial year, has been investigated and closed. Further, ICC had received one more complaint during the year under review and the same was pending at the end of the Financial Year ended March 31, 2023.

SECRETARIAL STANDARDS

The Institute of Company Secretaries of India has currently mandated compliance with the Secretarial Standards on board meetings and general meetings. During the year under review, the Company has complied with the applicable Secretarial Standards.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from the public during the year under review. No amount on account of principal or interest on deposits from the public was outstanding as on March 31, 2023.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE

The information on the conservation of energy, technology absorption, and foreign exchange earnings and outgo according to Section 134(3)(m) of the Act, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in **Annexure 5** attached to this report.

INDUSTRIAL RELATIONS

During the year under review, industrial relations remained harmonious at all our offices and establishments.

ACKNOWLEDGEMENT

The Directors wish to convey their deep appreciation to all the employees, customers, vendors, investors, and consultants/advisors of the Company for their sincere and dedicated services as well as their collective contribution to the Company's performance.

The Directors thank the Government of India, Governments of various States in India, Governments of various Countries, and concerned Government departments for their co-operation.

The Directors appreciate and value the contribution made by every member, employee, and their family of the Tata Consumer Products Group.

On behalf of the Board of Directors

N. Chandrasekaran
Chairman
(DIN 00121863)

Mumbai, April 25, 2023

ANNEXURE 1 OF BOARD'S REPORT

DIVIDEND DISTRIBUTION POLICY

1. INTRODUCTION

The Company has in place a Dividend Policy since 2017. After incorporation of Regulation 43A in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations') the existing Dividend Distribution Policy has been revised and framed according to the Listing Regulations and the Companies Act, 2013 read with rules framed thereunder (hereinafter referred to as 'Act').

The Company aims at rewarding its shareholders by sharing a part of its profits after retaining sufficient funds for the growth of the Company. The Company has been able to pursue its aim over years and has been able to maintain fairness, consistency and sustainability while distributing profits to its shareholders.

This policy has been framed with an objective to ensure the right balance between the quantum of dividend paid and amount of profits retained in the business for various purposes. Towards the end, this Policy lays down various guidelines, factors and parameters to be considered by the Board of Directors of the Company while recommending/declaring dividend from time to time.

The Policy is not an alternative to the decision of the Board for recommending dividend, which is made every year after taking into consideration all the relevant circumstances enumerated hereunder or other factors as may be considered relevant by the Board.

2. Statutory Requirements

The declaration and distribution of dividend shall, at all times, be in accordance with the provisions of the Act, read with applicable rules framed thereunder, as may be in force for the time being and SEBI Listing Regulations, such other applicable provisions of law and the Articles of Association of the Company as amended.

Regulation 43A of the SEBI Listing Regulations requires top 1,000 listed companies (based on market

capitalization of every financial year) to formulate a Dividend Distribution Policy. The Company is thus required to formulate a Dividend Distribution Policy which shall be disclosed in its Annual Report and on its website.

3. POLICY ON DIVIDEND DECLARATION

Declaration of dividend only out of profits	Dividend shall be declared or paid only out of: <ol style="list-style-type: none"> i) Current Year's profit <ol style="list-style-type: none"> a) After providing for depreciation in accordance with law, b) After transferring to the reserves of the Company such percentage of profits as may be considered appropriate or as may be prescribed, or ii) The Profits for any previous financial year or years <ol style="list-style-type: none"> a) after providing for depreciation in accordance with law, and b) remaining undistributed, or out of i) & ii) both
Set off Losses and depreciation of previous years	Before declaring any dividend, the carried over previous losses and depreciation not provided in previous year or years must be set off against the profits of the Company for the current year.
Declaration of Dividend out of reserves	The Board of Directors should avoid the practice of Declaration of Dividend out of Reserves.
Frequency	The Dividends will generally be declared once a year after the announcement of full year results but before the Annual General Meeting. In years of exceptional gains or other events a special dividend may be declared. The Board of Directors may also declare interim dividend during the financial year, between two Annual General Meetings as and when they consider it fit.
Parameters that shall be adopted with regard to various classes of shares	Presently, the Company has one class of equity share of the face value of Re 1/- per share and no preference share capital. As and when the Company shall issue other class of equity shares or other kind of shares, the Policy may be suitably amended.

4. PARAMETERS / FACTORS TO BE CONSIDERED BEFORE DECLARING DIVIDEND

1) Financial parameters

- Current year profits
- Operating cash flow
- Outstanding borrowings, including debt to equity ratio.
- Cost of borrowings
- Past dividend trends

2) Internal Factors that shall be considered for declaration of dividend:

- Outlook of the company in line with its business plan
- Future capital expenditure program including
 - New project
 - Expansion of capacities of existing units
 - Renovation/ Modernization
 - Major Repairs & Maintenance
- Working capital requirements
- Likelihood of crystalization of contingent liabilities, if any
- Contingency Fund
- Acquisition of brands / businesses
- Sale of brands/ businesses
- Restrictions in any agreements executed by the Company.

3) External factors

- Prevailing regulatory and legal requirements, including tax regulations
- Industry trends
- State of economy in the country and worldwide

5. CIRCUMSTANCES UNDER WHICH SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

The decision regarding dividend payout is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in business. Hence, the shareholders of the Company may expect dividend only if the Company is having surplus funds after

providing for all the expenses, depreciation, etc., and after complying with the statutory requirements under the Applicable Laws.

The shareholders of the Company may not expect dividend in the following circumstances, subject to the discretion of the Board of Directors:

- the Company has inadequacy of profits or incurs losses for the Financial Year;
- the Company undertakes/proposes to undertake a significant expansion project requiring higher allocation of capital;
- the Company undertakes/proposes to undertake any acquisitions or joint arrangements requiring significant allocation of capital;
- the Company has significantly higher working capital requirement affecting free cash flow;
- the Company proposes to utilize surplus cash for buy-back of securities;
- the Company is prohibited to recommend/declare dividend by any regulatory body.

The Board may also not recommend a dividend on considering any compelling factors/parameters mentioned in point 4 above.

6. HOW THE RETAINED EARNINGS WILL BE UTILIZED

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilization of the retained earnings of the Company shall be based on the following factors:

- Acquisition of brands or businesses;
- Market Expansion Plans
- Product Expansion Plans
- Modernization Plan
- Enhancement of production capacity
- Diversification of business
- Replacement of capital assets
- Long-term strategic plans
- Payment of Dividend or issue of Bonus Shares
- Other such criteria as the Board may be deemed fit from time to time.

7. QUANTUM OF DIVIDEND PAY-OUT

The Board of Directors would determine the Dividend pay-out based on the profitability under the Standalone and Consolidated Financial Statements of the Company for the financial year/period under consideration.

Subject to the circumstances and scenarios mentioned above, the Company shall endeavor to maintain a total dividend pay-out ratio (Dividend/ Net Profit after tax for the year) in the range of 50% to 75% of the Annual Consolidated Profit after Tax (PAT) of the Company.

8. DISCLOSURES

The Policy shall be disclosed in the Annual Report and on the website of the Company i.e. at www.tataconsumer.com

If the Company proposes to declare dividend on the basis of parameters in addition to the parameters/ factors mentioned in this policy or proposes to change such additional parameters or the dividend distribution policy contained in any of the parameters, it shall disclose such changes along with the rationale for the same in its Annual Report and on its website.

9. POLICY REVIEW AND AMENDMENTS

The Policy will be reviewed periodically by the Board. The Policy may be amended, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

10. DISCLAIMER

The Policy does not constitute a commitment regarding the future dividends of the Company, but only represents a general guidance regarding dividend policy. The statement of the Policy does not in any way restrict the right of the Board to use its discretion in the recommendation of the dividend to be distributed in the year and the Board reserves the right to depart from the policy as and when circumstances so warrant.

ANNEXURE 2 OF BOARD'S REPORT

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2022-23

1. BRIEF OUTLINE OF THE CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY OF THE COMPANY:

The Company strongly believes in the Tata Group's philosophy of giving back to the community and recognizes the role played by communities in the growth of its business. The Company stands for "For Better Living," which includes actions towards For Better Communities, For Better Nutrition, For Better Sourcing, and For Better Planet.

The CSR Policy set outs the Company's commitment and approach towards CSR under Section 135 of the Companies Act, 2013 ("the Act") based on its legacy of 'Giving Back to Society'. The Company endeavours to facilitate livelihood opportunities and socio-cultural development in areas of its operations.

The Natural Food and Beverages Policy of the Company is the apex policy that incorporates all relevant elements of Sustainability, Corporate Social Responsibility ("CSR"), Affirmative Action, Community Initiatives and Volunteering.

The Company is committed to being the most admired natural food & beverage company in the world by making a lasting difference through Sustainability and Corporate Social Responsibility. The Company shall achieve this by being knowledgeable, responsive, and trustworthy, and by adopting environmentally and socially friendly technologies, business practices, and innovation while pursuing long-term growth aspirations and the enhancement of stakeholder value. The Company focuses on Climate Change, Water Management, Sustainable Sourcing, Waste Management, and Community Development.

Towards community development, the Company undertakes programs focused on education and skills, healthcare, and women empowerment. The Company also actively participates in Tata Group activities and programs for volunteering and affirmative action. The Company's CSR activities, projects, and programs comply with Section 135 of the Act and the rules made thereunder, excluding activities undertaken in pursuance of its normal course of business.

During the year under review, the Company's CSR initiatives focused on affordable healthcare, empowerment of differently abled, WaSH (Water, Sanitation, and Hygiene), rural development, and education and skilling. These CSR projects undertaken by the Company contribute to the Sustainable Development Goals (SDGs).

Weblink to access the CSR policy of the Company: <https://www.tataconsumer.com/investors/policies>

2. COMPOSITION OF CORPORATE SOCIAL RESPONSIBILITY & SUSTAINABILITY COMMITTEE

In compliance with Section 135 of the Act, the Company has established a strong governance structure to supervise the execution of its CSR projects. The CSR governance structure is led by the Corporate Social Responsibility & Sustainability Committee ("CSR&S Committee"), which empowers the working committee of the Company to act on its behalf. The following Directors served as members of the CSR & Sustainability Committee during the year ended March 31, 2023:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of the CSR Committee during the year	
			Held	Attended
1	Mr. Siraj Chaudhry	Chairman of the Committee (Independent Director)	3	3
2	Ms. Shikha Sharma	Member (Independent Director)	3	3
3	Dr. K. P. Krishnan	Member (Independent Director)	3	3

Weblink to access the Composition of the Committee: <https://www.tataconsumer.com/about/leadership>

3. OVERVIEW OF CSR PROJECTS APPROVED BY THE BOARD IMPLEMENTED DURING FY 2022-23:

Details of CSR projects approved by the Board are appended to the CSR Policy of the Company which can be accessed at the website of the Company at www.tataconsumer.com/investors/policies. A

brief of CSR projects approved by the Board and implemented by the company during FY 2022-23 are as under:

Affordable Health care

- RHRC (Referral Hospital & Research Centre), Chubwa: RHRC Chubwa provides affordable medical facilities to the general population and the tea communities. The eHub, located at RHRC for the e-Healthcare Project provides video consultation to estate hospitals. The hospital has 155 medical staff and 76 beds including 6 ICU beds. It is the only medical facility in the area to be awarded the SA8000 accreditation.
- St. Judes India Childcare Centre: Many cancer patients in India live far from the treatment centers where they receive care, making it difficult for them to stay close to their care providers during treatment. It can result in denial of access to treatment and irregularity in continuing it according to a specified regime. St. Judes India Childcare Centre created "Premashraya", a residential facility for destitute cancer patients and their families, as a "home away from home" while receiving treatment at the Tata Medical Center in Kolkata.

Empowerment of Differently-abled

- Srishti Charitable Trust, Munnar: Srishti has been established with the purpose of rehabilitation and the generation of sustainable livelihoods for the differently-abled children and young adults of the rural plantation community of Munnar, Kerala. Srishti's DARE school provides holistic education to children with disabilities. Once the children attain the age of eighteen, some of them get absorbed into the mainstream while most of them, based on their interest and aptitude, get rehabilitated into one of the five vocational units in Srishti, - Nisarga, The Deli, Aranya Natural, Athulya and Vatika.
- Swastha Center for Special Education & Rehabilitation: The Swastha Centre for Special Education & Rehabilitation, a unit of Coorg Foundation, is working in the field of special education for the differently-abled, vocational rehabilitation & placement and Community-Based Rehabilitation (CBR) Programs in Kodagu, Karnataka. The mission of Swastha is to educate, train and rehabilitate children with mental and physical disabilities.

WaSH (Water, Sanitation and Hygiene)

- Project Jalodari, Assam : Project Jalodari is the flagship water management program of the Company. The key objectives of the project are to create sustainable water sources, raise awareness, and build capacities around water and sanitation issues in the community. The project also promotes health for women and adolescent girls through safe and effective Menstrual Hygiene Management (MHM) focusing on awareness, access, usage, and disposal.
- Project Jalodari, Himachal Pradesh: The project aims at improving water sustainability and sanitation in 30 villages of Paonta Sahib and Nahan blocks of Sirmaor blocks. The Company undertook several initiatives, including vegetative and engineering measures, community mobilization, training, and circular sanitation, to achieve its goals.

Rural Development by TCSR at Mithapur

- This is an integrated development program that focusses on creating sustainable livelihoods through better agricultural outcomes, health and nutrition, water management and biodiversity conservation. It includes initiatives such as improving livestock management, providing high-quality plant saplings to farmers, training farmers on crop management, constructing farm ponds for water conservation, and awareness of biodiversity. The program also covers community health, education, and skill development for youth. The program seeks to work through community involvement by forming self-help groups, user groups, farmer groups, youth clubs etc.

Education & Skilling

- Skilling of underprivileged youth by Tata Strive (Tata Community Initiatives Trust) : The objective of the project is to equip underprivileged youth with relevant skills to create opportunities for jobs or self-employment. The project was implemented in Assam, Mumbai, and Hyderabad, covering 130 youth with skill-based training in hospitality and Quick Service Restaurant.
- Scholarships to underprivileged youth (FAEA) : Foundation for Academic Excellence and Access (FAEA) was established in 2002 to answer the challenge of empowering the socially and economically disadvantaged through access to higher education. FAEA programs are primarily focused on SC/ST and BPL category students.

4. EXECUTIVE SUMMARY ALONG WITH WEBLINK OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014.

During the year under review, the Company carried out an impact assessment of 7 CSR projects for FY 2021-22.

The CSR projects of the Company in FY 2021-22 were focused on the Tea Communities of Assam and Munnar (Kerala), Coffee Communities of Kodagu (Karnataka), local communities in Mithapur (Gujarat), cancer-affected children in and around West Bengal and the Covid warriors of Assam. The CSR activities undertaken are directly linked to the 17 Sustainability Development Goals (SDGs). The 5 thematic areas are - Affordable health care, Empowerment of differently abled, Water, Sanitation and Hygiene, Rural Development and Education and Skilling. The company also provided support to covid warriors.

The assessment was carried out by an independent agency, Consultivo Business Solutions Private Limited. 800 beneficiaries were interviewed as part of the assessment. A total of 1,52,500 beneficiaries were impacted by these projects in FY 2021-22. Summary the assessment report is as under:

Affordable health care RHRC, Chubwa:

Hospital extended its services to 80935 patients in FY 2021-22 (Including e-healthcare services). Over 68% of patients were earning less than ₹ 6000 a month and 75% of the beneficiaries belonged to the larger community outside the tea estates. 100% of the beneficiaries considered RHRC to be the most affordable hospital in the region.

Affordable health care, St. Jude's Childcare:

St. Jude's Child Care provided affordable healthcare services to 182 children undergoing cancer treatment, out of which 128 were returnees. Parents of beneficiaries had an income between ₹ 2000 and ₹ 5000. The accommodation service provided was considered excellent by 100% of the parents interviewed.

Empowerment of differently abled, Srishti:

Parents reported that there was greater acceptability of children with disabilities in the community due to

Srishti's social activities. Special-abled employees have been able to double their family's income due to the vocational training provided by Srishti.

Wash (Water, Sanitation and Hygiene), Project Jalodari Assam

Water: 4 IRPs (Iron removal plants) were installed in the Jorhat and Golaghat areas of Assam which provided safe drinking water to more than 450 households. 526 point-of-use water filters were distributed. 91% of participants reported an improvement in water quality and 93% reported an improvement in water availability. In addition, 82% of participants reported an improvement in health due to better water quality.

MHM (Menstrual Hygiene Management): 2,515 beneficiaries were covered under the MHM awareness program. Four modules of MHM training were given to the beneficiaries and 100% of participants received a menstrual toolkit. 79% reported better hygiene practices during menstruation because of this program.

Rural Development, TCSR, Mithapur:

Under Agriculture and Livestock management, various training and capacity-building programs were run covering 650+ farmers. More than 28,000+ animal health camps were organized where more than 51,000+ animals were examined/treated. The interventions have resulted in the increase of farmers' income by 2.5 times. Through the water conservation initiative, 61% of participants reported adequate water availability for agricultural needs. Infrastructure projects implemented through the program have addressed the needs of 87% of participants. Additionally, the Badte Kadam initiative is expected to earn participants a monthly income of ₹ 10,000-20,000, thereby adding to their family's income.

Supporting vulnerable communities Covid19

A total of 1,500 COVID warriors were provided accommodation (8,117 nights) and meals in Assam at Taj Vivanta. The beneficiaries were working towards the treatment of COVID patients.

The detailed impact assessment report for FY 2021-22 is available on the website of the Company at <https://www.tataconsumer.com/sustainability>

5. DETAILS OF THE AMOUNT AVAILABLE FOR SET OFF IN PURSUANCE OF SUB-RULE (3) OF RULE 7 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014 AND THE AMOUNT REQUIRED FOR SET OFF FOR THE FINANCIAL YEAR, IF ANY

Sl. No.	Financial Year	Amount available for set-off from preceding financial years	Amount required to be setoff for the financial year, if any	Amount available for set-off in succeeding financial years
1	FY 2020-21	₹ 0.30 Crores	₹ 0.30 Crores	0
2	FY 2021-22	₹ 0.22 Crores	₹ 0.05 Crores	₹ 0.17 Crores
TOTAL		₹ 0.52 Crores	₹ 0.35 Crores	₹ 0.17 Crores

6. CSR OBLIGATION FOR THE FINANCIAL YEAR

- Average net profit of the Company as per section 135(5): **₹ 829.53 Crores**
- Two percent of the average net profit of the Company as per section 135(5): **₹ 16.59 Crores**
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**
- Amount required to be set off for the financial year, if any: **₹ 0.35 Crores**
- Total CSR obligation for the financial year [(b)+(c)-(d)]: **₹ 16.24 Crores**

7. AMOUNT SPENT FOR THE FINANCIAL YEAR

- Amount spent on CSR Projects:
 - Ongoing Projects: Nil
 - Other than Ongoing Projects: **₹15.72 Crores** (as per **Appendix**)
- Amount spent on Administrative Overheads: **₹ 0.45 Crores**

8. DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:

Sl. No	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under section 135 (6)	Balance Amount in Unspent CSR Account under sub- section (6) of section 135	Amount spent in the Financial Year	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding financial years.	Deficiency, if any
					Amount	Date of transfer		
1	2021-22	Nil		Nil	Nil	NA	Nil	
2	2020-21	Nil		Nil	Nil	NA	Nil	
3	2019-20	Nil		Nil	Nil	NA	Nil	
TOTAL		Nil		Nil	Nil	NA	Nil	

- Amount spent on Impact Assessment: **₹ 0.07 Crores**
- Total amount spent for the Financial Year [(a)+(b)+(c)]: **₹ 16.24 Crores**
- CSR amount spent or unspent for the financial year: 2022-23:

Total Amount Spent for the Financial Year.	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 16.24 Crores	Nil	NA	NA	Nil	NA

- Excess amount for set off, if any: **Not Applicable**

Sl. No.	Particulars	Amount (₹)
(i)	Two percent of the average net profit of the company as per section 135(5)	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

9. WHETHER ANY CAPITAL ASSETS HAVE BEEN CREATED OR ACQUIRED THROUGH CORPORATE SOCIAL RESPONSIBILITY AMOUNT SPENT IN THE FINANCIAL YEAR: NO

If Yes, enter the number of Capital assets created/ acquired: **Not Applicable**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the Property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)	CSR Registration Number, if applicable	Name Registered address
NA	NA	NA	NA	NA	NA	NA	NA

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

10. SPECIFY THE REASON(S), IF THE COMPANY HAS FAILED TO SPEND TWO PERCENT OF THE AVERAGE NET PROFIT AS PER SECTION 135(5). NOT APPLICABLE

Siraj Chaudhry
Chairman of the Committee and Independent Director
 (DIN 00161853)

Sunil D'Souza
Managing Director & CEO
 (DIN 07194259)

Mumbai, April 25, 2023

Appendix

Details of CSR amount spent against other than ongoing projects for the financial year 2022-23:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Location of the project.		Amount spent for the project (in ₹).	Mode of implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency		
			Local area (Yes/No).	State			District	Name.	CSR registration number
1	RHRC Hospital*	(i)	Yes	Assam	Chubwa, Dibrugarh	6,10,00,000	No	APPL Foundation	CSR00006630
2	St. Jude's - Supporting Cancer affected children	(i)	Yes	West Bengal	Kolkata	30,00,000	No	St. Jude's Child Care	CSR00001026
3	RIHP hospital *	(i)	Yes	Karnataka	Kodagu	87,00,000	No	Coorg Foundation	CSR00005504
4	Srishti - Promoting education & vocational skills for differently-abled	(ii)	Yes	Kerala	Munnar, Idukki District	3,70,00,000	No	TGBL Foundation	CSR00007356
5	Swastha - Education of differently abled children	(i)(ii)	Yes	Karnataka	Kodagu	40,00,000	No	Coorg Foundation	CSR00005504
6	Project Jalodari Assam - Water and Sanitation	(iv)	Yes	Assam	Jorhat & Golaghat	16,00,000	No	Centre for Microfinance and Livelihood	CSR00004635
7	Project Jalodari Himachal - Water and Sanitation	(iv)	Yes	Himachal	Sirmaur	28,00,000	No	Himmothan society	CSR00000081
8	TCSR - Agriculture & livestock management, Biodiversity conservation	(i)(ii)(iii)(iv)	Yes	Gujarat	Mithapur	3,50,00,000	No	Tata Chemical Society	CSR00002564
9	FAEA - Scholarships to underprivileged youth	(ii)	Yes	Pan-India	Pan-India	16,00,000	No	Foundation for Academic Excellence & Access (FAEA)	CSR00002144
10	Tata Strive - Skill training for underprivileged youth	(ii)	Yes	Maharashtra, Telangana & Assam	Mumbai, Hyderabad & Assam	25,00,000	No	Tata Community Initiatives Trust	CSR00000997
TOTAL						15,72,00,000			

* Includes contribution towards the infrastructure of the facility.

ANNEXURE 3 OF BOARD'S REPORT

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Regulation 24A of SEBI (LODR) 2015]

**To,
The Members,
TATA CONSUMER PRODUCTS LIMITED
1, Bishop Lefroy Road
Kolkata – 700020**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TATA CONSUMER PRODUCTS LIMITED (CIN:L15491WB1962PLC031425)**, (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **TATA CONSUMER PRODUCTS LIMITED** for the financial year ended on 31st March 2023 according to the provisions **as may be applicable** to the Company of:

- i. The Companies Act, 2013 and any amendments thereof (hereinafter collectively referred to as the "the Act") and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder including amendment thereof;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder including amendment thereof;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including amendment thereof;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including amendment thereof;
 - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other amendments thereof (hereinafter collectively referred to as "Listing Regulations");
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the period under review**
 - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 including amendment thereof;
 - f. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity), Regulations, 2021 ;
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **Not applicable during the period under review as the Company is not acting as a Registrar and Share Transfer Agent.**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and including amendment thereof; **Not applicable during the period under review** and
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and Amendment thereof. **Not applicable during the period under review.**
 - j. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 including amendment thereof

- k. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preferences Shares) Regulation, 2013 and including amendment thereof – **Not applicable during the period under review, AND**
- vi. The Food Safety and Standards Act, 2006 along with Food Safety and Standards Rules 2011 and including amendment thereof;
- vii. The Tea Board Guidelines and Orders;
- viii. Pollution Control Act, Rules and Notification issued thereof;
- ix. Legal Metrology Act, 2009 and Rules made thereunder;
- x. The Tea Act, 1953 and Tea Warehouse (Licensing) Order, 1989;
- xi. Plantations Labour Act, 1951;
- xii. The Factories Act, 1948 and Rules made thereunder;
- xiii. Shops and Establishment Act, 1953;
- xiv. Contract Labour (Regulation and Abolition) Act, 1970;
- xv. The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Rules made thereunder;
- xvi. The Maternity Benefits Act, 1961;
- xvii. The Minimum Wages Act, 1948;
- xviii. The Payment of Bonus Act, 1965;
- xix. The Payment of Gratuity Act, 1972;
- xx. Industrial Employment (Standing Orders) Act, 1946;
- xxi. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959;
- xxii. The Payment of wages Act, 1936 and Amendments thererof and Other applicable Industrial and Labour Laws.

I have also examined compliance of Secretarial Standards on Board of Directors (SS-1), General Meetings (SS-2) made effective 1st July 2015 and Dividend (SS-3) made effective 1st January, 2018, Secretarial Standards on Report of the Board of Directors made effective 1st October 2018 issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors,

Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Video conference facilities/ other audio-visual means are used as and when required to facilitate the Directors at other locations to participate in the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes. However, no such case has arisen during the period under review.

I further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I also Report that the strategic corporate actions during the period under review are highlighted below and the supporting documents & / Laws were duly verified by me:

COMPOSITE SCHEME OF ARRANGEMENT

During the year under review, the Composite Scheme of Arrangement amongst the Company, Tata Coffee Limited ("TCL"), and TCPL Beverages & Foods Limited ("TBFL") for demerger of the Plantation Business of TCL into TBFL and the Amalgamation of the remaining business of TCL with TCPL ("the Scheme") had received the no-objection from the Securities and Exchange Board of India and the Stock Exchanges where the shares of the Company are listed, namely BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited. Pursuant to the directive of the Hon'ble National Company Law Tribunal, Kolkata Bench, ("NCLT"), the Company had conducted the meeting of the equity shareholders on November 12, 2022 though Video Conference/ Other Audio Visual Means. The meeting was duly conveyed and conducted in compliance with the law and the directives of the NCLT, and the Scheme was approved by the shareholders by special resolution as well as by the majority of the non-promoter shareholders, who have voted on the resolution. The Company has filed the petition for sanctioning the Scheme with the NCLT, Kolkata Bench.

ALLOTMENT OF EQUITY SHARES ON A PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

During the year under review, upon receipt of relevant approval from Reserve Bank of India on October 7, 2022, in terms of Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and confirmation from The Standard Chartered Bank, Authorised Dealer on October 17, 2022, basis the communication issued to them by Reserve Bank of India on October 14, 2022 under Foreign Exchange Management (Overseas Investment) Rules, 2022, the Preferential Issue Committee of the Board of the Company, has allotted 74,59,935 equity shares of the Company having a face value of ₹ 1 each, at a price of ₹ 765.16 per equity share on a preferential basis to Tata Enterprises (Overseas) AG, Zug, Switzerland ("TEO") for a total consideration of ₹ 570.80 Crores, discharged by TEO by transfer of 2,38,71,793 ordinary shares of ₹1 each held by TEO, representing 10.15% paid-up share capital of Tata Consumer Products UK Group Limited, United Kingdom, an existing overseas subsidiary of the Company ("TCP UK") in favour of the Company.

Pursuant to this transaction, TCP UK has become a wholly-owned subsidiary of the Company, effective October 21, 2022.

GRANT OF PERFORMANCE SHARE UNITS

During the year under review, the Company has granted 1,13,545 Performance Share Units ("PSUs") to eligible employees, under Tata Consumer Products Limited - Share-based Long-Term Incentive Scheme 2021.

Dr. Asim Kumar Chattopadhyay
Practising Company Secretary

UDIN:F002303E000182881

FCS No. 2303

Date: 25/04/2023

Certificate of Practice No. 880

Place: Kolkata

Peer Review – 792/2020

ANNEXURE "A"

(TO THE SECRETARIAL AUDIT REPORT OF TATA CONSUMER PRODUCTS LIMITED (CIN: L15491WB1962PLC031425) FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023)

To,
The Members
TATA CONSUMER PRODUCTS LIMITED
1, Bishop Lefroy Road
Kolkata 700020

My Report for the financial year ended 31st March 2023 of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Dr. Asim Kumar Chattopadhyay
Practising Company Secretary

FCS No. 2303

Date: 25/04/2023

Certificate of Practice No. 880

Place: Kolkata

Peer Review – 792/2020

ANNEXURE 4 TO THE BOARD'S REPORT

PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the (Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year ended March 31, 2023 is given below:

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Non-Executive Directors	Ratio to median remuneration*
N. Chandrasekaran, Chairman [@]	-
P. B. Balaji [#]	-
Siraj Chaudhry	16.14
Bharat Puri	16.94
Shikha Sharma	17.12
K. P. Krishnan	15.94
David Crean [^]	10.48
Executive Directors	Ratio to the median remuneration
Sunil D'Souza	190.05
L. Krishnakumar	89.57

Notes:

*Median remuneration computation is based on a total employee headcount of 3040, of which approximately 1556 employees are within the collective bargaining process.

@As a policy, Mr. N. Chandrasekaran, Chairman, has abstained from receiving commission from the Company.

#In line with the internal guidelines of the Company, no payment shall be made towards commission to the Non-Executive Directors of the Company, who are in employment with any other Tata companies. Accordingly, no commission was paid to Mr. P. B. Balaji, Non-Executive (Non-Independent) Director.

[^] Mr. David Crean was appointed as a Director w.e.f. May 4, 2022.

- b) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, and Company Secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer, and Company Secretary	% increase in remuneration in the financial year
N. Chandrasekaran, Chairman [@]	-
P. B. Balaji [#]	-
Siraj Chaudhry	4.13%
Bharat Puri	2.67%
Shikha Sharma	3.26%
K. P. Krishnan [^]	-
David Crean ^{^^}	-
Sunil D'Souza ^{^^^##}	24.57%
L. Krishnakumar ^{***}	9.40%
John Jacob, Chief Financial Officer ^{**}	-
Sivakumar Sivasankaran, Chief Financial Officer ^{**}	-
Neelabja Chakrabarty, Company Secretary ^{^^^##}	22.22%

Notes:

@As a policy, Mr. N. Chandrasekaran, Chairman, has abstained from receiving commission from the Company.

#In line with the internal guidelines of the Company, no payment shall be made towards commission to the Non-Executive Directors of the Company, who are in employment with any other Tata companies. Accordingly, no commission was paid to Mr. P. B. Balaji, Non-Executive (Non-Independent) Director.

^Dr. K. P. Krishnan was appointed as a Director w.e.f. October 22, 2021, percentage increase in remuneration is not applicable as payment made for part of the year in previous year and hence, not stated.

^^ Mr. David Crean was appointed as a Director w.e.f. May 4, 2022, percentage increase in remuneration is not applicable as payment made for part of the year and hence, not stated.

^^^ With effect from FY 2021-22, long term incentive relating to the year is compensated through performance share units (PSUs) and accounted as remuneration over the vesting period of 3 years based on performance measures achieved.

##For computations of increase, incentive remuneration has been considered based on accruals, and payments relating to earlier years have been excluded.

*For computations of increase, incentive remuneration has been considered based on accruals, and payments relating to earlier years have been excluded. Compensation paid from a subsidiary company in the UK has also been considered for computation of increase.

** Mr. John Jacob has retired as Chief Financial Officer of the Company w.e.f. May 31, 2022, and Mr. Sivakumar Sivasankaran has been appointed as Chief Financial Officer of the Company w.e.f. June 1, 2022, percentage increase in remuneration for both is not applicable as remuneration was paid for part of the year and hence, not stated.

- c) The percentage increase in the median remuneration of employees in the financial year was 10.38% .
- d) The number of permanent employees on the rolls of the Company as on March 31, 2023, was 3040 employees.

- e) Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase for other than managerial personnel (excluding unionized staff) works to around 9.28% and the percentage increase for all employees was 10.50%. The increase in the managerial remuneration was 18.97% on a like-to-like basis (including compensation paid from a subsidiary company in the UK, also refer note above). Percentage increases for various categories are granted based on market trends and performance criteria.

- f) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

- g) Disclosure under Section 197(14) of the Companies Act, 2013:

Mr. L. Krishnakumar, Executive Director & Group CFO, received remuneration of Rs. 40.20 Lacs from the Company's overseas subsidiary, Tata Consumer Products GB Limited during FY 2022-23. (The remuneration drawn in GBP has been converted into INR at the average exchange rate).

- h) The statement containing details of employees as required under Section 197(12) read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules'), as amended, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid Annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

On behalf of the Board of Directors

N. Chandrasekaran
Chairman
 (DIN 00121863)

Mumbai, April 25, 2023

ANNEXURE 5 OF THE BOARD'S REPORT

INFORMATION ON ENERGY CONSERVATION, ABSORPTION, AND TECHNOLOGY AND FOREIGN EXCHANGE

A. ENERGY CONSERVATION

i. Steps taken for the conservation of energy at various factories and operations during the FY 2022-23 and their impacts:

- **Hyderabad Factory:** Replaced 10 nos, 150-watt streetlights with 100-watt streetlights, resulting in an annual energy saving of 1980 units. Additionally, Switched ON & OFF streetlights through Auto Operation by using photo emitting sensor, resulting in energy savings of 1440 units.
- **Sampla Factory:** Replaced 10 nos Vacuum Conveying System (VCS) with Bucket Elevator in a phased manner (July onwards), resulting in energy savings of 44,323 units.
- **Indore Factory:** Installed 2 VFD on IN 60 and IN 58 (Sept onwards), resulting in energy saving of 1089 units.
- **Kellyden Factory:** Replaced 2 nos Vacuum Conveying System (VCS) with Bucket Elevator (Feb onwards), resulting in energy savings of 7744 units.
- **Nonoi Factory:** Replaced 2 nos Vacuum Conveying System (VCS) with Bucket Elevator (Feb onwards), resulting in energy savings of 7744 units.
- **DamDim Factory:** Interlocked conveyors with the machine to stop idle running, resulting in energy savings of 1479 units.
- **Himalayan Factory:** Replaced 170 TR cooling tower with 100 TR cooling tower (Jan onwards), resulting in savings of 5625 units.
- **Instant Tea Operations-Munnar:** Reduced Furnace oil usage by 1796 litres per day, resulting in savings of ₹ 1.63 Crores and replaced all leaking valves, solenoids and old pipelines, etc. for compressed air transfer (Feb onwards), resulting in savings of 23,595 units.

- **Smart Foods-Sricity:** Installed VFD for blower in ETP, resulting in energy savings of 25,400 units, installed AC controllers for Split ACs, resulting in savings of 46,000 units and splitting air curtains for double doors, resulting in savings of 2,620 units.
- **Pullivasal and Periakanal factories:** Installed 10 Tufflite sheets (translucent fibreglass sheets) and replaced 215 low-efficient tube lights with energy-efficient LED lights. Reduced firewood consumption from 4.03m³/1000Kg of made tea in 2021-2022 to 3.63m³/1000Kg of made tea in 2022-2023, resulting in a saving of 389 metric tons of firewood per year at the Pullivasal factory.

ii. Measures taken by the Company to utilize alternative energy sources:

The company executed several renewable energy projects (Solar plants) during the year, including Agra CFA, Siliguri CFA, Pune CFA, Kanpur CFA, and Ranchi CFA, with a total capacity of 246 KWp. Two ongoing projects are Smart Foods (TSFL) and Instant Tea Operations, Munnar, with a total capacity of 1982 KWp. Another project, Tetley Cochin, with a capacity of 200 KWp, is also ongoing.

iii. Capital investment in Energy Conservation Equipment.

A total of ₹ 114.9 Lacs has been invested in energy conservation projects across Sampla, Kellyden, Nonoi, and Pullivasal factories. The following is a summary of the capital investments made in various energy conservation projects at different factories:

- Procurement of bucket elevators at Sampla and Kellyden: 72.3 Lacs
- Replacement of existing vacuum conveying system with Z-Bucket Conveyor at Nonoi and Pullivasal: 24.3 Lacs
- Installation of compressors at Kellyden: 15.0 Lacs
- Installation of new variable frequency drive for drier ID fan and emulsifier at Kellyden: 2.5 Lacs
- Installation of solar lights for shopfloor and periphery at Nonoi: 0.8 Lacs

The total capital investment in these projects is 114.9 Lacs.

B. TECHNOLOGY ABSORPTION

i. Efforts made towards technology absorption

The Company has been engaging with various Suppliers, Research Institutes, Analytical Service providers and Technology providers for technical collaborations for product & process development, new packaging development, research-oriented projects, and analytical service support. Technical discussions were held to identify the appropriate technologies, development solutions and process improvement support. The Company has entered into a Memorandum of Understanding with many external Companies and Institutes under Confidentiality agreements to work further on various collaborative projects and assignments. The focus of the Company on science and technology-based projects has been augmented to create disruptive and niche products that cater to consumer needs.

The R&D Team is also exploring Open Innovation and Technology absorption agenda through potential collaboration opportunities with academic institutions, the Start-up ecosystem and the Tata Group Innovation team. We also had a successful showcase during our Innovation Day in Dec 2022 in which few ideas got absorbed to enter the innovation funnel.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

New Product Development and new categories:

During the year, the Company launched several new products and entered newer categories, these include:

- Packaged Foods: Tata Salt Immuno, Tata Salt Iodized Pink Salt, Tata Salt Vitamin Shakti, Tata Salt Iron Health, Tata Sampann Hing, Tata Sampann Shahi Besan, Tata Sampann Spices (Chilli, Turmeric & Coriander) along with blended spices (Puliogare, Chicken Masala, Malabar Chicken Masala, Garam Masala, Sambhar Masala and Rice Masala) for South regions, Tata Sampann All-purpose masalas (Mummy's magic, Peri Peri & Tandoori Masala), Tata Sampann Makhana, Tata Sampann Mixed Nuts, Tata Sampann Black Raisins, Tata Sampann Indori Poha, Tata Simply Better product range for Alternate meat products, Tata GO-FIT

plant-based protein powder for women, Tata Q relaunched as Yum Side ready-to-eat & ready-to-cook range, Ready-to-eat Ethnic range, ready-to-cook Gravies & Pastes, ready-to-eat and ready-to-cook range under brand name Raasa.

- Packaged Beverages: Tata Coffee Gold 100g SKU, Tata Coffee - Cold Coffee, Sonnets New Season, Tata Tea Gold Saffron, Tata Coffee - Café Special, Tata Tea Premium Mumbai Cutting Chai, Hyderabad Irani Chai, Purani Dilli ki Mithai Chai and Kolkata Street Chai.
- Ready-To-Drink Beverages: Tata Gluco+ ORS, Himalayan Honey, Himalayan Preserves, Fruski juice & jelly, TGP Cola flavour
- Tata Soulfull: Tata Soulfull Oats+, Tata Soulfull Muesli 25% Extra Muesli, Tata Soulfull Wholesome Delight, Tata Soulfull Nutri Drink+, Tata Soulfull Ragi Bites - Improved Cream.

These achievements were made possible through successful initiatives in technology, product, and pack development, in collaboration with different business partners. These initiatives have resulted in the Company achieving an Innovation to Sales ratio of 3.2% for the first time ever.

In addition to delivering on the B2C business mandate, the R&D team is working on expanding the portfolio and strengthening the pipeline for the D2C and B2B business verticals in the F&B categories.

Packaging related initiatives

The Company has undertaken packaging-related initiatives to promote sustainability and innovation.

- Sustainability: Along with material savings, the packaging elimination and reduction initiatives have been key highlights on the sustainability agenda. The Company has successfully delivered the down-gauging of recyclable laminate for Tata Salt, leading to approx. 900 MT reduction of packaging material consumption by weight, on an annual basis. Recycled content has been introduced in secondary packaging in both Tea and RTD businesses. Our initiatives to incorporate rPET into PET bottles of water have progressed well and will be furthered in FY24. At the outset, the Company's commitments to India Plastic Pact are being honoured.

- Packaging Innovation: Various new post-print finishes were developed for our NPD pipeline projects (e.g. Tata Tea Street Chai range, Tata Tea Saffron, Tata Cold Coffee range and Tata Café Specials range, Himalayan Honey & Preserves, Soulfull Nutri drink range etc.) by engaging with key vendors such as ITC, Uflex, Paharpur.

The company has been recognized for “Packaging Excellence” at both, National and International forums with a total of 12 industry-recognized awards, in FY23. Our work in Packaging has been lauded by premier institutes such as The Indian Institute of Packaging with 5 INDIASTAR awards, The SIES School of Packaging with 6 STAR awards and The World Packaging Organization with 1 WORLDSTAR award. The winning entries were: 1868 by Tata Tea, Tata Coffee Gold, Sonnets by Tata Coffee, Himalayan Preserves & Honey, Tata Soulfull Ragi Bites Display case, Tata Soulfull Oats Hanger and Primary pack suitable for MATS process.

To augment our capabilities in existing platforms and categories, we have been liaising heavily with consultants, academia, functional area experts and specialized consultant groups. We will continue to strengthen our association with expert communities to ensure robust product delivery with agility, given our organization’s vision and ambitious plans. The Company has collaborated with various external partners to support the development work. During the year, we have deployed a strategic, planned approach to engage external partners via three pillars:

- (1) Knowledge Harvest: Connecting with ingredient, flavour, market insights partners for extending the innovation pipeline as well as to bring in new platforms and ideas into the innovation funnel. Digital partners like Ai Palette, Tastewise and Mintel have been onboarded during this year.

Collaboration with major ingredient manufacturers and suppliers like Givaudan, IFF, Firmenich-VKL, Symrise, MANE, Kerry, Novozymes, Synthite, Plant Lipids, Doehler, Mother Dairy, Global Calcium, Arihant Pure Chem, Royal DSM, Hexagon Nutrition,

Ganshrael, Orana continued during the year for the development of newer formulations and products with scientific credentials and identifying new opportunities and ideas to feed into the Innovation funnel.

- (2) Connected Innovation: We have engaged with strategic technical partners and start-ups to enable the co-development and testing of product concepts in the market, to establish technical feasibility and business viability. In this context, a global ecosystem of disruptive drivers across US, UK and Israel has been explored for technology absorption.
- (3) Community of Experts: We have explored technology absorption opportunities with a few renowned academic institutions like IIT Delhi, IIT Mumbai, NIFTEM, CFTRI and the base is well established to deliver results for the company’s long-term innovation plans. We will carry forward our efforts for the same in FY24.

To strengthen TCPL play in grains and millets, the collaboration with SMEs and the Indian Institute of Millets Research (IIMR) has been further boosted.

In our endeavour to leverage the science and technology set-up available in our ecosystem, several initiatives have been taken up with a specific focus on claims substantiation, safety studies and the development of new analytical methods. Projects were taken up with CSIR (Council of Scientific & Industrial Research) laboratories - which include CFTRI (Central Food Technological Research Institute) Mysore, CSIO (Central Scientific Instruments Organization) Chandigarh, IITR (Indian Institute of Toxicology Research), Lucknow & CSMCRI (Central Salt & Marine Chemicals Research Institute) Bhavnagar. We have also collaborated with India International Kashmir Saffron Trading Centre (IIKSTC), Directorate of Agricultural Production & Farmers Welfare, Government of J&K with regards to Saffron research & testing.

Service agreements were entered/continued with NABL accredited Analytical labs – Eurofins Analytical Lab Bangalore, TUV

SUD Lab Bangalore, TUV NORD Lab Pune, SGS Lab, Gurugram, ALS Testing Services Bengaluru, Vimta Labs Hyderabad, Intertek Lab Gurugram, Fare Lab, Gurugram and Neogen-Cochin, for analytical support on product stability, nutrition and food safety.

The product lifecycle management and food safety risk are managed through a Specification Management System developed and optimized by Hamilton-Grant, UK.

iii. In the case of imported Technology (imported during the last three years reckoned from the beginning of the financial year):

- a) The details of technology imported: The company has not imported any technology during the last three financial years. R&D and Strategic functions are in constant exploration for newer technologies that can contribute to Horizon 3 innovation opportunities.
- b) The year of import: Not Applicable
- c) Whether the technology has been fully absorbed: Not Applicable
- d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof: Not Applicable

iv. Expenditure incurred on Research & Development in FY 2022-23:

Capital Expenditure	₹ 5.36 Crore
Revenue Expenditure	₹ 23.04 Crore
Total R&D expenditure as a % of Net Sales is	0.34%

C. FOREIGN EXCHANGE

Foreign Exchange earnings and outgo in FY 2022-23:

Foreign Exchange earned	₹ 367.02 Crores
Outgo of Foreign Exchange	₹ 150.36 Crores

On behalf of the Board of Directors

N. Chandrasekaran
Chairman
 (DIN 00121863)

Mumbai, April 25, 2023

MANAGEMENT DISCUSSION AND ANALYSIS

1. ECONOMIC REVIEW

1.1 GLOBAL

Global economic growth slowed down to 3.4% in 2022 as per International Monetary Fund (*World Economic Outlook Apr 2023*) compared to 6.2% in 2021. The year saw geopolitical uncertainty with the prolonged Russia-Ukraine conflict and economic challenges leading to disruptions in the global supply chain and elevated inflation with increase in commodity and energy prices. This prompted central banks to aggressively tighten their monetary policy, which further impacted economic activity.

Outlook

Analysts estimate that 2023 will continue to see the above issues playing out leading to a further slowdown in economic growth and a mild recession in the UK as well as potentially in the Euro area. The UK has been impacted by an increase in cost-of-living, dampening household's purchasing power and consumption, as well as tighter fiscal and monetary policy. Current estimates project global recovery in the second half of 2023, with moderation of inflation and re-opening of the Chinese economy. We have already started seeing cooling-off of fuel and commodity prices as well as global container freight rates.

However, risks remain to this outlook with the stress seen in banking systems in the US and Europe in the last few months, potentially getting aggravated with extended high inflation levels and triggering further rounds of rate hikes and adversely impacting the business environment. There is also continued uncertainty on a resolution of the Russia-Ukraine conflict further impacting energy markets and disrupting the supply demand balance.

1.2 INDIA

Despite global volatility, the Indian economy grew by 6.8% in 2022 – making it the fifth largest economy globally in terms of nominal GDP (US dollars). This growth has been supported by: (1) reduction in Covid-19 cases leading to opening up of the economy; (2) expansion of manufacturing footprint by both global and Indian firms, aided by Government policies (eg Production Linked Incentive (PLI) Scheme, PM Gati Shakti, corporate

tax cuts); (3) capex recovery; and (4) cyclical upturn in many sectors (eg Banking, Auto). India's digital infrastructure has strengthened in the last few years and the widespread adoption of real-time digital payments is estimated to have unlocked 0.56% of GDP¹.

However, inflation headwinds were also felt by the Indian economy with increase in crude oil prices and we saw interest rate hikes done were by the Reserve Bank of India to control inflation. The Indian rupee weakness against the US dollar also added to the inflationary pressures.

Outlook

According to the International Monetary Fund, Indian economy is projected to deliver robust growth of 5.9% for 2023, highest amongst the emerging economies, driven by strong domestic demand and healthy consumption growth supported by an improvement in labour market conditions, increasing consumer confidence, an expected recovery in rural demand and higher purchasing power with moderating of inflation. In the Union Budget for FY2023-24, the government announced a 33% increase in capex allocation to INR 10 trillion, which is expected to boost private investments. The Budget has also targeted a lower fiscal deficit in FY2023-24 at 5.9% and the government has committed to bring it down to below 4.5% by FY2025-26.

Risks to the outlook remain with weakness in the global economy impacting exports, volatility in food and crude oil prices, slowdown in private consumption and aggressive monetary tightening by global central banks to moderate inflation.

2. STRATEGIC PRIORITIES

2.1 OVERALL STRATEGY

Tata Consumer Products Limited is one of the top FMCG companies in India with a portfolio of offerings across Foods and Beverages. The Company owns iconic brands with strong heritage like Tata Tea, Tata Salt, Tetley, Eight O' Clock Coffee as well as new-age brands like Tata Sampann, Teapigs, Good Earth, Tata Copper Plus, Himalayan, Tata Gluco Plus and Tata Soulfull to name a few. We

¹ Report by ACI Worldwide, in partnership with Global Data and the Centre for Economics and Business Research

are the second largest branded tea player globally, has the largest salt brand in India and is expanding its portfolio into other product categories such as pantry staples, snacks, ready-to-eat, ready-to-cook and coffee. We are committed to delivering products that are 'Better for You' with high quality ingredients that are innovative, delightful and convenient. The Company was ranked the 5th Most Chosen FMCG Brand in India in the Kantar India Brand Footprint Report 2022. We also secured the 4th place in India's most valuable brand (F&B category) in the Brand India Finance 2022 Report and were recognised for Growth Performance (F&B category) at the Dun & Bradstreet Corporate Awards 2022.

During the fiscal, the business continued to strengthen its presence in the Food and Beverages sector with a wide portfolio of products aspiring for a larger share of the consumer basket. Despite category softness in an inflationary environment, we continued with the journey of:

- improving our total reach in India (3.87 million retail outlets) and scaling Growth businesses (RTD Beverages, Tata Sampann and Tata Soulfull). We crossed the milestone of INR 600 crores in sales for the RTD business
- successfully negotiating price increases in International markets to mitigate the increase in commodity prices and other cost escalations
- continuing to support brand investments
- jump-shifting innovation for India from 2.7% in FY2021-22 to 3.4% of sales in FY2022-23
- powering the Digital agenda with investment in Core platform, Sales and Operations to enable higher efficiencies
- streamlining operations to drive synergies (eg network optimization for the foods 3P network, consolidating Teapigs into mainstream business)
- consolidating shareholding in two of our international joint ventures, in line with our strategic objectives – Joekels Tea Packers (Proprietary) Ltd (South Africa) and Tetley ACI Bangladesh
- growing our JV – Tata Starbucks; revenue crossed the INR 1,000 crores mark in FY2022-23

We remain aligned to our six stated strategic pillars:

- **Strengthen and accelerate core business**

We continued to power our brands while driving premiumization, distribution expansion and developing alternate channels for growth.

- **Drive digital and innovation**

We continue to embed digital in every part of our business to stay in tune with the technological advancements, improve functional capabilities and drive efficiencies across the value chain. Our e-commerce channel continued its strong growth trajectory. We aim to increase investment in digital marketing, especially in the International markets, to effectively reach a younger consumer base.

Innovation is a strong strategic pillar as we are focused on understanding and pre-empting evolving consumer trends and developing high quality and differentiated products to delight these increasingly discerning consumers. We are leveraging technology to drive cost reduction/optimization (for example packaging). During the year, we invested in the infrastructure (three centres of excellence in R&D) as well as team capabilities and significantly increased the contribution of innovation to overall TCPL revenues.

- **Unlock Synergies**

We continue to focus on improving efficiencies and this year completed the integration of Teapigs with the our operations – UK, US and Europe. We launched the Pivot platform to transfer back-end finance operations for US, UK and Canada to India to have an efficient structure and optimisation of costs.

We are in the process of receiving the approvals from the Hon'ble National Company Law Tribunals (Bengaluru and Kolkata) for the Composite Scheme of Arrangement amongst us, Tata Coffee Limited, TCPL Beverages & Foods Limited. In the next few years, we will be looking at further simplification of operations to consolidate or reduce the number of legal entities by half.

- **Explore new opportunities**

We aspire to be a leading player in the FMCG industry, by expanding our play in existing categories and venturing into new spaces. We have taken both organic and inorganic routes to capitalize on industry trends and tap into new consumers or markets. This includes launches into new categories and realigning capital investments to markets or businesses that have higher growth potential and the ability to generate sustainable returns.

- **Create a future ready organisation**

We are committed to building a culture that empowers our people to realise our shared vision. We ensure that our people have the opportunity to drive greater impact through meaningful and productive careers – in FY23, around 31% of all our open position globally were filled internally. On April 19, 2022, we launched the Women's Inclusion Network platform for our women colleagues to help them connect, learn and grow.

- **Embed sustainability**

As part of the Tata Group, the ethos of responsibility and sustainability are interwoven in our corporate and work philosophy. We have signed up as a founding member of the India Plastics Pact, a collaboration between the Confederation of Indian Industry (CII) and World-Wide Fund for Nature-India (WWF India), which brings together multiple stakeholders to set time-bound target-based commitments to transform the current linear plastics system into a circular plastics economy. We have also announced sustainability targets in line with the Tata Group's vision in Project Aalingana.

We are committed to a sustainable way of doing business and you can read about our efforts on this front in the later sections of this report.

KEY STRATEGIC DEVELOPMENTS

In the year under review, we faced challenges on two fronts – 1) volume softness in the beverages category owing to demand slowdown in some key markets; and 2) increase in commodity prices (coffee and salt) with elevated cost inflation and currency fluctuations precipitating pressure on margins across businesses. We made timely choices to increase prices, in some instances before competition to help protect profitability, and invested in our brands and capabilities (eg digital, R&D) to drive future growth, and focused on unlocking efficiencies across the value chain. Despite these challenges, we delivered a healthy topline growth of 11% led by both the branded and non-branded portfolios. Additionally, we were able to improve profit by mitigating cost pressures through pricing interventions and good control on costs.

We further accelerated our innovation agenda with a total of 34 new launches (compared to 19 in FY22), including new categories / geographies (eg

Himalayan Honey and Preserves, protein platform with Tata Go Fit and Simply Better, Spices range for Karnataka market), health and wellness platform (Tata Salt Immuno, Tata Tea Gold Saffron, Iodized Pink Salt, Tata Soulfull Masala Oats+), convenience (Cold Coffee, Tata Sampann All Purpose Masala) and premiumization (new SKUs in 1868 Teas and Sonnet Coffees, Tata Coffee Gold) to name a few. We also transitioned the "TataQ" brand to "Tata Sampann Yumside" and relaunched a new range of products. During the later part of the year, we expanded our presence in the B2B segment and entered the RTE category in the US, UK and Canada (under the brand name "Tata Raasa")

Stepped up the innovation agenda with 34 new launches. Pilot launched in Ready to Eat space in US, UK and Canada

We are in the process of receiving the approvals from the Hon'ble National Company Law Tribunals (Bengaluru and Kolkata) for the Composite Scheme of Arrangement amongst us, Tata Coffee Limited, TCPL Beverages & Foods Limited. Post all the remaining approvals to the above Scheme, we will demerge the plantation business of Tata Coffee Limited to TCPL Beverages & Foods Limited, a newly formed wholly-owned subsidiary of the Company and amalgamate the extractions operations of Tata Coffee Limited with the Company to unlock synergies.

Digital is an important strategic pillar in our transformation agenda – a global S4HANA implementation has helped build a solid core foundation and we continued to invest in Cloud-based Data Platform to drive effective insights for faster business decisions. We have launched a Self Service enabled Sales Order portal for the General Trade (GT) channel in India. This is a real time ordering system that has been greatly appreciated by our distributors, and we now have 100% of our GT orders flowing through this system. We have also initiated the process of geo-fencing of the sales outlets in India – and we had already covered 65% of our outlets by March 2023. We leverage AI solutions to optimize our Tea blending operations in India and plan to extend it to our international operations in the upcoming fiscal year.

As part of streamlining back-end operations – we launched "TCP Pivot", an inhouse service delivery

centre. This will allow for greater control and visibility by leveraging technology and shared services. During the year, we transitioned back-end finance operations for India and International markets.

In R&D, we strengthened team capabilities as well as infrastructure by revamping our facilities to accelerate the pace of new launches and future proof and embed innovation (new product and cost) within the organization. We now have three R&D centres – Bengaluru (Centre of Excellence), Srirangapatna (Process Excellence Centre) and Mumbai (Food Innovation Centre).

As part of improving our operational efficiencies and reducing cost base, we implemented the recommendations from the strategic review of our manufacturing and supply chain for our International businesses. Other major initiative was the network optimization and operating model design for the foods 3P network in India. In line with our commitment to move to sustainable packaging – we invested in plant and machinery for our Eaglescliffe factory in the UK and are planning to launch new sustainable pack in a phased manner to customers starting from the UK market and then extending into Canada and the US.

We continue to strengthen the Diversity & Inclusion pillar of Recruitment, Retention and Advancement. During the year, we conducted an Inclusive Hiring workshop that focused on building capabilities of the HR Business partners and Talent Acquisition team. We also invested in capability building with different learning programs across different functions and skill sets.

2.2 OPPORTUNITIES AND STRENGTHS

We have leading market positions in the Tea and Salt segments which contribute a significant share of our revenue. We aim to continue driving growth led by improvement in distribution, innovation and premiumization. We are leveraging our strengths in distribution, operational excellence and institutionalized benchmark practices in customer engagement and delivery processes to create a strong platform to build future businesses through both organic and inorganic means. These new businesses (including Packaged Food, Liquid Beverages, Breakfast cereals, Healthy Snacks, RTE as well as other newer categories being explored)

are the future engines of growth and have the potential to scale over time. The rich heritage of the “Tata” brand inspires widespread trust and allows us to operate in different categories.

We are also the #2 branded Tea player globally (“Tatley”) and have a sizeable presence in US Coffee, with our heritage brand Eight O’Clock. We enjoy strong brand equity, built over years, and a loyal consumer base. Teapigs and Good Earth are brands with premium offerings aimed at serving the emerging consumer needs and form our future growth engines. In our International markets, we continue to protect and strengthen the black tea business which forms the largest tea category, while focusing on product introductions in the growing non-black segment as well as strategically growing the ethnic portfolio (beverages and food). We are well positioned to leverage the growing consumer preferences for wellness, sustainability, authenticity and premium choices with products like Tetley Super Teas, Tetley Herbals, Good Earth, Eight O’Clock Barista Blends and Teapigs. We continuously evaluate our portfolio and drive cost optimization to enhance business effectiveness and profitability.

In B2B extractions business (Tea and Coffee), we enjoy healthy margins, and in the next few years are aiming to diversify our customer base as well as premiumize with innovation. At Tata Coffee Limited, our Coffee & Pepper Plantation and Extractions business performed well with improved realizations. As we plan to consolidate and simplify the corporate structure with the proposed Composite Scheme of Arrangement with Tata Coffee Limited, we will be able to create a focused business verticals in the Extractions business and unlock potential synergies, through a wider consumer base and combined expertise on the back-end.

2.3 EXTERNAL THREATS AND MITIGATION STRATEGIES

We operate in large and growing segments in India and the International markets. The Indian packaged foods and beverage consumption growth story remains strong with trends in health, wellness and convenience becoming even more relevant for the consumer as a result of the pandemic. The penetration of branded products still remains low but will continue to increase due to favourable demographics, rising per capita incomes,

urbanization, higher awareness and expansion of modern retailing and e-commerce.

We are well positioned to capitalize on this opportunity with a wide range of product portfolio, focused expansion of our sales and distribution system in India and improvements across our supply chain. Premium product offerings and new market models are also being developed. We are exploring opportunities to expand our products from the India portfolio in the International markets where we have presence to cater to both ethnic food aisles and the needs of the Indian diaspora.

Key threats to our business include changing consumer preferences, volatility in commodity and currency, inflation and concentration of retailers in developed markets. In FY2022-23, we witnessed exceptionally elevated cost pressures whether it be commodity prices, cross currency movements impacting prices of our key raw materials, packaging and freight costs. We took strategic pricing interventions to mitigate some of the effects of input cost inflation while protecting the interests of the consumers.

We continue to closely monitor the pandemic situation across the globe and place the highest priority on the health and safety of our employees. With a number of factories, warehouses and other on-ground operations across the world engaging thousands of workers daily, we have taken robust steps to ensure employee safety and business continuity.

2.4. GROWTH DRIVERS

a) India

While we faced volume softness in the Tea category during the year; we were able to deliver a robust performance in Salt as well as scale our Growth businesses (RTD Beverages, Tata Sampann, Tata Soufull and Ready-to-Eat). Overall, the India business delivered 10% growth while the Growth businesses delivered 53% growth.

The Company expanded its distribution footprint to increase the direct reach by around 170K outlets to 1.5 million outlets and increased distributor count to more than 2,000, with total numeric reach of 3.87 million. This outlet expansion is supported with customized

digitally enabled micro-market shopper marketing plan – which uses data analytics for decision making. We engaged closely with our modern retail, e-commerce and institutional customers as well as trained frontline sales and distributor workforce across 30 cities to improve assortment, coverage, availability and servicing metrics to drive growth during the year.

10% growth of total India branded businesses while India Growth businesses (RTD Beverages, Tata Sampann, Tata Soufull and Ready-to-Eat) grew by 53%

Increased numeric reach to 3.87 million outlets

We continue to make good progress on the digital journey in India, as we integrated digital operations for the NourishCo business (Sales & Distribution automation). We also started the process of geo-fencing of our sales outlets; coverage completed for 65% of the outlets by March-2023. We have implemented a new cloud platform for our Customer Relationship Management which has improved service levels for our distributors. We executed an Integrated Business Planning solution for India and enhanced capability of Distributor Management Systems to improve efficiency.

i) Beverages

The India Beverages business (including RTD) grew by 1% during the year, however, on a 3-year CAGR basis (FY20-FY23), the business grew by 15%. The tea business saw marginal decline in volumes and 5% decline in value (with softening of tea prices) compared to FY22. We saw value growth in our Premium (led by Tata Tea Gold and Chakra Gold) and Popular (Kanan Devan and Spice Mix) segments, which was offset by economy (Agni) due to slowdown in its key markets.

In the packaged tea market, we had a minor dip in our market share primarily led by softness in performance of our mass brands, especially Agni. However, we addressed distribution gaps in a targeted manner and

continued to support brand investments to improve equity. We also achieved good success in our innovations to improve premiumization within tea. During the year, we launched a complete assortment of Coffee products – convenience (Quick Filter), premiumization (Cold Coffee, Café specials, Tata Coffee Gold) and geographic blends (Tata Coffee Grand Premium – Rest of India). We also continued with the hyper-local strategy for our brands to further strengthen the consumer connect.

The RTD beverages portfolio crossed the 600 Crores revenue mark and delivered strong growth of 86% during the year. Tata Gluco Plus delivered 53% growth led by the existing and new markets and was supported by TV campaign. The RTD business has doubled revenues for Tata Copper Plus with expansion to new markets that are now contributing to almost 53% of the overall revenue of the RTD business. It was an equally exciting year for Himalayan brand which grew by 85%. We also extended Himalayan as a Provenance brand and launched a range of premium products in a new category – Honey and Preserves. Other notable innovations include Tata Gluco Plus Juice and Jelly Shake and Tata Fruski Jelly – which saw encouraging response.

RTD Beverage crossed 600 crores revenue with broad based growth across brands

ii) Food

The Foods business (Salt, Sampann and Soulfull) grew by 26% during the year. FY23 was another strong year for the Sampann brand and we increased Soulfull distribution to almost double the size of business over FY22. In Salt, we continue to enjoy leadership position in India and further expanded our value share by 0.8% points to reach 37.7% (Nielsen).

The Premium Salt portfolio grew by 24% during the year led by distribution and drives to improve awareness and accelerate trials. We expanded our Salt portfolio with three new launches in the health and wellness

space: (1) Iodized Pink Salt (low price variant in Rock Salt category for everyday cooking); (2) Tata Salt Vitamin Shakti (with added benefit of Vitamin D and Calcium to support bone health); and (3) Tata Salt Plus (with iodine and iron fortification).

Robust growth in Salt portfolio

23% growth in Tata Salt

24% growth in Premium Salts

The Tata Sampann portfolio continued to deliver strong growth, led by good performance seen across the categories – Spices, Pulses & Staples and New Products. In terms of recent launches, we witnessed continued good ramp-up in Poha as well as Dry fruits (the latter ramped up by 5x in terms of sales, albeit on a low FY22 base). The year also saw a lot of activities in terms of Innovation with curated assortment of pure and blended spices for the Karnataka market, Shahi Besan launch in select markets as a lower priced variant and entry into the nascent but growing categories of plant-based meat (Tata Simply Better) and health supplements like plant-based protein powder (Tata Go Fit). We relaunched “TataQ” as “Tata Sampann Yumside” and increased our range for both Ready-to-Eat (RTE) meals and Ready-To-Cook (RTC) gravies.

Tata Soulfull, revenue grew 2x times driven by distribution as well as it significantly improved the profit margins for the business by reducing manufacturing costs and freight, with higher direct shipments to Carrying and Forwarding Agents. Tata Soulfull Masala Oats+ was off to a good start and garnered a decent share of the category. The UN General Assembly resolution declared 2023 as the 'International Year of Millets' and the Government of India is increasingly pushing to improve public awareness on health benefits for millets, which should help increase consumer awareness as well help in making millets more mainstream within the consumer space.

Grew sales (scaled to ~2x) and improved profitability in Tata Soufull

UN General Assembly declared 2023 as the 'International Year of Millets'

We also executed key recommendations of the Foods 3P network optimization project with the objective to make the organization future ready for some of our future core categories. As part of the project, new packing locations were identified to reduce costs (through a combination of lower distance travelled thereby reducing logistics costs, cross leveraging foods network and changing sourcing operating models/locations for a select few categories) while increasing service efficiency across the supply chain. Full efficiencies are expected to be realized over the short to medium term.

iii) Tata Starbucks

Tata Starbucks, our 50:50 JV with Starbucks, opened 71 new stores this year – outpacing the last year's record of highest store opening in a single year (50 stores) and achieved revenues in excess of INR 1,000 crores. We are now present in a total of 333 stores and 41 cities in India. We launched a pilot that entailed newer food menu, wider beverage choices and a new small size beverage 'Picco' in select stores and cities to recruit new consumers. The pilot was a success, and we will be expanding it to other stores and markets. The year under review also marked our 10th anniversary, and we opened the first Starbucks Reserve® store in Mumbai, designed to bring the coffee experience to life for customers.

b) International

The International Branded business grew 8% during the year even as the volume growth was impacted by category softness given the macroeconomic headwinds. Across different countries, we successfully negotiated several

rounds of strategic price increases across customers to offset the inflationary pressures in costs. We remained focused on sales performance on our core portfolio, delivering operational efficiency with identified projects, re-organization and restructuring (including integration of Teapigs into mainstream organization and hiring new talent in senior leadership positions) and preparing for a phased launch of Tetley with new sustainable packaging (starting with the UK next year).

We were able to successfully ramp up the ethnic portfolio of food and beverages and continued to see good response for Good Earth Tea, Tetley Supers (UK and Canada) and Tetley Gold Brew (black tea innovation launched in UK). We piloted the RTE launch in US, UK and Canada under the brand name "Tata Raasa" and have received favourable initial response.

c) Tata Coffee

During the fiscal, Tata Coffee Limited (including Vietnam) reported a strong growth of 25% in revenue, driven by both the Plantations and Extractions business. Within Plantations, which is ~32% of overall non-branded portfolio, growth was driven by an increase in commodity prices in the Coffee segment. Growth in the Coffee Extraction business was led by higher volumes in India operations and a mix of higher premium sales and volumes in Vietnam operations. We undertook a number of productivity initiatives in both Plantations and Extractions to improve quality and control costs in an inflationary environment.

2.5 ROAD AHEAD

We will continue to drive sustainable profitable growth with a focus on growing both the core (in India and International) and rapidly scaling the new Growth businesses in India supported by higher brand investments and increasing the breadth and depth of distribution, among other initiatives. Premiumization and innovation will play a key role in fuelling growth and we will continue to keep clear focus on executing cost initiatives including unlocking synergies with legal and organizational restructuring to support the business. In addition, we remain committed to exploring inorganic

opportunities that create long-term shareholder value.

2.6 SUSTAINABILITY

Sustainability continues to be core to our vision at Tata Consumer Products as we stand for better nutrition, for a better community, for better sourcing and for a better planet. During the year, we released our first impact reports for Tetley and Teapigs, showcasing some of our key initiatives undertaken to drive a positive impact.

- Our sustainability strategy 'For Better Living' is inspired by the Tata core values of Integrity, Responsibility, Excellence, Pioneering, and Unity and focuses on our corporate identity of 'For Better'. We have also announced sustainability targets aligned with the Tata Group's vision in Project Aalingana - around driving Net Zero, pioneering Circular economies, and preserving Nature and Biodiversity. As recognition to our efforts, we received the award for Best Growth Performance –F&B at India's Top 500 Companies 2021 conference by Dun & Bradstreet on the theme of 'Laying foundations for an ESG ready corporate India'.
- We are committed to sustainably sourcing our teas and encourage our supply chain partners to follow sustainable agricultural practices through Rain Forest Alliance (International markets) and trustea programmes (India). All Tetley blends in International markets are Rainforest Alliance certified. Tetley in the UK and the US is recognized on the Amazon website with a 'Climate Pledge Friendly' logo that uses sustainability certifications to highlight products that support Amazon's commitment to help preserve the natural world.

The India trustea programme has cumulative verified volumes of more than 870 million kg tea till March-2023, which is over 55% of the total tea sold in the Indian markets. Since inception, about 92,000 small growers have been verified and 6.5 lakh workers reached under trustea. It has facilitated better working environment for women (maternity benefits, crèche facility), market access and better prices for small tea growers, structured grievance redressal system, decent housing, portable drinking water, and uniformity in system of wage payment for

tea workers. The Trustea Sustainable Tea Foundation is now an ISO 9001:2015 certified organization and member of ISEAL under a globally recognized framework, that defines practices for effective and credible sustainability systems.

- As the largest buyer of tea from Malawi, we are dedicated to supporting a thriving, profitable and sustainable Malawi tea industry. Following Malawi 2020, we have launched several projects on the ground with the Ethical Tea Partnership. Project Kuwala (meaning Shine) is a 3-year project comprising two initiatives: (i) distribution of solar lights, which provides multiple benefits such as allowing children to do homework after dark, reducing household costs and creating jobs through training villagers to maintain and repair the lights; and (ii) Village Savings and Loans Scheme which enables women and men with the ability to save as a community and access safe affordable loans.
- For better communities, we aspire to support development programmes for 2 million beneficiaries by 2030; and have already supported ~1.25 million beneficiaries by March 2023. In India, we provide affordable healthcare to over 100,000 tea community members annually through our hospitals in Munnar (Kerala) and Chubwa (Assam). The hospital operates on a not-for-profit basis and caters to patients from not just the nearby area, but also the neighbouring states. The hospitals are recognized for healthcare facilities, professionalism, safety, ethics, and affordability.
- We are aligning our GHG emissions targets with the larger Tata Group. Our UK factory uses offsite solar power for its operations and has also installed a biomass boiler for reducing its GHG emissions. Our different factories in India have also commissioned solar PV modules using the latest multi-crystalline technology. At the Damdim packaging centre, multiple energy savings projects have been implemented. We were awarded the First Prize in the Consumer Goods Sector of the National Energy Conservation Awards -2022 (NECA 2022) and received the Gold Award in the Category 2 – Climate Change of the ICAI International Sustainability Reporting Awards 2021-22.

Awarded the first prize in consumer goods sector of the National Energy Conservation Awards 2022

- We have joined the India Plastics Pact, as a founding member. The pact focuses on creating a circular economy for plastics. We had earlier joined the UK Plastics Pact in 2018 and the EU Plastics Pact in 2021. Our teams are actively engaged in the Advisory Committee and Collaborative Action Groups (CAG) to co-create a road-map for plastics management. All our beverages factories worldwide are now zero waste to landfill and all wastes are disposed of through authorized vendors who recycle or repurpose them to avoid landfills. In our International markets, we continue to rollout biodegradable tea bags (for example – our Poland team launched 17 new plastic free SKUs for the Vitax brand). Our Extended Producer Responsibility (EPR) target in India is to collect 100% of total packaging for Beverages, Food and RTD divisions; and we achieved the target in FY23.

We also partnered with Wastelink and together, we collected and recycled waste into animal feed. Wastelink is a Gurgaon based company that enables food manufacturers, kitchens and restaurants manage their surplus and waste through an innovative operating model that transforms food waste into nutritional animal feed.

- Project Jalodari is our flagship water management programme. The key objectives of the project are to create sustainable water sources, raise awareness, and build capacities around sanitation issues in the communities where we operate. As part of the project, we have established rainwater harvesting structures in all tea packeting centres in India, and 98% of rooftop area has been connected for water recharge. The Project received the CII National Award for Water Management 2021 in the 'Beyond the Fence' category. The Project has now been extended from the year 2021 to 2025, and will expand to other areas.

3. INDUSTRY AND BUSINESS OVERVIEW

3.1 INDIA BUSINESS

The packaged foods and beverages segment continues to deliver good growth in the FMCG industry as the underlying drivers remain robust with attractive demographic profile and rising consumer affluence, increasing penetration and low organized share. The organized Indian food and beverage market is expected to grow at 10-15% over the next 5 years. In the past 6-12 months, the sector saw significant input cost inflation with the increase in commodity costs impacting overall demand trends, especially in rural markets.

a) Industry overview and Outlook

We operate in the sub-categories of Tea, with brands like Tata Tea Premium, Tata Tea Gold, Tata Tea Chakra, Tetley, KananDevan, Gemini, Lal Ghoda, Kala Ghoda and Teaveda; Coffee with the brand Tata Coffee Grand and Sonnets; and RTD with brands, such as Himalayan, Tata Gluco Plus, Tata Copper Plus and Tata Fruski. We further operate in the pantry/snacking segment with our Sampann and Soulfull brands.

Tea

The total Indian tea market is estimated to be worth ~INR 34,400 Crores, with the branded business constituting ~74% of the overall market (by value). Tea remains the favourite Indian beverage with a high consumer preference for boiled milk tea. During the year, we saw higher volume growth in the lower priced segments (Popular and Economy) as consumers, impacted by high inflation, shifted preferences; but in value terms, there was growth across all the tiers (including Premium). Green Tea is estimated to be a niche segment (~3%) currently. In terms of channels, the emerging alternate channels of Modern Trade and Ecommerce are gaining significance. Health and wellness remain a significant consumer trend post the pandemic and consumers are showing a preference for the functional benefits of their cup of chai.

Coffee

Branded Coffee is a ~INR 3,160 crores category, with Instant Coffee constituting the largest sub-segment at ~80-85% and growing as consumers continue to prioritise convenience. We are also seeing the emergence of artisanal and gourmet Premium Coffees – estimated to be 5-6% of the organized market.

In terms of at-home consumption, consumers in South India prefer both Instant and Roast and Ground (filter coffee) and consume regularly throughout the year, while coffee remains an aspirational product across the rest of India with higher demand for Instant Coffee during winters.

Salt

The Indian branded salt market is estimated at ~INR 7,500 crores. We have a national presence in the category with the vacuum evaporated “Tata Salt”, the lower-priced solar salt “I-Shakti”, the mid-tier solar salt “Shuddh” and a range of value-added premium salts (Tata Salt Lite, Tata Salt Super Lite, Black Salt, Rock Salt and Tata Salt Immuno). In addition, this year, we added a lower priced variant in Rock Salt (Iodized Pink Salt) and new value-added variants in Tata Salt (Tata Salt Iron Health and Tata Salt Vitamin Shakti). Our supply partner, Tata Chemicals Limited has the largest manufacturing facility for producing vacuum evaporated salt in India.

Consumers are upgrading from loose and unbranded to packaged and branded iodised salt, and from local brands to regional and national brands. Awareness on purity and micronutrient delivery is the key growth driver for Tata Salt, even as we increasingly cater to health-conscious consumers with lower sodium alternatives like Tata Salt Lite, Tata Salt Super Lite and mineral-rich rock salt and black salt. I-Shakti, Shuddh and Crystal salt are being used to drive penetration and growth in the South markets.

Water

The India packaged water market is estimated to be ~INR 20,000 Crores, with ~60% of the market being unorganized. The per capita consumption still remains significantly lower than that of developing/ developed markets,

but with the growing per capita income, rising mobility and urbanisation, the industry is seeing good growth.

Within the category, we play in four segments – functional hydration drinks (Tata Gluco Plus), natural mineral water (Himalayan), packaged drinking water (Tata Copper Plus) and fruit based drinks (Tata Fruski). Our brand Himalayan was the first entrant in the naturally sourced mineral water category and continues to enjoy leadership position in the Premium sub-segment.

Pulses

Tata Sampann is the pioneer and the first national branded player in the pulses category and enjoys a high brand affinity among its core consumer segment. India is the largest producer (~25% of global production) and consumer (27% of global consumption) of pulses. The Indian Pulses and Derivatives industry is growing at around 10% with a high penetration of loose and unbranded products. The industry is estimated to be larger than INR 1.7 lakh crores with less than 2% of the segment being branded.

The trend towards migration from loose to packaged pulses and staples has been fuelled by the increasing preference for better quality packaged products, the launch of differentiated products (Tata Sampann Unpolished Dals and organic range of pulses) and growth in the number of organised players entering the category.

Spices

The total branded spices in India is estimated to be ~INR 25,000+ crores industry. It is a highly cluttered market, driven by regional preferences for taste. Straight/Pure spices form the significant share of the market, with competition from loose players, while blended spices are mainly branded with a loyal consumer base, driven by higher convenience and certainty of taste. There is an increasing demand for branded products with consumers looking for pure, hygienic and authentic straight/pure spices and convenient to use blended spices with the certainty of taste. The introduction of small packs and increased product shelf life have also helped in the shift from loose to branded.

Snacks / Ready to Cook

Overall snacks is estimated to be ~INR 85,000+ crores segment with a high share of branded play. Today's consumer wants to be given the option of different taste choices, including healthier food and convenience in multiple mini meals (for example: Tata Sampann Chilla Mix, millet-based breakfast cereals). Work-from-home and the continued higher in-home consumption post Covid-19 led to a higher preference for healthier snacking options. Focus on health and wellness is also reflected in the increasing importance of natural ingredients and functional propositions like protein.

Outlook

We will continue to see consumption-led growth in India with a favourable young demographic profile, rising affordability and better infrastructure reach for rural markets supported by increase in penetration and rising share of the branded market. Conversion to branded packaged food will continue to accelerate in post pandemic era with consumers making conscious choice to consume trusted and healthier products. Along with the increase in internet users and access to social media, we are seeing the emergence of digital only brands with a Direct-to-Consumer business model.

We will continue to focus on growing and building distribution, investing in improving brand equity and new product innovation centred on the health, convenience and premiumization platform. We will tap opportunities at the intersection of health and taste with both ready-to-eat and quick-to-cook options.

b) Business performance

Tea

We increased our direct reach by 170K outlets (to around 1.5 million outlets) and in terms of overall outlets, crossed 2.6 million (Nielsen). We saw a minor decline in market shares due to demand softness in some key markets and segments. Tata Tea was awarded again as the Most Purposeful FMCG brand in India by Kantar Brandz 2022 Most Valuable Indian Brands. Tata Tea Chakra Gold won the Brand of the Year at Exchange4media's Indian Marketing Awards South 2022

Increased numeric reach for tea to 2.6 million outlets

The tea volumes were marginally lower than previous year and in terms of value, the tea business declined slightly mainly due to price cuts in-line with the decline in commodity prices, however, our premium brands delivered an overall 2% value growth.

We launched new products leveraging on the underlying category trends - health and wellness (Tata Tea Gold Saffron and Tetley Green Tea Immune Tulsi), premiumization (new range in 1868 Teas) and convenience (Tata Tea Premium Street Chai). We also scaled Tata Tea Gold Care and Chakra Gold Care ranges.

We continued with our hyperlocal strategy for Tata Tea Premium (#DumdaarUP, #Kadak Haryana) and also leveraged cross sampling opportunities with our other products to drive awareness and trials for the latter (e.g. with TATA Soulfull Masala Oats, Tata Coffee and Tea Veda). We also did festival specific campaigns e.g. Tata Tea Leaf limited edition pack celebrating the Chhath Puja in Bihar and Jharkhand, Tata Tea Gold celebrating the various art forms of West Bengal to bring alive the joy of Durga Puja, Navaratri campaign in Andhra Pradesh and Telangana and Tamil Nadu Deepavali campaign by Chakra Gold, Lohri campaign in Punjab by Tata Tea Premium in association with Punjabi actor Shehnaaz Gill, to name a few.

In the 15th year of "Jaago Re" campaign, we raised the issue of climate change. Launching on the World Environment Day (5th June), we released a new TV campaign with actor Pankaj Tripathi, who was also a part of the first ever Jaago Re communication. Over the years, Jaago Re has been used as a platform to talk about social/ contemporary issues as well as inviting call to actions.

We also ran a social campaign during the Independence Day celebrations with Tata Tea Premium, launching the limited-edition art infused tea-set and tin pack collection called #DeshKaGarv in association with the Plated Project; and 100% of the proceeds were donated to sponsor meals for underprivileged children. For the Navaratri campaign in

Andhra Pradesh and Telangana, we launched 'Mana Kondapalli Bommalu Utsav' initiative to celebrate and support the Kondapalli art form and artisans. The Kondapalli artform originated from the Kondapalli village, Krishna district with a 400-year-old rich heritage and unique craftsmanship which brings alive tales of rural life, folklore and animals. We collaborated with Lepakshi, a unit of Andhra Pradesh Handicrafts Development Corporation, to encourage consumers to purchase Kondapalli Toys by referring to a QR code placed on Tata Chakra Gold's Navratri special edition packs.

For Tetley – we launched #everyBODYcan campaign which encourages consumers to go beyond just looks, embrace their body type and focus on being fit. The campaign emphasized the importance of “feeling fit” vs just “looking fit”.

As part of our health and wellness platform, we launched Tata Tea Gold Saffron, a blend of fine Assam tea combined with the flavour of rich and fragrant saffron. Initially launched in Andhra Pradesh and Telangana, we have expanded distribution to Tamil Nadu, Punjab and Haryana. We also added to the Tetley Green portfolio by launching Tetley Green Tea Immune Tulsi, which provides the goodness of antioxidants and immunity power of added vitamin C, with Tulsi flavour.

We continued to strengthen back-end operations with a number of initiatives including network expansion to support growth ambitions and driving cost efficiency with digitization and improving service levels. Our Dam Dim Packaging Centre won the first prize in the National Energy Conservation Awards 2022 in the FMCG sector presented by the President of India.

Coffee

We were able to grow coffee volumes by 18% during the year. To drive trials, we cross sampled our coffee offerings with Chakra Gold in South (Tamil Nadu and Andhra Pradesh) and Tata Tea Premium in North. We built on the “Shik Shik Shik” campaign released last year in Tamil Nadu. Tata Coffee Grand won a Bronze at the ET Shark Awards for Regional “Sounds of Pongal” campaign.

We significantly accelerated the pace of innovation and launched several new products – premium instant coffee for non-South geography (Tata Coffee Grand Premium, a 100% coffee blend with flavour locked decoction crystals) and new range for Tata Coffee Sonnets, Café Specials and Cold Coffee. We also did pack restage for Tata Coffee Grand and Quick filter. For Tata Coffee Grand Premium, we supported the launch with a differentiated campaign using ASMR (Autonomous Sensory Meridian Response) that showcased the sensory journey of Tata Coffee Grand Premium from the bean to the cup.

Liquid Beverages/ Ready-to-Drink

RTD business continues to deliver exceptional growth and crossed a milestone INR 600 crores in turnover in the year, growing 86% year-on-year. We saw broad-based growth across brands – Tata Gluco Plus, Tata Copper Plus and Himalayan – across both core and new markets. In terms of distribution, we expanded our reach by 217K to 652K outlets. We also implemented digitization in the front and back-end to integrate with our systems. The year saw the business adversely impacted by commodity and freight cost inflation. However, we were able to offset the same with the execution of strategic cost saving initiatives along with tighter control of spends.

Delivered 86% revenue growth and expanded reach to 650k+ outlets

Extended Himalayan into Honey & Preserves category

Himalayan saw improvement in profitability, and we also extended it to a provenance brand with entry into a new category of Honey & Preserves. The products are made in small batches using Himalayan-origin fruits and sourced from partners committed to helping local communities. The honey is sourced from 'Pahaadi Utpaad', Tata Trusts' associate organization that promotes traditional bee-keeping methods with an objective to source unadulterated mountain honey and establish a mountain honey value chain. Other innovations include - Tata Gluco Plus Jelly Energy Drink,

the first drinkable jelly in India filled with the goodness of glucose and real fruit juice and Tata Gluco Plus ORS, in the functional beverages space.

Tata Gluco Plus launched its first national campaign that embodies the brand's purpose of making challenges fun. The campaign uses light humour to connect with Gen-Z while gamifying the brand experience through the Energy On Game On narrative. The brand has used gaming technology with a Scan, Play and Win on the pack, which allows the consumers to scan the QR code on the Tata Gluco+ cups, get a chance to play engaging games on their phones, and also get rewarded.

Salt

We continue to enjoy strong leadership position in the packaged salt category with value share of 37.7% (MAT), up by 0.7% points compared to Mar-22. The brand is distributed across 2.4 million outlets and 222 million households across the country making it the largest distributed brand in India. We continued to expand our distribution as our weighted distribution expanded by 0.7% points – led by both core Tata Salt and innovations.

While Tata Salt recorded double digit growth (23%) during the year led by strategic pricing actions to combat cost increases. We continued to ramp up our Premium Salt portfolio (Tata Salt Lite, Tata Salt Super Lite and Rock Salt), which grew 24% during the year. This year we had three launches in the Salt portfolio: dding to health and wellness platform with Tata Salt Vitamin Shakti (fortified with Vitamin D and Calcium) and Tata Salt Iron Health (fortified with Iodine and Iron); and lower priced Rock Salt – Pink Salt (fortified with Iodine) to play in the untapped lower priced category currently dominated by local and regional players. We also relaunched Shuddh with attractive new packaging, which has been well received in the market. We also significantly scaled up Tata Salt Immuno (fortified with Iodine and Zinc) by launching it in new states and supporting with media investments. During the year, we ran a TV campaign 'Har Narangi Pack Tata Namak Nahi Hota' with actor Ravi Kishan, to build awareness among consumers and trade partners against

counterfeits.

Pulses and Spices / Others

The Sampann portfolio (Pulses, Besan, Vital Staples, Spices and Dry Fruits) continued to grow on double digit basis. In Spices, we launched new blends (All Purpose Masala, Hing) as well a range of spices tailored for Karnataka market (Pures and Blends), which were well received. Poha and Dry Fruits delivered robust performance. We launched a new campaign for Sampann with actor Manoj Bajpayee for both our Pulses and Spices range highlighting the quality and nutritional benefits of our products. Our Karnataka launch was supported by TV campaign featuring Priyamani, to communicate the brand's commitment to serve authentic flavour.

This year also marked our entry into an emerging and growing space of plant protein with two launches: (i) Tata Go Fit, plant protein powder; and (ii) Tata Simply Better, alternate meat range of RTC products (Nuggets, Burger Patty, Awadhi Seekh Kebab, and Spicy Fingers) with no added preservatives, artificial colours, or artificial flavours. Globally there is an increasing focus on plant protein with an emphasis on health, sustainability and animal welfare. Although this trend is still nascent in India, analysts are estimating that this category will see exponential growth with increasing awareness over the next decade.

Snacks / Breakfast Cereals

It was an exciting year for Tata Soufull as we scaled the business to ~2x with distribution expansion. We were also able to significantly improve margins by improving manufacturing efficiency, increasing direct shipments to Carrying and Forwarding Agents as well as improving customer service levels. We supported our innovation Tata Soufull Masala Oats+ with a 360-degree campaign (Non-sticky Mast taste Zabardast) and it was able to gain decent share in its first year of launch. Other notable innovations include - Ragi Bites Enhanced cream and Enhanced Millet Muesli (with increased millet content of 25%). Our application under the Production Linked Incentive Scheme on higher millet content (above 18%) was successfully

approved.

Ready-to-Eat

During the year, we also pivoted our TataQ range and rebranded under the Sampann brand to Tata Sampann Yumside. We also refined the proposition and revamped the portfolio by improving recipes and packaging and expanding into the ethnic range. We also piloted the launch in International markets (US, UK and Canada) under brand name “Tata Raasa” with full scale launch planned for next financial year.

Road ahead

We will continue distribution-led volume growth in India with favourable macro- and category-dynamics. Our focus will remain on building sales and distribution infrastructure, and investing in building capabilities and behind our brands.

We will also explore opportunities to optimize our supply chain network and realize cost synergies in the medium to long term. This includes moving packing locations closer to demand centres, cross leveraging network across various categories, exploring new sourcing locations and changing sourcing operating models for relevant categories.

3.2 INTERNATIONAL BEVERAGES

a) Industry overview and outlook

Tea

The Global Hot Tea industry is estimated to be around US\$45-50 billion. While Black/Everyday Black remains the largest segment, it is facing long term headwinds as the consumer preferences shift towards non-black segments (Green, Fruit & Herbal, Decaf, Specialty, Cold Infusions, among others). Out-of-home consumptions has picked up but is still lower than pre-pandemic levels.

There continues to be a strong consumer focus on Health & Wellness/ immunity and transparency on ethical and sustainable sourcing credentials. Ecommerce continues to be an emerging growth channel. Although the rate of growth was impacted during the year owing to inflationary trends with supply chain disruption, but medium-term growth trends remain intact.

Coffee

The size of the retail hot coffee market is double that of tea. The US continues to be the world's largest coffee market and is leading the category's growth. Roast & Ground, Beans, Pods, and Instant Coffee are the four sub-categories of coffee. In strong café culture markets like the US – Roast & Ground and Pods contribute a significant portion of coffee market while in emerging coffee markets like Asia and the Middle East – Instant Coffee forms the largest sub-category.

Apart from single origin coffees, we are witnessing increasing consumer interest for café inspired blends (eg EOC Barista Blends). Similar to tea, there is an increasing consumer interest for traceable sustainable coffee origins. We are also experiencing the growing influence of social media accelerating online shopping for consumers.

Outlook

The continued impact of inflation and lower growth rates in development economies will make for a softer demand environment continuing into next year.

b) Business performance

UK

During the year, the UK business largely in line with previous year in underlying terms, despite tough business environment. We integrated the Tetley and teapigs businesses to combine teams and restructure operations to operate as one Tata Consumer unit. As a testament to the strength of our supply chain and operations, we were placed at 3rd position in the Advantage group report 2022 across 22 suppliers in the core grocery peer group and 5th overall. It was the third consecutive year with top tier ranking for us. Advantage Group provides benchmarking study for the suppliers and retailers/ wholesalers.

We capitalized on the following trends to launch new products during the year to recruit new consumers for the brands (i) premiumization with Tetley Gold Brew in black tea and (ii) new consumption occasion with teapigs Iced tea in summers. We also did a limited edition launch of tea caddy with a pack of our best-selling Tetley Original. The tea caddy design celebrates our

185th year as tea masters launched in select retailers and e-commerce channels and the tin is embossed with crest to celebrate our love for tea as well as pay homage to the tea lovers of Britain.

We supported both our Tetley and teapigs with marketing investments. This was the first year for teapigs to be on TV and we ran the 'Live large, Brew big' campaign which had a series of snapshots of tea lovers living their best tea life with teapigs every single day. For Tetley, we continued to air the 'For the love of tea, for the love of Tetley' campaign evoking the country's love for tea and trust in Tetley's long-standing heritage across different formats.

US

In Coffee, we delivered an overall revenue growth of 7% in constant currency during the year and navigated multiple price increases with increase in coffee commodity costs and input inflation. Our overall share in the category was stable at 1.8% while it improved marginally for Kcups/ pods. We did packaging refresh for Eight O'Clock for both our Bags and pods format, which was well received by the trade and consumers. We expanded on the Barista Blends rooted in responsibility campaign this year. We also partnered with the International Women's Coffee Alliance in their mission to empower women in the coffee industry to achieve sustainable livelihoods. Our factory Landover received AA+ rating in BRC audit (BRC refers to British Retail Consortium and is an assessment of a food manufacturer's adherence to its Global Standard for Food Safety)."We also combined the US Coffee Center of Excellence and Operations functions to invest in a fit-for-future cost-of-goods-sold organization.

In Tea, we integrated the team and operations for teapigs within the US tea umbrella. Teapigs is currently the fastest growing tea brand in the US, albeit from a small base. We launched Tetley Sweet Tea Cold Brew which offers convenience and strengthens our presence in the specialty tea segment. Our innovation Tetley Irish Breakfast continued to perform well in the market.

We piloted the launch of Tata Raasa launch this year in January 2023 in the Ethnic channel and the initial response was encouraging. This was supported by in-store activations, radio and outdoor advertising across three states. We are planning a larger mainstream launch in the next fiscal year.

Canada

We continued to hold No. 1 position in the Canadian tea market and delivered revenue growth of 9% in constant currency during the year. Our market shares have been stable compared to previous year. Tetley emerged as the "Most Trusted Tea Brand 2022" - Reader's Digest, for the 9th year in a row and reinforced our position in the consumer's mind. We also celebrated our 21st year of support for breast cancer research with the Canadian Cancer Society, by launching a limited-edition Anniversary Pink Pack design, that was voted for by over 2,500 fans via social media.

Key marketing activities including supporting Tetley Cold Infusions in summers "Unboring your Cold Water naturally", with activations in-store and on social media as well as increasing trials with sampling. In the winters, we supported our Tetley Live Teas with "Live in the moment" digital and TV campaign, which was also supported by a live experiential activation involving sampling, PR, and influencers.

This was also the first year of us lending investment support to the ethnic portfolio. In the summers, we launched a digital campaign for Tata Tea Premium with ads displayed on popular South Asian websites and geo-targeted to Food Basic locations. This was followed by a digital Diwali campaign for Tata Sampann and Tata Tea to drive awareness and trials from the ethnic community. In February 2023, we launched the Tata Tea "New beginnings" campaign on digital media channels, supported by radio, social and in-store touchpoints. We are also piloting the Tata Raasa launch in Canada with full scale launch next year.

Australia

We started the year with restructured operations as we moved to a new distributor model, as part of our efforts to simplify the organization

structure and realize efficiencies. The business has been able to maintain its market share position. During the year, we launched “Spill the tea” campaign for Tetley, which is a quirky advertisement aimed at recruiting younger audience set to the category. The activation was done across digital, outdoor, radio and social platforms and supported by instore activities.

Road ahead

We will continue to drive sustainable profitable growth by building distribution with focus on delivering differentiated innovation to improve share in growing categories of non-black and Coffee as well expanding our portfolio range. We will continue to focus on premiumization and execute cost-saving initiatives to unlocking synergies.

3.3 NON-BRANDED BUSINESS

The Plantations business, which is ~32% of the total unbranded business, grew by 21% led by Coffee plantations with higher commodity prices. The Tea plantations segment also delivered growth led by mix of price, with improvement in quality and product mix, and volumes, including productivity improvement measures taken during the year. We continue to explore opportunities for yield enhancement, cost optimization, and diversification for increased value addition.

While the overall Extraction portfolio, which is ~68% of the total unbranded business, grew by 21% led by performance of Coffee extractions; Tea extractions performance was adversely impacted by a weaker business environment. In Coffee, both our India and Vietnam businesses delivered robust performance, despite challenging conditions due to Russia-Ukraine conflict and the inflationary environment impacting business demand (eg in European and African markets). Despite the same, the business delivered good results by leveraging relationships with large-branded players, getting into forward contracts and increasing revenues from differentiated blends.

In terms of sustainability, the business made good strides as our Theni Coffee plant now runs on 100% renewable energy.

Road ahead

Russia remains a key market for Instant Coffee operations globally (with the presence of all leading

global soluble coffee brands and assets) and as well for Tata Coffee. However, with the improvement of macroeconomic conditions, we believe that the markets of Europe, Africa and South Asia will bounce back, and we will focus on diversifying our sales mix. These markets are also important for growing our Tea Extractions portfolio.

Post the final approval from Hon'ble National Company Law Tribunals (Bengaluru and Kolkata benches) of the Composite Scheme of Arrangement with Tata Coffee Limited, we will be integrating our Tea and Coffee Extractions businesses to unlock synergies.

3.4 OTHERS

Tata Starbucks

Crossed 1,000cr revenue milestone and celebrated 10th anniversary.

Opened first Starbucks reserve store in India

We expanded our store base to 333 stores by adding 71 new stores and city coverage to 41 with entry into 14 new cities during the year. FY23 also marked our 10th anniversary, and we kick started the celebrations with the opening of the first Starbucks Reserve store in Mumbai. The Reserve store will further elevate the signature Starbucks Experience by introducing an intimate, multi-sensory coffee experience to customers. We also ran 'Brew Your Own Starbucks' campaign giving customers a chance to create beverages to be featured on the Starbucks menu. As an initiative to thank our partners (employees), we announced an expanded insurance option for the parents of partners, one of the most requested benefits across the market.

The business also crossed a milestone revenue of INR 1,000 crores during the year under review, driven by same store sales growth as well as new store additions. Post Covid-19, the delivery channel continues to perform well, and we are seeing a sequential improvement in average daily transactions. During the year, we ran a pilot in select stores across four cities with new additions to the menu for both food and beverages including freshly assembled sandwiches, milkshakes, filter coffee, vegan menu offerings and “Picco” a small beverage format. The pilot was successful, and we plan to scale it to other stores in the upcoming fiscal year.

During the year, we partnered with leading designer and couturier Sabyasachi Mukherjee to launch limited-edition lifestyle drinkware merchandize. The 'Sabyasachi + Starbucks' collection featured a range of drinkware including ceramic mugs and steel tumblers, showcasing Indian art and culture. Part of the proceeds was used to support 'Educate Girls', a non-profit organization working towards improving girls' and young women's education across rural India. This was very well received and was one of the highest ever merchandize sales through a partnership.

Tata Starbucks also partnered with TRRAIN Her to skill 1,000 young women, with sponsorship from the Starbucks Foundation. Tata Starbucks, as an equal opportunity employer, has been able to achieve a 40% women representation in its talent force, including with 20 all-women stores.

ROAD AHEAD

We remain committed to aggressively increasing our store base in India with expansion both in existing as well as new cities while looking at improving customer and partner experiences, investing in digital infrastructure along with exploring cost-saving opportunities to improve profitability. Delivery will remain a channel of focus as work-from-home through hybrid model is expected to continue in the near term.

4. FINANCIAL REVIEW

4.1 CONSOLIDATED PERFORMANCE

Key financials

Consolidated Revenue from operations at INR 13,783 crores, grew by 11% (10% in constant currency) mainly driven by revenue growth from across branded and non-branded businesses

- India Business grew by 10% mainly driven by

- India Salt business , grew by 25% led by price increases and volume growth
- Growth Business grew by 53%, growth across all verticals, mainly led by increased distribution reach in existing states and expansion into new states
- India Beverages marginally declined , mainly due to stress in rural demand and delayed onset of winter
- International Business grew by 5% in constant currency , on account of price increases taken across most markets.
- Non-Branded business revenue grew by 21% in constant currency driven by higher realisation in coffee plantations and extraction business

Earnings before interest, taxes and depreciation and amortisation (EBITDA) were at INR 1,874 crores, improved on absolute terms by 7% over previous year, mainly led by revenue growth and good control on costs. EBITDA margin at 13.6%, largely in line with prior year, despite inflationary trends across markets for a major part of the year.

Profit before exceptional items and taxes (PBIT) at INR 1,634 crores was higher than the previous year by 8%.mainly led by growth in operating profit and higher other income

Exceptional items represent, profit on sale of investment property in Tata Coffee, accounting gain on conversion of South African and the Bangladesh entities into subsidiary partly offset by re-structuring and re-organisation costs

Group net profit for the year stood at INR 1,320 crores, higher than the previous year by 30%, aided by higher exceptional income and improved performance of Tata Starbucks.

Earnings per share were at INR 13.02 for the year as compared to INR 10.15 in the previous year.

Performance snapshot

The consolidated financial highlights for FY 2022-23 are as follows:-

In INR Crores

Particulars	FY 2023	FY 2022	Change
Revenue from Operations	13,783	12,425	11%
Operating profit before depreciation and amortisation (EBITDA)	1,874	1,749	7%
EBITDA %	13.6%	14.1%	(50 bps)
Operating profit (EBIT)	1,570	1,471	7%
EBIT %	11.4%	11.8%	(40 bps)
Profit before exceptional items and taxes	1,634	1,508	8%
PBT (bei)%	11.9%	12.1%	(20 bps)
Exceptional items (net)	159	(52)	506%
Profit before tax	1,794	1,456	23%
Profit after tax	1,347	1,076	25%
Share of profits/(loss) of JVs and Associates	(26)	(64)	59%
Group net profit	1,320	1,015	30%
Net Profit Margin %	9.6%	8.2%	140 bps

INR Crores

Particulars	FY 2023	FY 2022	Change
Net Worth	17,127	16,294	5%
Capital Employed	4,575	4,482	2%
Goodwill	8,025	7,754	3%
Brand (indefinite life)	2,093	2,093	0%
Borrowings (excluding lease liabilities)	1,183	1,011	17%
Cash and cash equivalents, including current investments and ICDs	4,076	3,455	18%
Net Cash/(Debt)	2,893	2,444	18%
Key financial ratios	FY 2023	FY 2022	Change
Return on Capital Employed (RoCE) %	34.31%	32.82%	150bps
Return on Net Worth (RoNW)%	7.90%	6.36%	154bps
Basic EPS (₹/Share)	13.02	10.15	28%
Debtors' turnover (Days)	22	23	(4%)
Inventory turnover (Days)	66	66	0%
Interest coverage ratio	19.75	21.72	(9%)
Current ratio	2.12	2.25	(6%)
Debt equity ratio	0.09	0.09	4%

Return on net worth has improved mainly due to higher operating profit, higher exceptional income and improved performance of Tata Starbucks

4.2 STANDALONE PERFORMANCE
Key financials

Revenue from operations at INR 8,538 crores, grew by 8%, driven by higher distribution reach and investment behind brands. Revenue growth was mainly led by Salt, driven by price increases and volume growth, volume growth in Sampann led by innovation and distribution expansion partly offset by marginal decline in India Beverages on account of stress in rural demand for most of the year and delayed onset of winter.

Earnings before interest, taxes and depreciation and amortisation (EBITDA) at INR 1,323 crores, grew by 19%. EBITDA margins at 15.5% improved

by 150 basis points mainly led by improvement in Salt margins on account of price increases taken and overall good control on costs, partly offset by competitive price corrections in Tea.

Profit before exceptional items and taxes (PBIT) at INR 1,306 crores was higher than the previous year by 11%, Driven by improved operating margins partly offset by lower other income in current year

Exceptional items represent re-structuring and reorganisation costs

Profit after tax at INR 950 crores was higher than the previous year by 7%, mainly due to higher operating profit, exceptional items and higher taxes.

Performance snapshot

The standalone financial highlights for FY 2022-23 are as follows:-

In INR Crores			
Particulars	FY2023	FY 2022	Change
Revenue from Operations	8,539	7,932	8%
Operating profit before depreciation and amortisation (EBITDA)	1,323	1,111	19%
EBITDA %	15.5%	14.0%	150bps
Operating profit (EBIT)	1,177	969	21%
EBIT %	13.8%	12.2%	160 bps
Profit before exceptional items and taxes	1,306	1,178	11%
Exceptional items (net)	(39)	(27)	(44%)
Profit before tax	1,267	1,151	10%
Profit after tax	950	886	7%
Net Profit Margin %	11.1%	11.2%	(10 bps)

In INR Crores			
Particulars	FY2023	FY 2022	Change
Net Worth	12,753	11,762	8%
Capital Employed	5,212	4,357	20%
Goodwill	3,579	3,579	0%
Brand (indefinite life)	2,093	2,093	0%
Borrowings (excluding lease liabilities)	40	-	100%
Cash and cash equivalents, including current investments and ICDs	2,328	2,047	14%
Net Cash/(Debt)	2,288	2,047	12%
Key financial ratios	FY2023	FY 2022	Change
Return on Capital Employed (RoCE) %	22.58%	22.25%	33bps
Return on Net Worth (RoNW)%	7.75%	7.71%	4bps
Basic EPS (Rs/Share)	10.27	9.61	7%
Debtors' turnover (Days)	13	12	8%
Inventory turnover (Days)	57	62	(8%)
Interest coverage ratio	45.50	40.57	12%
Current ratio	2.43	2.56	(5%)
Debt equity ratio	0.02	0.02	9%

5. RISK MANAGEMENT

The Board of Directors has formed a Risk Management Committee to frame, implement and monitor the risk management plan. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Committee considers those risks that impact medium- to long-term objectives of the business, including those reputational in nature.

We have an elaborate risk charter and risk policy defining our risk management governance model, risk assessment and prioritization process. The Risk Management Committee adopted a follow-up risk

management framework – ERM4Business. As part of our evolution towards an advanced ERM practice, which would effectively embed risk management as a part of business processes, a digitised follow-up mechanism was developed. This will institutionalize the process by enabling real-time and seamless access to all key business stakeholders for the periodic update, monitoring, and reporting of respective risks, mitigation plans, and associated target KPIs. The Audit Committee has an additional oversight on financial risks and controls.

Please refer page no. 136 of integrated reporting section of this report for risk management framework and key risks including the mitigation measures.

Additionally, a third-party organization benchmarked our risk management practice with various companies in India and globally. We were declared 'Masters of Risk' in the FMCG category, for the third consecutive time at the eighth edition of The India Risk Management Awards 2022 by CNBC TV-18 and ICICI Lombard. This is a coveted award and winners are decided after a rigorous review of various large-cap FMCG companies by an independent panel of jury. The win is a testimony to our constant endeavour to bring thought leadership and use advanced digital enablers such as 'Tgo' analytics (a home-grown capability) in audit and risk management practices.

6. INTERNAL CONTROLS AND INTERNAL AUDIT

Our internal financial control framework is commensurate with the size and operations of the business and is in line with the requirements of the regulations. We have laid down adequate procedures and policies to guide the operations of our business. Unit/functional heads are responsible for ensuring compliance with the policies and procedures laid down by the management. Our internal control systems are periodically tested by the Management, Statutory Auditors and Internal Auditors.

Internal Audit (IA) at the Company is an independent and objective activity designed to provide assurance to senior management and add value by identifying opportunities to deliver business benefits and improvements to internal controls. It helps us accomplish our objectives by bringing a systematic and disciplined approach to evaluating and improving the effectiveness of processes, controls, and governance. The internal audit function carries out a focused and risk-based annual internal audit plan approved by the Audit Committee using a 10-factor risk approach. Our IA is differentiated by utilising better data analytics tools, like home-grown and developed analytics platform, 'Tgo', and its mix of in-house domain specialists. IA activities for the new business were integrated within the Tata Consumer team. The IA team is working closely to extend the good IA practices to the IA teams for JV, associates, and subsidiaries to enhance the coverage and increase efficacy.

7. CYBERSECURITY

We have adopted the NIST Cyber Security Framework to provide effective and efficient risk management across the organization. We have taken various initiatives to identify and address potential security threats and ensure the safety of our IT systems and data.

SECURITY MEASURES:

To identify and understand assets and threat vectors, we have implemented various security measures such as assessing security defects and weaknesses and performing penetration testing on all IT assets. We have also conducted various other security assessments to reduce the chances of an attacker breaching our IT systems.

STRENGTHENED SECURITY OPERATIONS

We have solidified the managed Security Operations Centre (SOC) and aligned our policies and procedures with CERT-In guidelines and CERT-In playbooks for proactive monitoring, response, and recovery to any cybersecurity incidents that may occur.

CYBERSECURITY AWARENESS

We have prioritized creating and improving cybersecurity awareness by educating and training users about the latest threats, policies, and best practices for risk mitigation. This includes enforcing cyber policies, introducing phishing campaigns, conducting tailored security training and assessments, and publishing various security awareness mailers.

DATA SAFEGUARDS

We have ensured strong safeguards of data and information by monitoring, detecting, and preventing unauthorized privileged access to critical resources. We have also enforced security controls, policies on the usage of smartphones, tablets, and other endpoints and prevents potential data breaches and ex-filtration transmissions. These measures provide better visibility and control over data usage within the organization.

Our adoption of the NIST Cyber Security Framework and various initiatives for risk management have significantly contributed to the protection of our

data and IT systems. Our focus on cybersecurity awareness and data safeguards has also helped us to minimize potential security threats and ensure business continuity.

8. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

We have over 3,500 full-time employees across our branded businesses. As we embark on our next growth journey to become a full-scale FMCG organization, our people strategy has also evolved and centred around the following key themes:

ROBUST REWARDS AND PERFORMANCE FRAMEWORK

We have a robust total rewards framework focused on ensuring competitive compensation based on affordability and benchmarked to best-in-class FMCG companies. We undertake continuous review of our compensation structure to ensure focus on pay for performance and industry alignment. Our short-term incentive plan rewards employees on organizational, functional and individual performance while our long term incentive plan enables us to align leadership rewards to the Company strategy and 3-year business objectives. Our sales incentive program is reviewed year on year to align with the larger sales strategy.

We have a strong performance management structure to ensure objective goal setting based on the Balanced Scorecard methodology. We conduct mid-year performance check-ins and evaluate performance based on outcomes delivered rather than the effort involved. Based on performance review and assessment, we build a greater focus on continuous learning and enhancing employee engagement. Continuous assessment of our performance management process and learning and development initiatives enables us to stay aligned to our growth objectives and build a future-ready organization.

MANAGING TALENT

In line with our overall talent strategy to create and sustain a future-ready, high-performing talent pool, we continue to assess and develop our employees' capabilities across levels and geographies. We continue to invest in our talent by providing them bespoke learning opportunities, access to mentoring / coaching, business projects and continue to mobilize them into critical roles.

We have accelerated investment in employee capability building. We onboarded LinkedIn learning towards empowering employees to develop themselves at their own pace and place. We have revamped our Manager Capability Development Program, called 'SOAR' to encompass elements of mentoring, simulation and workshops. We concluded Project Elevate, an instructor-led bespoke learning intervention (covering attributes that were identified as a business need - 'Digital Transformation', 'Collaboration for New Product Launches', 'Problem Solving', and 'Commercial Acumen'. We invested in functional training programmes to build a future ready and resilient organization.

ENGAGEMENT

In March, we conducted our bi-annual 'Interactions' engagement survey, which received a 92% response rate. To build focus on manager level actions for improving engagement, manager linked questions were enmeshed with people commitment goals of managers. Although our overall engagement index remained constant at previous levels, we intend to develop targeted action plans at both the organizational and managerial levels to enhance engagement.

SAFETY

As Covid-19 receded this year, fully vaccinated employees came back to the office in a calibrated manner and office operations were reinstated. We continue to monitor the Covid-19 situation across locations and provide inputs / guidance from time to time in accordance with the government directives. At our manufacturing units and offices, all safety protocols were reinforced to ensure a safe and secure working environment. We conduct periodic internal and external audits to ensure safety standards across the organization. Our continued focus on periodic risk reviews, safety trainings, mock drills, safety walks ensures a robust safety culture in the organization. Our well-being programme BEAM (Balanced, Energetic, and Mindful), which prioritizes the physical, emotional, and financial well-being of our employees, has added advantage. There were multiple counselling sessions and webinars conducted throughout the year on physical activities and yoga for our employees.

RECOGNITION FRAMEWORK

Moments of Recognizing Excellence (MORE) is our overall recognition framework that has a mix of monetary and non-monetary programmes, which includes peer-to-peer recognition awards - Sparkle and Gratitude Tree; recognition from the leadership for exceptional performance - Great Job café; accolades for values displayed – Shine. We have also launched our annual awards programme - Hall of Fame crafted to recognize and appreciate teams who have collaborated to deliver high impact work, thus contributing to our overall growth story.

INDUSTRIAL RELATIONS

Throughout the year, the Industrial Relations scenario was peaceful, and we continuously addressed union grievances. We successfully concluded the closure of two LTS (Long Term Settlement) at the Paonta Water Factory in Himachal Pradesh and the Tetley Factory in Kochi.

We have over the year and in a phased manner, rolled out a Rewards & Recognition programme for workmen 'Prasansaniya' at Munnar, Paonta and

Tetley. The programme is showing early positive impacts, which now needs to be nurtured.

The Employees Relation Team also conducted training programmes to build capabilities among operational and administrative personnel. We plan to expand these programmes to reach a broader audience in the future.

The number of permanent employees on the rolls of the Company as on March 31, 2023, was 3040 employees.

FORWARD-LOOKING STATEMENT

Certain statements made in the Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations, estimates, and others may constitute forward-looking statements within the meaning of applicable laws and regulations. Actual results may differ from such expectations, whether expressed or implied. Several factors could make a significant difference to our operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, any epidemic or pandemic, and natural calamities over which we do not have any direct/indirect control.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate governance refers to the set of principles, values, and processes that guide the management and board of a company. It is essential for the long-term success of a business, as it ensures accountability, transparency, and ethical decision-making. The foundation of a successful enterprise is built on excellent corporate governance practices, and strong leadership is vital to this end.

We, at Tata Consumer Products, feel proud to be part of Tata Group, founded by Indian pioneer industrialist Mr. Jamshedji Tata and the Company adhered to the values and ideals articulated by the Founder. The Company's approach to corporate governance is based on a legacy of fair, ethical, and transparent practices. Many of these practices were in place even before they were mandated, demonstrating the Company's commitment to adopting the highest standards of professionalism, honesty, integrity, and ethical behavior. Strong leadership and effective Corporate Governance practices have been the Company's hallmark inherited from the Tata culture and ethos. The Company has a strong legacy of fair, transparent, and ethical governance practices.

The Company's philosophy on Corporate Governance ensures transparency in its affairs and the functioning of the Management and the Board and accountability toward its stakeholders. It also encompasses the oversight of business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The Company recognizes that corporate governance is not just a principle to be followed but a way of life embedded in its behavior and culture. It endeavors to adopt the industry's best practices, focusing on transparency in its affairs, the functioning of the Management and Board, and accountability towards stakeholders. The Company's philosophy ensures that it creates sustainable value for shareholders while fulfilling social obligations and complying with regulatory requirements.

The Company's policies prioritize the augmentation of long-term shareholder value while maintaining integrity.

The Company's dealings with its stakeholders are guided by recognized standards of propriety, fair play, and justice. The Company's approach to corporate governance includes creating a culture of openness, establishing a system that encourages employees to voice their concerns openly and without fear or inhibition. Corporate governance of the Company is further strengthened through the Tata Code of Conduct, the Tata Business Excellence Model, the Company's Code of Conduct for Prevention of Insider Trading, and the Code of Corporate Disclosure Policies. The Company also has in place an Information Security Policy that ensures proper utilization of IT resources.

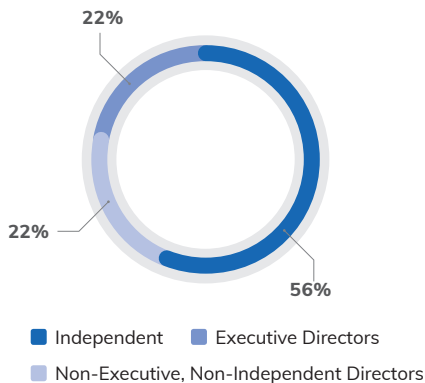
As a global organization, the Company's corporate governance practices are commensurate with international standards and best practices. As a responsible corporate citizen, the Company encourages and recognizes employee participation and volunteering in environmental and social initiatives that contribute to organizational sustainability. These actions have become an integral part of the Company's operating plans and are not meant for image-building or publicity.

The Company has complied with requirements of Corporate Governance set forth in Regulation 17 to 27, as well as Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as applicable.

BOARD OF DIRECTORS AND GOVERNANCE FRAMEWORK

COMPOSITION AND SIZE OF THE BOARD

As on March 31, 2023, the Board consists of 9 Directors comprising of 5 Independent Directors, 2 Non-Executive (Non-Independent) Directors and 2 Executive Directors. 78% of the Board is represented by Non-Executive Directors and 22% by Executive Directors. Further, Independent Directors which include a Woman Director constitute 56% strength of the Board. Details of appointments /re-appointments of Directors during the financial year 2022-23 are provided in Board's Report.

COMPOSITION OF BOARD


The Chairman of the Board is a Non-Executive Director related to the Promoter but not related to the Managing Director & Chief Executive Officer ('MD&CEO') of the Company. A clear distinction exists between the roles and duties of the Chairman and those of the Managing Director & CEO.

The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Act. Details of Directors such as education, nationality, date of appointment and shareholding held in the Company as on March 31, 2023, as under:

Name and DIN	Category & Designation	Education Qualification	Nationality	Date of first appointment on the Board	Shareholding in the Company
N. Chandrasekaran (00121863)	Chairman Non-Executive, Non-Independent Director	Bachelor's degree in Applied Science and Master's degree in Computer Applications from Regional Engineering College, Trichy	Indian	July 3, 2017	100,000
K. P. Krishnan (01099097)	Independent Director	Economics at St. Stephens College and Law, University of Delhi and Ph.D in Economics from IIM Bangalore	Indian	Oct 22, 2021	-
Siraj Chaudhry (00161853)	Independent Director	B.Com (Hons.) from Delhi University, Masters in International Business from Indian Institute of Foreign Trade	Indian	July 3, 2017	-
Bharat Puri (02173566)	Independent Director	Graduate in Commerce from Punjab University and post-graduate diploma in Management (MBA) from IIM, Ahmedabad.	Indian	May 7, 2019	-
Shikha Sharma (00043265)	Independent Director	B.A (Hons.) in Economics, post-graduate diploma in Software Technology from National Center for Software Technology and Post Graduate Diploma in Management from IIM, Ahmedabad.	Indian	May 7, 2019	50,000
P. B. Balaji (02762983)	Non-Executive, Non-Independent Director	Post-graduate degree in management from IIM, Calcutta, and Graduate from Indian Institute of Technology, Chennai	Indian	Aug 8, 2020	285
David Crean (09584874)	Independent Director	Graduated with a BA (Hons) Degree in Applied Biology from Liverpool Polytechnic	British	May 4, 2022	-
Sunil D'Souza (07194259)	Managing Director & Chief Executive Officer	Degree in engineering from the University of Madras and is an alumnus of the Indian Institute of Management, Calcutta (IIM-C)	Indian	April 4, 2020	-
L. Krishnakumar (00423616)	Executive Director & Group Chief Financial Officer	B.Com, Chartered Accountant, Cost Accountant, and Company Secretary	Indian	April 1, 2013	228

DIVERSIFIED & EXPERIENCE BOARD

The Board of the Company is formed with an optimum combination of executive and non-executive directors, which not only meet the legal obligation but also make a diversified Board with a mixed blend of experiences, expertise, and professionals. The Board, while discharging its responsibilities and providing effective leadership to the business, uphold the corporate value, promote the ethical culture, endorse sustainability and leverages innovation. Independent directors play a pivotal role in upholding Corporate Governance norms and ensuring fairness in decision-making. Being experts in various fields, they also bring independent judgement on matters of strategy, risk management, controls and business performance.

The Company's Board comprises highly experienced and competent individuals of notable integrity. They possess strong financial acumen, strategic astuteness, leadership qualities, and are committed to the Company, devoting sufficient time to meetings and preparation.

The Board periodically evaluates the need for change in its composition and size. The profile of the Directors is available on the Company's website at <https://www.tataconsumer.com/about/leadership> as well set out in the Integrated Annual Report.

None of the Directors of the Company are related to each other.

SKILLS/EXPERTISE/COMPETENCIES IDENTIFIED BY THE BOARD OF DIRECTORS

To operate effectively, the Board has identified key skills, expertise, and competencies that are relevant to the Company's business and sector. The following skills, expertise, and competencies have been recognized by the Board as fundamental to the Company's efficient operation:

Core Skill Area	Skills/expertise/competencies	Summary
Leadership	Business Leadership or Entrepreneurship	Experience as Entrepreneur/ Business Leader/ CEO/Industrialist, leading the operations of a significantly large organization with an understanding of the consumer, operations, sales & marketing, business processes, strategic planning, risk management, and governance.
Strategic	Business Strategies, Planning and M&A	Ability to provide strategic guidance to grow the FMCG business, ability to anticipate and interpret consumer trends, economic issues, macro-economic trends, and national policies. Visionary to give necessary guidance to the business with regards to key factors like market opportunities, competitive advantage, brand positioning, assessment of the Company's strengths and weaknesses, and contribute towards progressive refinement of the strategies for the fulfillment of its goals. Giving strategic guidance to the management regarding the organic and in-organic growth opportunities of business through synergies, acquisitions, corporate restructuring, and other business combinations to enhance the profitability and value for investors, competitively and in a sustainable manner.
Operational	FMCG Industry Expertise	A significant experience/expertise in FMCG and other Consumer Products businesses with an understanding of consumer, operations, procurement, supply chain, sales & marketing, business processes, strategic planning, etc.
	Global Business Exposure	Knowledge, experience, or meaningful exposure of the global business environment, economic conditions, cultures across various geographical markets, industry verticals, and regulatory jurisdictions, and a broad perspective on global market opportunities.
	Customer Insights, Marketing and Innovation	Understanding of customers/consumer, their behaviors, their preferences, and their needs & patterns. Ability to lead the strategies to grow sales and market share, build brand awareness and equity, enhance brand reputation, and to leverage consumer insights for business benefits. Ability and experience to leverage the innovation in products and categories in consumer space for growth and profitability and understanding of Research & Development activities.

Core Skill Area	Skills/expertise/competencies	Summary
	Digital and Information Technology	Ability to evaluate the impact of Digital / Information Technology across the value chain and understanding of emerging technologies. Ability to anticipate technological-driven changes & disruptions impacting the business and ability to oversee and provide guidance for cyber security and controls across the organization.
	Supply Chain & Commodity Management	Experience in management of multifaceted/ integrated supply chain operations, knowledge of emerging technologies in supply chain, anticipate and provide guidance to the management to face the challenges in order to minimize or prevent disruption in supply chain operations. Ability to analyse Commodity trends and to oversee and provide effective guidance for procurement and commodity risk management.
Governance	ESG Proficiency	Ability to guide in improving environmental, social and governance practices of the Company and evaluation of the Company's efforts towards social and environmental factors, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate sustainability initiatives and ethics and values.
Expert Knowledge	Financial Expertise	Expert knowledge of accounting, financial management, treasury and global financial reporting.
	Regulatory, Legal and Risk Management	Expert knowledge of Corporate Laws, Trade, Consumer related laws etc., high governance standards with an understanding of changing regulatory framework. Ability to understand the key risks impacting the businesses and operations including regulatory risk and to contribute towards risk mitigation and deployment of enterprise risk management.
Human Resources	People Management & Capacity building	Experience of developing talent, planning succession and driving changes towards long-term growth. Ability to understand the talent market and the Company's talent quotient so as to make changes in Company's talent strategies to attract, retain and nurture competitively superior talents.

Brief Profile of the Directors has been included in this Integrated Annual Report which provides valuable insight into the education, expertise, skills, and experience that each Director brings to the Board, thereby enhancing its diversity of perspective. The following details the Directors of the Company who possess skills, expertise, and competencies, identified by the Board:

Skills/expertise/competencies	N. Chandrasekaran	Bharat Puri	Shikha Sharma	Siraj Chaudhry	K.P. Krishnan	David Crean	P. B. Balaji	Sunil D'Souza	L. Krishnakumar
Business Leadership or Entrepreneurship	✓	✓	✓	✓		✓		✓	
Business Strategies, Planning and M&A	✓	✓	✓	✓	✓	✓	✓	✓	✓
FMCG Industry Expertise		✓		✓		✓	✓	✓	✓
Global Business Exposure	✓	✓	✓	✓	✓	✓	✓	✓	✓
Customer Insights, Marketing and Innovation	✓	✓	✓	✓	✓	✓	✓	✓	✓
Digital and Information Technology	✓	✓	✓	✓		✓	✓	✓	✓
Supply Chain & Commodity management	✓	✓		✓		✓	✓	✓	✓
ESG Proficiency	✓	✓	✓	✓	✓	✓	✓	✓	✓
Financial Expertise	✓	✓	✓	✓	✓		✓	✓	✓
Regulatory, Legal and Risk Management	✓	✓	✓	✓	✓	✓	✓	✓	✓
People Management & Capacity building	✓	✓	✓	✓	✓	✓	✓	✓	✓

BOARD SKILL DISTRIBUTION (% WISE):



SELECTION AND APPOINTMENT OF NEW DIRECTORS

The Board of Directors, appointed by the shareholders of the Company, serves as the highest governing body responsible for overseeing the overall functioning of the Company. It provides strategic direction, leadership, and guidance to the Company's management and monitors its performance with the objective of creating long-term value for the Company's stakeholders.

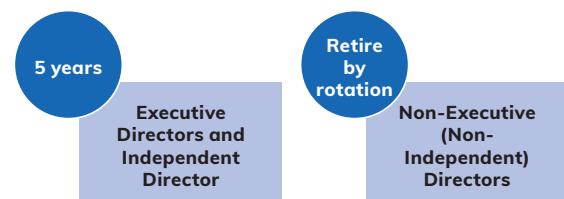
The Nomination and Remuneration Committee of the Board ("NRC") is entrusted with the responsibility for developing competency requirements for the Board, based on the industry and strategy of the Company. The Board composition analysis reflects an in-depth understanding of the Company, including its strategies, environment, operations, financial condition, and compliance requirements. The NRC advises the Board on the appointment and reappointment of Directors, and also conduct periodic gap analyses to refresh the Board and reviewing potential candidates' profiles to ensure they have the required competencies.

The NRC also undertakes reference and due diligence checks and meets potential candidates before making recommendations to the Board. The appointee is briefed on the specific requirements for the position, including expected expert knowledge. Once a suitable candidate is identified, the NRC recommends their appointment to the Board for approval. Upon receiving the NRC's recommendation, the Board considers and appoints the individual as an additional director and proposes the appointment to the shareholders for their approval.

PROCESS OF APPOINTMENT OF A DIRECTOR



Each Director of the Company is appointment with the approval of the Board and Shareholders. All directors seek periodic re-appointment by the shareholders, none of the Director has perpetual office. Periodicity of re-appointment of directors is as under:



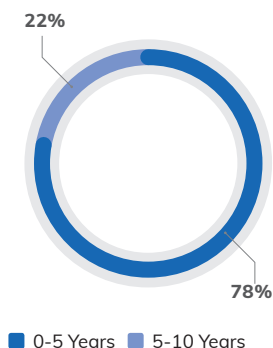
TERM OF BOARD MEMBERSHIP

The primary focus of the Company's governance guidelines pertains to the composition and duties of the Board, Chairman, and Directors, as well as Board diversity and Committees.

Additionally, in accordance with the Company's policy on Director retirement, Managing/ Executive Directors are required to retire at 65 years of age, while Non-Executive (Non-Independent) Directors must retire at 70 years and Non-Executive, Independent Directors at 75 years.

As of March 31, 2023, the Board is comprised of highly experienced and reputable individuals, and all Directors have served for 10 years or less.

TENURE OF DIRECTORS



BOARD MEETINGS

During the review period, the Board met five times, with meetings held on May 4, 2022, August 10, 2022, October 20, 2022, February 2, 2023, and March 29, 2023. The maximum duration between two consecutive meetings was less than 120 days. To ensure well-informed decision-making, the agenda and related documents were distributed to the Directors in advance. The minutes of all Board and Committee meetings were also circulated to all Directors, with comments taken into account before finalization. The Board convenes at least once every quarter to evaluate the Company’s financial results and performance. In urgent situations, resolutions may be passed via circulation in accordance with applicable laws, and these are then confirmed during the subsequent Board meeting.

INFORMATION FLOW TO THE BOARD

The Management provides the Board with additional information beyond what is required by regulation, which enables informed decision-making and contributes to the Company’s growth. The Managing Director & CEO, Executive Director & Group CFO, and Chief Operating Officer are responsible for day-to-day management and are supported by the Executive Committee. The Board periodically reviews updates on projects, potential acquisitions, corporate restructuring plans, strategic plans, performance, risk management, and other key areas impacting the business, and also on organization talent and culture and succession planning for critical roles including senior management. Information is provided continuously for review and approval, including strategic and operating plans, financial statements, appointments in senior management and directors, audits, legal and compliance matters and regulatory updates. Follow-up and reporting occur after meetings. A formal system for follow-up, review, and reporting on actions taken by management on board decisions is in place.

The Board Members are provided with continuous information about the Company’s operations for their review, input, and approval. This includes presenting our annual strategic plan, Budget and mid-term plan to the Board. The Management also present various matters such as appointment of Directors and Key Managerial Personnel, corporate actions and updates, review of internal and statutory audits, details of investor grievances, specific cases of acquisitions and business integrations, important managerial decisions, material positive/negative developments, risk management initiatives including cyber security along with mitigation actions and legal/statutory matters to the respective Committees of the Board. These matters are later presented to the Board of Directors for approval, as may be required.

ATTENDANCE OF DIRECTORS DURING FY 2022-23

Details of attendance of the Directors at the Meetings of Board and Shareholders held during FY 2022-23:

Name of the Director	Board Meetings attended	% of attendance	Annual General Meeting held on June 27, 2022	NCLT – Convened meeting held on November 12, 2022
N. Chandrasekaran	5 out of 5	100%	Yes	No
K. P. Krishnan	5 out of 5	100%	Yes	Yes
Siraj Chaudhry	5 out of 5	100%	Yes	Yes
Bharat Puri	4 out of 5	80%	Yes	Yes
Shikha Sharma	4 out of 5	80%	No	Yes
P. B. Balaji	5 out of 5	100%	Yes	Yes
David Crean**	4 out of 4	100%	Yes	Yes
Sunil D’Souza	5 out of 5	100%	Yes	Yes
L. Krishnakumar	5 out of 5	100%	Yes	Yes

* Non-attendance of Directors was on account of their pre-occupations

** David Crean was appointed as an Independent Director w.e.f. May 4, 2022, and during his tenure 4 Board meetings were held.

OTHER DIRECTORSHIP & COMMITTEE POSITION AS ON MARCH 31, 2023:

Details of other directorship or committee position as a member or chairperson held by the Directors of the Company in other public companies, along with the names of the listed entities where the person is a director indicating the category of such directorship as on March 31, 2023, are as under:

Name of the Director	No. of directorship in other Indian Public Companies*		No. of Board Committee positions in other Indian Public Companies**		Directorship in other equity listed companies along with category***
	Chairperson	Member	Chairperson	Member	
N. Chandrasekaran	7	7	Nil	Nil	Non-Executive, Non- Independent Director of: <ul style="list-style-type: none"> - Tata Chemicals Limited - Tata Consultancy Service Limited - Tata Motors Limited - Tata Steel Limited - The Indian Hotels Company Limited - The Tata Power Company Limited
K. P. Krishnan	Nil	1	Nil	1	Independent Director of: Dr. Reddy's Laboratories Limited
Siraj Chaudhry	1	6	1	6	Independent Director of: <ul style="list-style-type: none"> - Tata Coffee Limited - Dhanuka Agritech Limited - Jubilant Ingrevia Limited - Bikaji Foods International Limited
Bharat Puri	Nil	1	Nil	Nil	Managing Director of: <ul style="list-style-type: none"> - Pidilite Industries Limited
Shikha Sharma	Nil	4	Nil	2	Independent Director of: <ul style="list-style-type: none"> - Dr. Reddy's Laboratories Limited - Mahindra and Mahindra Limited - Tech Mahindra Limited Non-Executive, Non-Independent Director of: <ul style="list-style-type: none"> - Piramal Enterprises Limited
P. B. Balaji	Nil	6	Nil	5	Nil
David Crean	Nil	Nil	Nil	Nil	Nil
Sunil D'Souza	Nil	2	Nil	Nil	Non-Executive, Non-Independent Director <ul style="list-style-type: none"> - Tata Coffee Limited
L. Krishnakumar	Nil	2	1	1	Nil

*For the purpose of reckoning Directorship /Committees position on which a Director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, deemed public companies, foreign companies, and companies under Section 8 of the Companies Act, 2013, have been excluded. **Further membership includes positions as Chairperson of the Board.**

In terms of Regulation 26(1)(b) of the Listing Regulations, the disclosure includes chairmanship/membership of the Audit Committee and Stakeholders' Relationship Committee in other Indian Public companies (listed and unlisted). **Further, membership includes positions as Chairperson of Committee.

***Regulation 17A of the Listing Regulations provides for the inclusion of only equity listed entities for reckoning the directorship in the listed entity, hence directorships held in debt listed entities have not been considered for reporting as above.

As per declarations received from the Directors:

- a) None of the Directors is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a director.
- b) None of the Directors holds directorship in more than ten public companies and in more than seven listed companies, across the directorships held including that in the Company.
- c) Managing Director/Executive Directors of the Company do not serve as independent director of any listed company.

DECLARATIONS OF INDEPENDENCE

Independent Directors of the Company are non-executive directors as defined under Regulation 16(1)(b) of Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the

Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act and that they are independent of the management.

FAMILIARISATION AND INDUCTION PROGRAM FOR DIRECTORS INCLUDING INDEPENDENT DIRECTORS

The Company has an orientation process/familiarization program for its directors (including Independent Directors), which includes sessions on various business and functional matters, and strategy sessions. The Company ensures induction and training programs are conducted for newly appointed Directors. New Independent Directors are taken through a detailed induction and familiarization program, including briefing on their role, responsibilities, duties, and obligations, the nature of the business and business model, matters relating to Corporate Governance, Code of Business Conduct, Risk Management, Compliance Programs, Internal Audit, etc.

The details of the familiarization and training programs attended by Independent Directors are available on the Company's website.

In the fiscal year 2022-23, Independent Directors were educated on various aspects of the Company's business

and operations. The specifics of the familiarization programs provided to the Independent Directors are available on the Company's website, and can be accessed at <https://www.tataconsumer.com/corporate-governance/compliances-and-filings>.

ROLE OF INDEPENDENT DIRECTOR AND THEIR TERMS AND CONDITIONS OF APPOINTMENT

The Independent Directors are essential in the Board's decision-making process, bringing with them a diverse range of experience, expertise, and knowledge to oversee the Company's performance and overall strategy. Their unbiased and focused insights are invaluable. They are committed and devote sufficient time to the Company. This policy on appointment and removal of Directors, which can be accessed at <https://www.tataconsumer.com/investors/policies>, incorporates the NRC's criteria for determining independence of directors, as well as the role and capabilities required for independent directors.

Upon appointment, the Company issues formal letters to all Independent Directors outlining their roles, responsibilities, code of conduct, functions, and duties. The terms and conditions of their appointment have been made available on the Company's website and can be accessed at <https://www.tataconsumer.com/corporate-governance/compliances-and-filings>.

MEETINGS OF INDEPENDENT DIRECTORS

In compliance with Regulation 25 (3) of the Listing Regulations and Schedule IV of the Act, a separate meeting of Independent Directors was convened on March 13, 2023 for FY 2022-23. The meeting was chaired by Ms. Shikha Sharma and was held without the presence of Non-Independent Directors and members of the management. The objective of the meeting was to review the performance of Non-Independent Directors and the Board as a whole, assess the performance of the Chairman of the Company, and evaluate the quality, quantity, and timeliness of the flow of information between the Company management and the Board. The Independent Directors discussed matters pertaining to the Company's affairs and presented their collective views to the Board of Directors.

SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT

The Company has a robust system in place to ensure smooth transitions in leadership, including for our Directors, Executive Directors, Senior Management Team, and other critical talents and key roles. Beside

succession planning of the Board, the NRC also reviews and oversees succession planning of senior management positions. Additionally, the Company regularly reviews talents for senior management and other executive officers. This process provides a comprehensive overview of our leadership-level talent inventory and capabilities, ensuring that we meet our critical talent needs in alignment with our business drivers.

COMPLIANCE FRAMEWORK

The Company has a robust and effective framework for monitoring compliances with applicable laws within the organization and providing updates to senior management and the Board periodically. The Audit Committee and the Board of Directors periodically review the status of the compliances with the applicable laws.

CODE OF CONDUCT

The Tata Code of Conduct (TCoC) is a comprehensive written guideline that applies to all employees, including the Managing Director & CEO and the Executive Director & Group CFO.

The Company has implemented various policies to reinforce governance practices, such as the Anti-Bribery and Anti-Corruption Policy, Anti-Money Laundering Policy, Gifts and Hospitality Policy, Whistleblower Policy, and Prevention of Sexual Harassment Policy. The Company has a "Zero Tolerance" policy for any form of ethical violation and stresses the importance of workplace integrity, ethical personal conduct, diversity, fairness, and respect, among other things. TCoC and abovementioned policies are available on the website of the Company and can be accessed at <https://www.tataconsumer.com/investors/policies>

The Board has adopted a separate Code of Conduct for Non-Executive Directors, which includes the Code of Conduct for Independent Directors, incorporating their responsibilities as stated in the Act. The Code of Conduct for Non-Executive Directors have been published on the Company's website and can be accessed at <https://www.tataconsumer.com/corporate-governance/compliances-and-filings>.

For the fiscal year 2022-2023, all Board members and Senior Management personnel have confirmed compliance with the relevant codes, and a declaration signed by the Managing Director and CEO has been appended as **Annexure 1** to this report.

BOARD EVALUATION

The board evaluation is an essential part of the Company's commitment to good corporate governance. By conducting an annual evaluation of its Board, Committees, and individual members, the Company demonstrates its commitment to transparency, accountability, and effective governance. It enables the Board to identify areas where it can improve its performance and ensures that the Company's governance practices remain in line with best practices.

The Company's Corporate Governance Guidelines require an annual evaluation of all Board Members and the functioning of the Board and its mandatory Committees. These mandatory Committees includes the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility & Sustainability Committee, and Risk Management Committee. The purpose of the evaluation is to assess the performance of the Board, and its committees and identify areas for improvement.

During the financial year 2022-23, the Board, its committees, and individual directors, including the Chairman, underwent a comprehensive performance evaluation.

PROCESS OF EVALUATION

To evaluate the performance of the Board, its committees, and individual directors, the Nomination and Remuneration Committee led an internal evaluation process in accordance with the Act, Listing Regulations, and the Corporate Governance Guidelines of the Company. To facilitate the evaluation process, questionnaire was developed based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India (SEBI) on January 5, 2017 and sent to all Directors to solicit feedback on the functioning of the Board and the Committees of which they were a member or Chairperson as well as self-assessment by individual directors including Chairperson.

To ensure confidentiality, the evaluation process was undertaken through a Board application for evaluation, managed by an independent agency. The responses received from the Board members were compiled by the independent agency and a consolidated report was submitted to the Chairman of the NRC and the Chairman of the Board. The consolidated responses were also presented at a meeting of the Independent Directors, the Nomination and Remuneration Committee, and the Board for evaluation.

The Board and the NRC reviewed the performance of individual Directors based on criteria such as the contribution of the individual Director to the Board and Committee meetings including preparedness on the issues to be discussed, meaningful and constructive contributions and inputs in meetings, etc.

In a separate meeting of Independent Directors, the performance of Non-Independent Directors and the Board as a whole, and the Chairman of the Company was evaluated taking into account the views of Executive Directors and Non-Executive Directors.

The above evaluations were then discussed at the Board meeting that followed the meeting of the Independent Directors and the NRC, at which the performance of the Board, its committees, and individual Directors was also discussed. The performance evaluation of Independent Directors was done by the entire Board, excluding the independent director being evaluated.

EVALUATION OF THE BOARD

The Nomination and Remuneration Committee took the lead in evaluating the performance and effective functioning of the Board. The evaluation process was designed to assess the Board's overall performance and included the use of a questionnaire to gather feedback from all directors based on qualitative parameters and ratings.

The evaluation process was comprehensive and covered various aspects such as the effectiveness of board meetings, the composition and role of the Board, its functioning (including strategy and performance evaluation), governance and compliance, evaluation of risks, conflicts of interest, corporate culture and ethics, evaluation of performance of the management and feedback, independence of the management from the Board, functioning of Board Committees. The Board's effectiveness was evaluated under different parameters to ensure that it was functioning optimally. The evaluation covered various aspects such as the Board's composition and diversity, its competency, and the effectiveness of its structure. The effectiveness of the Board's meetings was also assessed to ensure that they were productive and efficient. Furthermore, the evaluation process assessed the role and composition of the Board, its functioning in terms of strategy and performance evaluation, governance and compliance, risk management, conflicts of interest, corporate culture and ethics, and the evaluation of the management's performance and feedback.

EVALUATION OF THE COMMITTEES

The Board undertook an evaluation of its' Committees to assess their effectiveness in fulfilling their obligations. The evaluation process was conducted using a questionnaire that gathered feedback based on qualitative parameters and ratings. The criteria used to evaluate the Committees included the independence and effectiveness of each Committee, the structure of the Committee and its meetings, the time allocated for discussions at meetings, the functioning of Board Committees, and their contribution to the decisions made by the Board. The evaluation process was important to ensure that the Committees were functioning optimally and contributing effectively to the overall governance of the Company. The independence and effectiveness of each Committee were evaluated to determine whether they were able to carry out their responsibilities without undue influence. The evaluation process provided valuable insights into the Committees' effectiveness and identified areas for improvement.

EVALUATION OF DIRECTORS (INCLUDING CHAIRPERSON OF THE BOARD)

The Company conducted a thorough evaluation of its directors, including the Chairperson of the Board, to assess their performance against several criteria. These criteria included the Directors' knowledge and competency, their fulfillment of functions, their guidance and support to management outside of Board and Committee meetings, their degree of fulfillment of key responsibilities, the effectiveness of meetings, their participation and contribution in Board and Committee meetings, and their integrity and independence.

The evaluation process was conducted separately for Independent Directors and Non-Independent Directors. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Directors being evaluated. This ensured an unbiased evaluation of their performance. On the other hand, the performance evaluation of the Chairperson and Non-Independent Directors was carried out by the Independent Directors.

The evaluation process was critical to ensuring that the Directors were performing their duties effectively and contributing to the overall success of the Company. By evaluating the Directors against several criteria, the Company was able to identify areas for improvement and provide feedback to help them enhance their performance.

FEEDBACK AND ACTION

During the year, the Company had also actioned the feedback from the Board evaluation process conducted in FY 2021-22. The Board, Board Committees and the Independent Directors discussed the evaluation report and various suggestions received in the evaluation process in FY 2022-23 and agreed on an action plan.

OUTCOME THE BOARD EVALUATION FOR THE FINANCIAL YEAR 2022-23

The Board had a well-balanced composition and had received positive feedback on their effectiveness in all key aspects. Directors were satisfied with the agenda notes and discussions at meetings, as well as the management's receptiveness to suggestions and feedback from the Board and Committees. It was advised that the Board would spend more time on strategic matters, with periodic updates on management's strategies and business integrations.

REMUNERATION OF DIRECTORS AND OTHERS

REMUNERATION POLICY

Based on the recommendation of NRC, the Board has formulated a comprehensive Remuneration Policy for its Directors, Key Managerial Personnel (KMPs), Senior Management, and other employees. The philosophy behind this policy is to create a culture of leadership and trust. This policy is in accordance with Section 178 of the Act and Regulation 19 of Listing Regulations and is available on the Company's website at www.tataconsumer.com/investors/policies.

Under this policy, the Managing Director, Executive Director, KMPs, other Senior Management personnel and all employees are compensated with a fixed salary that includes basic pay, allowances, perquisites, and other benefits. They may also receive annual incentive remuneration, performance-linked incentive, share-based employee benefits, or performance-based shares/units, based on specific performance criteria and other appropriate parameters determined by the NRC and the Board. The performance-linked incentive is dependent on the outcome of the performance appraisal process and the Company's overall performance, and may be paid in the form of cash component (short-term incentive) and long-term performance shares units (long-term incentives).

The Company's remuneration policy takes into account various factors, including the Company's performance throughout the year, and achievement of budgeted targets, growth & diversification, remuneration in other companies of comparable size and complexity, etc.

REMUNERATION DETAILS OF EXECUTIVE DIRECTORS

The Company has introduced a Share-based Long-Term Incentive Scheme in FY 2021-22 to incentivize long-term objectives and retain high-performing employees. The Scheme grants Performance Share Units (PSUs) as a long-term incentive component of remuneration to eligible employees, including the Managing Director & CEO, KMPs, Senior Management, and selected employees based on their role. The number of PSUs granted is determined by dividing the Long-Term Incentive Pay amount awarded to Eligible Employees by the Market Price of the Company's Shares. The Vesting period for the granted PSUs under the Scheme is at least one year, subject to the employee's continued employment with the Company or any other Tata group Company.

The number of PSUs that would vest with the Participants would be determined by the NRC based on the Company's performance on certain performance metrics (such as Sales Growth, RoCE and Free Cash Flows) in 3 preceding financial years as per the Company's Audited Consolidated Annual Financial Results or such other performance metrics as may be determined by the NRC from time to time. The NRC would determine the said metrics, detailed terms and conditions relating to such vesting including the proportion in which PSUs granted would vest. At the time of vesting, NRC may adjust the number of PSUs already granted by +/-20% for the quality of results achieved by the Company, provided that the number of PSUs vested will not exceed 120% of PSUs granted to any Eligible Employee.

All the PSUs would vest, based on the Company's performance, within a period of 3 years from the date of Grant of such PSUs (for example, the grants made in 2021 shall vest in 2024, grants made in 2022 shall vest in 2025 and so on and so forth) where after the Participants would have the right to subscribe to the Shares during the Exercise Period.

Accordingly, remuneration of Managing Director & CEO of the Company includes the Fixed Pay (50%), short term incentive pay determined based on the performance of particular year in the form of a cash component (25%) and long-term incentive pay in form of grant of PSUs (25%).

During FY 2022-23, Managing Director & CEO of the Company was granted 27,530 PSUs and total cumulative PSUs granted till March 31, 2023, were 52,810 PSUs. PSUs so granted has been determined by dividing the Long-Term Incentive Pay amount awarded to Managing Director & CEO in FY 2021-22 and 2022-23 by the Market Price of the Company's Shares as provided in the Scheme. Such PUSs are yet to vest.

The Remuneration details of Managing / Executive Directors during FY 2022-23 are mentioned below:

₹ in Lakhs

Component	Mr. Sunil D'Souza, Managing Director & CEO *	Mr. L Krishnakumar, Executive Director & Group CFO
Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	650.78	306.25
Allowances and perquisites	272.84	105.64
Contribution to Retiral Funds	26.63	35.97
Total	950.25	447.86
Performance Share units (PSUs)- Granted (Nos)	27,530 PSUs	-
Term of Service Contract	5 years from April 4, 2020,	5 years from April 1, 2018
Notice period	6 months	6 months
Severance Fees	Not Applicable	Not Applicable

*With effect from FY 2021-22, long term incentive relating to the year is compensated through performance share units (PSUs) and accounted as remuneration over the vesting period of 3 years based on performance measures achieved.

In addition, Mr. L. Krishnakumar drew remuneration (as a part of his Salary and Benefits) of ₹ 40.20 Lakhs during FY 2022-23 from an overseas subsidiary of the Company. The said remuneration was drawn in GBP and has been converted into INR at the average exchange rate.

REMUNERATION FOR INDEPENDENT DIRECTORS AND NON-INDEPENDENT, NON-EXECUTIVE DIRECTORS

Sitting Fees: The Non-Executive Directors, including Independent Directors, are paid sitting fees for attending the meetings of the Board and Committees of the Board. The Company pays a sitting fee of ₹ 30,000 per meeting per Director for attending meetings of the Board, Audit, Nomination and Remuneration and Executive Committees. For meetings of all other Committees of the Board, a sitting fee of ₹ 20,000 per meeting per Director is paid. The Company also paid sitting fees of ₹ 30,000 per meeting to the Independent Directors for attending the Independent Directors' meeting.

Profit related Commission: Within the ceiling as prescribed under the Act, the Non-Executive Directors including Independent Directors are also paid a commission, the amount whereof is recommended by the NRC and approved by the Board. The basis of determining the specific amount of commission payable to a Non- Executive Director is related to his attendance at

meetings, role and responsibility as Chairman or member of the Board / Committees and overall contribution as well as time spent on operational matters other than at the meetings. The shareholders of the Company had approved payment of commission to the Non-Executive Directors at the Fifty- Fifth Annual General Meeting held on July 5, 2018 for each financial year to be distributed among the Directors in such manner as the Board of Directors may, from time to time, determine within the overall maximum limit of 1% (one percent) per annum or such other percentage as may be specified by the Act, from time to time. No Stock option has been granted to any Non-Executive Director.

As a policy, Mr. N. Chandrasekaran, Chairman, has abstained from receiving commission from the Company. Further, in line with the internal guidelines of the Company, no payment is made towards commission to the Non-Executive Directors of the Company, who are in employment with any other Tata Company.

The details of Commission and sitting fees paid / payable to Non-Executive Directors for FY 2022-23 are given below:

₹ In Lakhs

Name of Director	Category of Director	Commission# (relating to FY 2022-23)	Sitting Fees
N. Chandrasekaran, (Chairman)	Non-Executive, Non-Independent Director	NA	2.70
P. B. Balaji	Non-Executive, Non-Independent Director	NA	1.50
K. P. Krishnan	Non-Executive, Independent Director	75	4.70
Shikha Sharma	Non-Executive, Independent Director	80	5.60
Bharat Puri	Non-Executive, Independent Director	80	4.70
Siraj Chaudhry	Non-Executive, Independent Director	75	5.70
David Crean	Non-Executive, Independent Director	50	2.40

The Commission to the Non-Executive Directors relates to FY 2022-23, which was approved by the Board on April 25, 2023 and would be paid in FY 2023-24 after Annual General Meeting. The Commission to the Non-Executive Directors relating to FY 2021-22 was paid during FY 2022-23.

TOTAL MANAGERIAL REMUNERATION

For financial year 2022-23, Executive Directors received remuneration amounting to 1.05% of the net profit of the Company, as per Section 198 of the Act, while Non-Executive Directors received 0.25% of the net profit. The remuneration paid to individual Executive Directors was less than 1% of the net profit. The overall managerial remuneration for all Directors was 1.29% of the net profit for FY 2022-23, which is within the limit specified under Section 197 of the Act.

PECUNIARY RELATIONSHIPS OR TRANSACTIONS

Throughout the reviewed year, the Company had no financial connections or dealings with any of its Non-Executive Directors except for payment of sitting fees, commission (if any), and reimbursement of expenses incurred by them for attending meetings, if any.

REMUNERATION DETAILS OF OTHER KEY MANAGERIAL

The remuneration details of paid to Chief Financial Officer and Company Secretary during FY 2022-23 are mentioned below:

₹ in Lakhs

Component	John Jacob, Chief Financial Officer (upto May 31, 2022)	Sivakumar Sivasankaran, Chief Financial Officer (w.e.f. June 1, 2022)*	Neelabja Chakrabarty, Company Secretary*
Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	28.22	110.10	90.74
Allowances and perquisites	5.96	19.17	17.57
Contribution to Retiral Funds	3.16	10.16	4.92
Total	37.34	139.43	113.23
Performance Share units (PSUs)- Granted (Nos)	-	2,170	1,580

*With effect from FY 2021-22, long term incentive relating to the year is compensated through performance share units (PSUs) and accounted as remuneration over the vesting period of 3 years based on performance measures achieved.

BOARD COMMITTEES

As required under the applicable laws, the Board delegated certain functions to its various committees that are established for that purpose. These committees conduct detailed reviews of the items under their purview

before presenting them to the Board for consideration. The committees appointed by the Board are dedicated to specific areas and have the delegated authority to make informed decisions within their respective scopes. The committees operate under the direct supervision of the Board. Generally, committee meetings are held before the Board meeting, and the chairperson of each committee reports to the Board about the deliberations and decisions taken by the committees. They also provide specific recommendations to the Board on matters within their purview. All decisions and recommendations made by the committees are presented to the Board for either approval or information. During the year under review, all recommendations made by the committees has been accepted by the Board.

The Board has established several statutory committees in accordance with the Act and the Listing Regulations, which include:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility & Sustainability Committee

In addition, the Board has formed an Executive Committee to review specific operational matters. The Board may also delegate power to committees of directors for specific purposes as needed, such as disinvestment of non-strategic investments, matters related to the Scheme of Arrangement, and preferential issue of shares.

AUDIT COMMITTEE

The Board has established a qualified and independent Audit Committee in accordance with the requirements of Regulation 18 of the Listing Regulations and Section 177 of the Act. The Committee's Charter is available on the Company's website at the following link: <https://www.tataconsumer.com/about/leadership>.

a. Brief description of terms of reference

The Audit Committee shall *inter-alia* discharge the following responsibilities:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient, and creditable

- Evaluation of internal financial controls and risk management systems
- Ensuring the continued independence of the External Audit and Internal Audit
- Oversee the statutory audit process and the internal audit function
- Oversight of function of Whistleblowing/ vigil mechanism:
- Review compliance with regulatory requirements and policies
- Approving Related Party Transactions (RPTs) and material modifications to the RPTs
- Monitoring compliance with Insider Trading Regulations
- Oversee financial reporting controls and processes for material subsidiaries
- Oversee compliance with legal and regulatory requirements including the Tata Code of Conduct and other policies on Business Ethics for the Company and its material subsidiaries
- Recommendation of the Policy on Related Party Transactions
- Performing such other duties and responsibilities as may be consistent with the provisions of the Audit Committee charter.

b. Composition of the Committee, attendance of members at the meetings, and other details

As of March 31, 2023, the Committee consisted of 4 (four) Independent Directors. The members of the Audit Committee have relevant experience in financial matters as well as have accounting or related financial management expertise and are considered financially literate as defined in Regulation 18(1)(c) of the Listing Regulations. The Chairman of the Audit Committee is an Independent Director and has expert knowledge in accounts & finance, banking, corporate laws, and governance matters. The Chairman of the Audit Committee attended the last Annual General Meeting of the Company held on June 27, 2022, to answer the queries of the shareholders.

During the year under review, the Audit Committee met 5 (five) times on May 3, 2022, August 9, 2022, October 19, 2022, February 2, 2023, and March 13, 2023. Audit Committee Meetings are attended by invitation by the Managing Director & CEO, Executive

Director & Group CFO, Chief Operating Officer, Chief Financial Officer, Chief Internal Auditor and the Statutory Auditors. The Company Secretary acts as the Secretary of the Audit Committee.

The composition of the Audit Committee (including changes during the year) and particulars of attendance by the members at the meetings of the Committee held in FY 2022-23 are given below:

Name	Category of Director	Number of Meetings Attended	% of attendance
K. P. Krishnan (Chairman)	Non- Executive, Independent Director	5 out of 5	100%
Shikha Sharma	Non- Executive, Independent Director	5 out of 5	100%
Bharat Puri	Non- Executive, Independent Director	4 out of 5	80%
Siraj Chaudhry	Non- Executive, Independent Director	5 out of 5	100%

Note: Mr. David Crean, Non- Executive, Independent Director has been inducted as member of the Committee w.e.f. April 1, 2023.

The minutes of the meetings of the Committee are placed before and noted by the Board. During the year, all recommendations of the Audit Committee, as mandatorily required, were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE

In accordance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Company has formed its Nomination and Remuneration Committee (NRC), composition and terms of reference of which are in conformity with the said provisions. The Charter of the Committee can be accessed on the Company's website at the link - <https://www.tataconsumer.com/about/leadership>. NRC also act as Compensation Committee as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

a. Brief description of terms of reference

The Nomination and Remuneration Committee shall *inter-alia* discharge the following responsibilities:

- Periodical review and refresh of the composition of the Board with the objective of ensuring that there is an optimum balance of size, skills, independence, knowledge, diversity and experience.

- Support the Board in identification, selection, appointment/ reappointment, induction and development of Directors (including Independent Directors) to meet the needs of the Company.
- Devise a policy on Board Diversity.
- Support the Board in appointment of Senior Management and key managerial personnel of the Company including the terms of appointment.
- Periodic review and recommendation of the remuneration of the Senior Management and key managerial personnel of the Company
- Oversight of the HR philosophy, HR budget, HR strategy, talent management and succession planning for Board, Senior Management and key managerial personnel.
- Support the Board in setting, reviewing and monitoring the performance standards and targets for the Managing Director & CEO, Executive Directors and Senior Management/ Key Managerial Personnel of the Company.
- Support the Board in evaluation of the performance of the Board, its Committees and Directors.
- Recommendation of the remuneration policy for Directors, Senior Management/ Key Managerial Personnel as well as the rest of the employees.
- Oversee the implementation of share-based employee benefits Scheme as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and perform the function of overall administration and superintendence of the schemes.
- Performing such other duties and responsibilities as may be consistent with the provisions of this charter.

b. Composition of the Committee, attendance of members at the meetings and other details

As on March 31, 2023, the Nomination and Remuneration Committee consisted of 3 (three) Non-Executive Directors, of which 2 (two) Directors are Independent Directors. Ms. Shikha Sharma, Independent Director is the Chairperson of the Committee. While she could not attend the last Annual General Meeting of the Company held on

June 27, 2022, other members of the Committee were present to answer the queries of the shareholders.

During the year under review, the Nomination and Remuneration Committee met 4 (four) times on May 4, 2022, August 10, 2022, October 20, 2022, and March 6, 2023.

The composition of the Committee (including changes during the year) and particulars of attendance by the members at the meetings of the Committee held in FY 2022-23 are given below:

Name	Category of Director	Number of Meetings Attended	% of attendance
Shikha Sharma (Chairperson)	Non- Executive, Independent Director	4 out of 4	100%
Bharat Puri	Non- Executive, Independent Director	4 out of 4	100%
N. Chandrasekaran	Non- Executive, Non- Independent Director	4 out of 4	100%

The minutes of the meetings of the Committee are placed before and noted by the Board. During the year, all recommendations of the Committee, as mandatorily required, were accepted by the Board.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The Nominations and Remuneration Committee establishes the criteria for evaluating the performance of independent directors. The assessment covers various factors, such as the director's level of participation and contribution, commitment, effective utilization of knowledge and expertise, integrity, maintenance of confidentiality, as well as independence in behavior and decision-making.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

In accordance with the provisions of Section 178 of the Act, and Regulation 20 of the Listing Regulations, the Company has formed its Stakeholders' Relationship Committee, composition and terms of reference of which are in conformity with the said provisions. The Charter of the Committee can be accessed on the Company's website at the link-<https://www.tataconsumer.com/about/leadership>

a. Brief description of terms of reference

The Stakeholders' Relationship Committee shall *inter-alia* discharge the following responsibilities:

- Reviewing the grievances handling process of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- Approve issue of duplicate share certificates either at meetings or through circular resolution.
- Frame guidelines for waiver of documents/requirements prescribed in cases of Transmission of shares, Issue of duplicate share certificates and Recording of updation of signatures by shareholders.
- Review of measures taken for the effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Such other matter as may be specified by the Board from time to time.
- Any other matter as prescribed by the Companies Act, 2013 & Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 or such other Regulation prescribed by the SEBI from time to time.

b. Composition of the Committee, attendance of members at the meetings and other details

As on March 31, 2023, the Stakeholders Relationship Committee comprised of 3 (three) Directors comprising 1 (one) Independent and 2 (two) Executive Directors. Mr. Siraj Chaudhry, Independent Director is the Chairman of the Committee, and he attended the last Annual General Meeting of the Company held on June 27, 2022, to answer the queries of the shareholders.

During the year under review, the Committee met 4 (four) times, on April 29, 2022, August 9, 2022, October 19, 2022, and February 2, 2023.

The composition of the Stakeholders Relationship Committee (including changes during the year) and particulars of attendance by its members at the meetings of the Committee held in FY 2022-23 are given below:

Name	Category of Director	No. of meetings Attended	% of attendance
Siraj Chaudhary (Chairman)	Non-Executive, Independent	4 out of 4	100%
Sunil D'Souza	Managing Director & CEO	4 out of 4	100%
L. Krishnakumar	Executive Director & Group CFO	4 out of 4	100%

The minutes of the meetings of the Committee are placed before and noted by the Board. During the year, all recommendations of the Committee were accepted by the Board.

c. Name and designation of Compliance Officer

Mr. Neelabja Chakrabarty, Company Secretary, is the Compliance Officer for complying with the requirements of the Listing Regulations.

d. Number of shareholders' complaints received, number solved to the satisfaction of shareholders, and number of pending complaints

Details of queries/complaints and other correspondences received and attended to during FY 2022-23 in respect of equity shares are given below:

- (i) Details of Complaints received during the year under review:

Sr. No.	Details of Investor Complaints	No. of complaints
1.	No. of Investor Complaints pending at the beginning of the year	0
2.	No. of Investor Complaints received during the year under review	90
3.	No. of Investor Complaints disposed off during the year under review	86
4.	Complaints not solved to the satisfaction of shareholders during the year	0
5.	No. of Investor Complaints Unresolved at the end of the year	4*

*As of March 31, 2023, there are four pending complaints received through the SCORE Platform of Registrar and Transfer Agent (RTA). The Action Taken Report for these complaints was submitted by RTA on SEBI Scores, but they are still pending with SEBI. The details of the complaints are as follows:

One complaint was received on January 27, 2023, related to an old dispute case from 1999. The Action Taken Report was submitted by RTA on February 3, 2023, and further clarification was provided on February 23, 2023. However, the matter is still pending review by SEBI as of March 31, 2023.

Another complaint was received on February 7, 2023, regarding the transfer of shares. The Action Taken Report was uploaded on February 28, 2023, and it is still pending review by SEBI as of March 31, 2023.

Lastly, two complaints were received on March 21, 2023, and March 24, 2023, both related to the status of shares. The Action Taken Reports was uploaded on March 28, 2023, and those are still pending review by SEBI as of March 31, 2023.

- (ii) Details of queries and requests received during the year under review:

Details of queries and requests	No. of queries and requests
Pending queries/requests at the beginning of the year	254
Queries/requests received during the year under review	8,722
Queries/requests attended and replied to during the year under review	8,607
Pending queries/requests at the end of the year	369

- (iii) Analysis of response time for redressing investor correspondence, during the year under review is as under:

Sr. No.	Response time to Investor Complaints & Queries/Requests	FY 2022-23	
		Number	%
1.	Replied within 1 to 4 days of receipt	1,824	20.71
2.	Replied within 5 to 7 days of receipt	1,309	14.70
3.	Replied within 8 to 15 days of receipt	2,560	27.56
4.	Replied after 15 days of receipt	3,000	32.80
5.	Pending at the end of the year	373	4.23
Total		8,693	100.00

CORPORATE SOCIAL RESPONSIBILITY (CSR) AND SUSTAINABILITY COMMITTEE

In accordance with provisions of Section 135 of the Companies Act, 2013, the Board has formed the Corporate Social Responsibility (CSR) Committee named as Corporate Social Responsibility (CSR) & Sustainability Committee. The Composition and terms of reference of the committee are in conformity with the said provisions. The Charter of the Committee can be accessed on

the Company's website at the link - <https://www.tataconsumer.com/about/leadership>.

a. Brief description of terms of reference

The CSR & Sustainability Committee shall *inter-alia* discharge the following responsibilities:

- Formulation of CSR Policy, identification & recommendation of the CSR Projects & CSR expenditure, oversight its implementation and review its impact.
- Providing guidance to the Company on environment management, social responsibilities, health & safety, product stewardship, community development, principles of managing branded operations, welfare activities in and around Munnar etc.
- Assist the management to formulate, implement and review policies, principles and practices, review partnerships and relationships to foster & support the sustainable growth of the Company
- Performing such other duties and responsibilities as may be consistent with the provisions of the Charter of the Committee

b. Composition of the Committee, attendance of members at the meetings and other details

As on March 31, 2023, the Committee consisted of 3 (three) Independent Directors. Mr. Siraj Chaudhry, Independent Director is the Chairman of the Committee, and he was present at the last Annual General Meeting of the Company held on July 27, 2022, to answer the queries of the shareholders.

During the year under review, the CSR & Sustainability Committee met 3 (three) times on April 29, 2022, October 19, 2022, and on March 13, 2023.

The composition of the Corporate Social Responsibility & Sustainability Committee (including changes during the year) and particulars of attendance by the members at the meetings of the Committee held in FY 2022-23 are given below:

Name	Category of Director	No. of meetings Attended	% of attendance
Siraj Chaudhry (Chairperson)	Non-Executive, Independent	3 out of 3	100%
Shikha Sharma	Non-Executive, Independent	3 out of 3	100%
K.P. Krishnan	Non-Executive, Independent	3 out of 3	100%

The minutes of the meetings of the Committee are placed before and noted by the Board. During the year,

all recommendations of the Committee, as mandatorily required, were accepted by the Board.

CSR Annual Report giving details of the CSR activities undertaken by the Company during the year along with the amount spent on CSR activities forms part of the Board's Report.

RISK MANAGEMENT COMMITTEE

In accordance with provisions of Regulation 21 of the Listing Regulations, the Board has formed the Risk Management Committee, composition and terms of reference of which are in conformity with the said provisions. The Charter of the Committee can be accessed on the Company's website at the link - <https://www.tataconsumer.com/about/leadership>.

a. Brief description of terms of reference

The Risk Management Committee shall *inter-alia* discharge the following responsibilities:

- Discuss with senior management, the adequacy of the Company's Enterprise Risk Management (ERM) function and provide oversight as may be needed
- Setting strategic plans and objectives for identification and evaluation of risks, risk management, risk philosophy and risk mitigation & minimization.
- Formulation of Risk Management Policy (covering internal and external risks, and business continuity plan) and monitor and oversee implementation thereof, including evaluating the adequacy of risk management systems;.
- Reviewing risk assessment of the Company annually and exercising oversight of various risks including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee. .
- Ensure that appropriate methodology, processes and systems are in place relating to identification and evaluation of all types of risks, namely, strategic, operational, legal and regulatory, Information systems and external risks that the Company / its subsidiaries is exposed to.

Performing such other duties and responsibilities as may be consistent with the provisions of the Charter of the Committee.

b. Composition of the Performing such other duties and responsibilities as may be consistent with the provisions of the Charter of the Committee Committee, attendance of members at the meetings and other details

As on March 31, 2023, the Committee consisted of 4 (four) Independent Directors. Mr. Bharat Puri, Independent Director is the Chairman of the Committee and he attended the last Annual General Meeting of the Company held on June 27, 2022, to answer the queries of the shareholders.

During the year under review, the Risk Management Committee met 3 (three) times on August 8, 2022, December 7, 2022, and March 13, 2023. Risk Management Committee Meetings are attended by invitation by the Managing Director & CEO, Executive Director & Group CFO, Chief Operating Officer, Chief Financial Officer, and Chief Internal Auditor. Members of the Senior Management team also make presentation to the Risk Management Committee, as and when required.

The composition of the Risk Management Committee including changes during the year and particulars of attendance by the members at the meetings held in FY 2022-2023 are given below:

Name	Category of Director	No. of meetings Attended	% of attendance
Bharat Puri (Chairman)	Non-Executive, Independent	3 out of 3	100%
Shikha Sharma	Non-Executive, Independent	3 out of 3	100%
Siraj Chaudhry	Non-Executive, Independent	3 out of 3	100%
David Crean (inducted w.e.f August 10, 2022)	Non-Executive, Independent	2 out of 2	100%

The minutes of the meetings of the Committee are placed before and noted by the Board. During the year, all recommendations of the Committee, as mandatorily required, were accepted by the Board.

EXECUTIVE COMMITTEES

The Board has constituted an Executive Committee to review and approve the routine day-to-day operational matters which does not require in-depth discussion by the Board and delegated the power to take further actions on the matters already approved by the Board and any other item that the Board may decide to delegate. The Committee meets on a need basis. The

matters mentioned above, as and when required, were reviewed by the Board from time to time.

During the year under review the Executive Committee met once on March 29, 2023.

The composition of the Executive Committee and particulars of attendance by the members at the meetings held in FY 2022-2023 are given below:

Name	Category of Director	No. of meetings Attended	% of attendance
Sunil D'Souza (Chairman)	Managing Director & CEO	1 out of 1	100%
L. Krishnakumar	Executive Director & Group CFO	1 out of 1	100%
Ajit Krishnakumar	Chief Operating Officer (Non-Board Member)	1 out of 1	100%

OTHER NON-MANDATORY, SPECIFIC PURPOSE COMMITTEES

The Board, from time to time, based on the necessity, has delegated certain operational power to committees of directors formed for specific purposes like disinvestment of non-strategic investment, matters relating to the Scheme of Arrangement, Preferential issue of shares, etc.

Such Committees are formed for specific purposes, which may be dissolved on future upon fulfillment of such purposes. During the year under review, following non-mandatory committee meetings were held:

- Scheme Implementation Committee
- Preferential Issue Committee
- Divestment Committee
- TBEM Assessment

GENERAL BODY MEETINGS

ANNUAL GENERAL MEETING

Information regarding the location/mode and timing of the Company's three most recent Annual General Meetings, as well as any special resolutions that were passed during those meetings.

Year	Venue/Mode	Date & Time	Special Resolution passed
2022	Through Video Conferencing or Other Audio-Visual Means (Deemed Venue: Registered Office of the Company situated at 1, Bishop Lefroy Road, Kolkata – 700 020)	June 27, 2022, at 10:30 am	<ol style="list-style-type: none"> 1. Re-Appointment of Mr. Siraj Chaudhry (DIN 00161853) as an Independent Director of the Company for the second term of 5 years 2. Appointment of Mr. David Crean (DIN 09584874) as a Non-Executive, Independent Director of the Company 3. Approval for maintaining the Registers and Indexes of Members and copies of Annual Returns at the Registered Office of the Company and/or the Registrar and Transfer Agent of the Company
2021	Through Video Conferencing or Other Audio-Visual Means (Deemed Venue: Registered Office of the Company situated at 1, Bishop Lefroy Road, Kolkata – 700 020)	June 25, 2021, at 10:30 am	None
2020	Through Video Conferencing or Other Audio-Visual Means (Deemed Venue: Media Room, TCS House, Raveline Street, Fort, Mumbai-400001)	July 6, 2020 at 10:30 am	None

Postal ballot

Details of special resolutions passed through postal ballot during FY 2022-23:

The Company sought the approval of its shareholders on a specific matter through a Special Resolution by postal ballot by utilizing a remote e-voting process only. The notice of this postal ballot, dated March 30, 2022, was circulated on the same day. Remote e-voting began on March 31, 2022 and concluded on April 29, 2022. On the final day of

remote e-voting, i.e. April 29, 2022, the resolutions were passed with the necessary majority, and the outcomes were declared on April 30, 2022. Please see the information below for a description of the resolutions and details on the voting pattern.

Description of Resolution and Type of resolution	Number of Votes			
	For	%	Against	%
Special Resolution To create, offer, issue and allot equity shares on Preferential Basis, in one or more tranches, 74,59,935 equity shares of the Company having face value of ₹ 1 each, at a price of ₹ 765.16 per equity share, for consideration other than cash, (being swap of shares of Tata Consumer Products UK Group Limited, United Kingdom, a subsidiary of the Company ("TCP UK") towards payment of the total purchase consideration of ₹ 570.80 crores, payable by the Company to Tata Enterprises (Overseas) AG, a minority shareholder of TCP UK, for the acquisition of 2,38,71,793 ordinary shares of £1 each, representing 10.15% of the paid-up capital of TCP UK, held by Proposed Allottee	62,85,32,957	99.98	1,28,287	0.02

Procedure for the postal ballot:

The aforementioned Postal Ballot was conducted solely through the Remote E-Voting process in accordance with the regulations set forth in Sections 108 and 110, as well as other applicable provisions of the Companies Act, 2013 and its corresponding Rules.

Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (FCS: 2303 & COP No. 880), was appointed as Scrutinizer, for conducting the above Postal Ballot through the Remote E-Voting process fairly and transparently and following the provisions of the Companies Act, 2013 and the rules made thereunder.

Details of the special resolution proposed to be conducted through postal ballot:

There are no special resolutions proposed to be conducted through a postal ballot regarding any of the matters to be discussed at the forthcoming AGM.

MEANS OF COMMUNICATION

The Company utilizes various means of communication to keep its shareholders and stakeholders informed of its financial performance, events, and updates. The Company takes various measures to keep its shareholders informed and engaged and strives to maintain transparency and compliance in all its operations. The Company ensures effective communication with its shareholders to keep them informed on various matters that concern them. Below are some of the mode and means of communication which Company does with its shareholder.

Financial Results: One of the ways in which the Company communicates with its shareholders is through financial results. The Company submits its quarterly, half-yearly, and annual reports to the Stock Exchanges and posts them on its website. The Company also publishes quarterly, half-yearly financial in leading newspapers

in India i.e. in Business Standard/Financial Express (All India Edition) (English version) and Sangbad Pratidin/Aajkaal (Bengali version).

Additionally, all quarterly results are emailed to shareholders whose email addresses are registered with the Company/Depository Participants.

These results are also posted on the Company's website at <https://www.tataconsumer.com/investors/investor-relations/results-and-presentation/consolidated-results>.

Annual Report: The Company publishes its annual reports to provide shareholders with an overview of its performance, financial position, and various other information as required by the applicable laws. The Company also sends out Integrated Annual Reports containing the Notice of AGM to shareholders via email to all Members whose email addresses are registered with the Company/Depository Participants in accordance with MCA and SEBI Circulars. Physical copies of the Annual Report are also sent to shareholders who have registered a request to receive it in that format or have requested the Company for physical copies during the year.

Earnings Calls and Investor Presentations: The Company conducts regular earnings calls to discuss its financial performance and outlook with investors and analysts. In addition, it attends investor conferences and investor/analyst meets, schedule whereof is submitted to Stock Exchange and are published on website.

Investors presentations to be made at those earnings calls, investor conferences or investor/analyst meets are beforehand submitted to the Stock Exchanges and are hosted on the Company's website at <https://www.tataconsumer.com/investors/investor-relations/results-and-presentation/analyst-presentation>.

As required by SEBI regulations, recording and transcripts of earnings calls are also submitted to the Stock Exchanges and are hosted on the Company's website at below links. <https://www.tataconsumer.com/investors/financial-information/call-transcripts> and <https://www.tataconsumer.com/investors/financial-information/earnings-call-recordings>

Press Release: The Company issues news releases to communicate important updates, such as significant business developments and corporate governance changes. The Company disseminates information regarding its financial results and significant events through press releases. Before releasing such information in press, those are submitted to the Stock Exchanges and are hosted on the Company's website at <https://www.tataconsumer.com/investors/investor-relations/results-and-presentation/press-releases>.

Website: The Company also utilizes its website www.tataconsumer.com as a valuable tool for providing information related to its business operations, management structure, and the individuals who make up its workforce. Moreover, the website also highlights the company's commitment to sustainability and provides a dedicated section for investors that contains a wealth of information that is required to be made available to the public. This section is specifically designed to cater to the needs and interests of various stakeholders who are invested in the company's success. By providing easy access to relevant information, the Company demonstrates its commitment to transparency and accountability, and empowers its stakeholders to make informed decisions.

Communication related to unclaimed Dividends and updating of records: In cases where dividends remain unclaimed by shareholders, the Company sends out reminder letters to shareholders to encourage them to claim their dividends. This is a proactive measure taken by the Company to ensure that its shareholders receive the benefits of their investments and do not miss out on any financial gains.

Additionally, the Company also send reminders to its shareholders on updates on their critical information required by law, such as their Permanent Account Number (PAN), bank account details, signature, or other important details that may affect their shareholdings. These updates are sent out periodically to ensure that shareholders' records are accurate and up-to-date, and that their investments are secure.

The Company is also committed to adhering to regulations set by the Investor Education and Protection

Fund (IEPF), which provides for transfer of unclaimed dividend and shares to IEPF. The Company notifies its shareholders before any shares are transferred to the IEPF to ensure that they are aware of the implications and can take appropriate actions to prevent such transfers, if necessary.

Social Media: The Company utilizes social media platforms to engage with its stakeholders and provide updates on its activities.

GENERAL SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING: 60th Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, June 6, 2023, at 10.30 a.m through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') facility being provide by the Company pursuant to the MCA circulars and SEBI Circular.

DIVIDEND PAYMENT: Subject to approval by the shareholders at the upcoming AGM, the Board has recommended a dividend of ₹ 8.45 per equity share of Re. 1 each, to be paid out on or after June 8, 2023, and no later than July 5, 2023. Any applicable income tax will be deducted at the source before the dividend is paid out.

FINANCIAL YEAR: The Company follows the financial year as prescribed under the Companies Act, 2013 that is period of 12 months starts from 1st day of April of a year and ending on the 31st day of March of the following year.

LISTING DETAILS OF SHARES OF THE COMPANY: Equity shares of the Company are listed on the following Indian Stock Exchanges:

Name of exchange	Address	Stock Code
BSE Limited ("BSE")	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	500800
National Stock Exchange of India Limited ("NSE")	Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	'TATACONSUM'
The Calcutta Stock Exchange Limited ("CSE")	7, Lyons Range, Kolkata – 700 001	27 (For Physical); 10000027 (For Demat)

The Annual listing fees for FY 2022-23 and FY 2023-24 have been paid to all above Stock Exchanges, as per the invoices raised by them.

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Company's equity shares are traded in dematerialized form on both NSE and BSE. As of March 31, 2023, 98.88% paid-up equity share capital of the Company are in dematerialized mode. The shares are assigned the International Securities Identification Number (ISIN) INE192A01025 under the Depository System.

The two depositories where the shares are available are National Securities Depository Limited, located at Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, and Central Depository Services (India) Limited, located at Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013.

MARKET PRICE DATA – HIGH, LOW, AND NUMBER OF SHARES TRADED DURING EACH MONTH IN THE LAST FINANCIAL YEAR 2022-23

Month	BSE			NSE		
	High ₹	Low ₹	Volume (No. of Shares traded)	High ₹	Low ₹	Volume (No. of Shares traded)
April 2022	836.55	777.25	2,187,781	836.85	779.00	32,823,291
May 2022	831.95	698.10	2,898,926	832.00	698.00	39,450,390
June 2022	780.00	704.00	1,253,904	780.50	703.10	29,390,049
July 2022	823.65	698.00	2,285,587	824.00	697.00	28,659,870
August 2022	825.75	760.70	4,262,775	826.00	760.55	52,161,802
September 2022	861.35	762.05	2,716,741	861.15	762.00	44,576,199
October 2022	804.10	739.10	2,925,293	804.80	738.80	25,672,343
November 2022	821.50	756.70	1,509,049	821.95	756.65	34,216,559
December 2022	822.00	763.50	1,158,520	821.90	763.10	24,374,928
January 2023	780.80	725.35	951,991	781.00	725.05	22,270,132
February 2023	748.30	700.10	1,203,010	748.40	700.00	21,046,042
March 2023	722.95	685.00	1,407,604	723.20	686.60	24,349,759

There was no trading of the Company's shares on CSE during FY 2022-23.

PERFORMANCE OF COMPANY'S SHARE IN COMPARISON TO BROAD-BASED INDICES LIKE S&P BSE SENSEX AND NIFTY 50 ARE GIVEN BELOW

Months	Company's closing price at BSE	S&P BSE Sensex	Company's closing price at NSE	Nifty 50
April 2022	824.20	57060.87	823.75	17102.55
May 2022	764.30	55566.41	759.75	16584.55
June 2022	707.25	53018.94	706.35	15780.25
July 2022	811.55	57570.25	811.65	17158.25
August 2022	809.65	59537.07	809.65	17759.30
September 2022	803.40	57426.92	802.85	17094.35
October 2022	770.10	60746.59	770.15	18012.20
November 2022	818.00	63099.65	818.05	18758.35
December 2022	767.15	60840.74	766.95	18105.30
January 2023	729.40	59549.90	729.50	17662.15
February 2023	714.40	58962.12	715.30	17303.95
March 2023	710.05	58991.52	708.85	17359.75

Note: There was no trading of the Company's shares on CSE during FY 2022-23, hence performance of shares on CSE is not available

PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES

One-year performance				
Closing price	Company's share price on		Indices	
	NSE	BSE	NIFTY 50	S & P Sensex
- As at April 1, 2022	779.95	777.25	17436.9	58,530.73
- As at March 31, 2023	708.85	710.05	17359.75	58991.52
- Growth	↓9.12%	↓8.65%	↓0.44%	↓0.79%

Five-year performance				
Closing price	Company's share price on		Indices	
	NSE	BSE	NIFTY 50	S & P Sensex
- As at April 2, 2018	259.35	260	10151.65	33030.87
- As at March 31, 2023	708.85	710.05	17359.75	58991.52
- Growth	↑173.32%	↑173.10%	↑71.00%	↑78.60%

ADDRESS FOR CORRESPONDENCE FOR INVESTORS/DEPOSIT HOLDERS' QUERIES

Registrar & Transfer Agents:

Name & Address	Phone, Email and website
TSR Consultants Private Limited C-101, 1 st Floor, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai – 400083	Tel:+91-8108118484 Fax:+91-22-66568494 Email:csg-unit@tcplindia.co.in, Website : https://www.tcplindia.co.in

Collection Centers of Registrar & Transfer Agents:

Mumbai

Building 17/19, Office No. 415 Rex Chambers, Ballard Estate,
 Walchand Hirachand Marg, Fort, Mumbai-400 001
 Tel: +91-7304874606

Bangalore

C/o. Mr. D. Nagendra Rao, "Vaghdevi" 543/A, 7th Main
 3rd Cross, Hanumanthnagar, Bengaluru - 560019
 Tel: +91-80-26509004

Kolkata

C/o Link Intime India Private Limited
 Vaishno Chamber, Flat No. 502 & 503
 5th Floor, 6, Brabourne Road, Kolkata - 700001
 Tel: +91-33-40081986

New Delhi

C/o Link Intime India Private Limited
 Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC
 Near Savitri Market, Janakpuri, New Delhi – 110058
 Tel: +91-11-49411000

Jamshedpur

Qtr. No. L-4/5, Main Road, Bistupur
 (Beside Chappan - Bhog Sweet Shop), Jamshedpur - 831001
 Tel: +91-657-2426937

Ahmedabad

C/o Link India Intime Private Limited
 Amarnath Business Centre-1 (ABC-1)
 Beside Gala Business Centre, Nr. St. Xavier's College Corner
 Off. C.G. Road, Ellisbridge, Ahmedabad - 380006
 Tel: +91-79-26465179

Note: The Registrar & Transfer Agent can be contacted between 10:00 a.m. and 5:00 p.m. on any working day (Monday to Friday, excluding bank/public holidays)

Contact details of Compliance Officer

Name and Contact details	Address
Mr. Neelabja Chakrabarty Company Secretary & Compliance Officer Tel: +91 22 61218400 Email: investor.relations@tataconsumer.com	Corporate Office 11/13, Botawala Building, 1st Floor, Office # 2-6 Horniman Circle, Fort, Mumbai- 400 001 Registered office 1, Bishop Lefroy Road, Kolkata – 700 020 Website: www.tataconsumer.com

Contact details of Investor Relations Officer

Name and Contact details	Address
Ms. Nidhi Verma Tel: +91 22 61218400 Email: nidhi.verma@tataconsumer.com	Corporate Office 11/13, Botawala Building, 1 st Floor, Office # 2-6 Horniman Circle, Fort, Mumbai - 400 001 Website: www.tataconsumer.com

SHARE TRANSFER SYSTEM

As per the Listing Regulations, shares cannot be transferred unless they are held in dematerialized mode. Shareholders who hold shares in physical form are advised to convert them into dematerialized mode to avoid the risk of losing shares, fraudulent transactions, and to receive better investor servicing. Only valid transmission or transposition cases that comply with the SEBI guidelines will be processed by the RTA of the Company. To transfer, transmit, or transpose shares in physical form, shareholders should submit them to the office of the Company's Registrar & Share Transfer Agent, TSR Consultants Private Limited, Mumbai, or at their branch offices as specified. The RTA will process these cases only if they are technically found to be complete and in order. The Board has delegated the power to approve the transmission request to the Company Secretary of the Company.

Shareholders are advised to refer the latest SEBI guidelines/circular issued for all the holder holding securities in listed companies in physical form from time to time and keep their KYC detail updated all the time to avoid freezing their folio as prescribed by SEBI.

Distribution of Shareholding as of March 31, 2023

No. of Shares	Holding	Amount (₹)	% to Capital	No. of Holders	% to Total Holders
1 to 500	4,65,56,496	4,65,56,496	5.01	7,88,880	93.14
501 to 1000	1,92,50,117	1,92,50,117	2.07	25,933	3.06
1001 to 2000	2,15,48,509	2,15,48,509	2.32	14,980	1.77
2001 to 3000	1,37,83,075	1,37,83,075	1.48	5,527	0.65
3001 to 4000	1,00,62,887	1,00,62,887	1.08	2,868	0.34
4001 to 5000	86,63,714	86,63,714	0.93	1,893	0.22
5001 to 10000	2,60,16,143	2,60,16,143	2.80	3,703	0.44
Greater than 10000	78,31,30,709	78,31,30,709	84.30	3,241	0.38
Total	92,90,11,650	92,90,11,650	100.00	8,47,025	100.00

Categories of Shareholders as of March 31, 2023

Sr. No.	Particulars	Holdings/Shares held	% to Capital
1	Promoter/ Promoter Group	31,96,29,733	34.41
2	Foreign Portfolio Investor	23,23,60,297	25.01
3	Individuals	18,48,75,262	19.90
4	Insurance Companies	8,19,53,855	8.82
5	Mutual Funds/ alternate investment Fund	5,66,53,175	6.10
6	Bodies Corporate	1,33,58,768	1.44
7	Non Resident Individuals	93,44,878	1.01
8	IEPF A/C	40,35,087	0.43

Sr. No.	Particulars	Holdings/Shares held	% to Capital
9	Financial Institutions/Banks	9,10,942	0.10
10	Custodian/DR Holder	10,61,813	0.11
11	Directors and their Relatives	1,50,513	0.02
12	Government/ President of India	87,970	0.01
13	NBFCs registered with RBI	64,789	0.01
14	Others	2,45,24,568	2.64
Total		929,011,650	100.00

Top Ten Shareholders other than Promoter/ Promoter Group as on March 31, 2023

Sr. No.	Name of the Shareholder	No. of Shares	%
1	Life Insurance Corporation of India	63,538,449	6.84
2	First Sentier Investors ICVC - Stewart Investors Asia Pacific Leaders Sustainability Fund	36,453,575	3.92
3	Government Pension Fund Global	14,897,838	1.60
4	SBI-ETF NIFTY 50	11,407,968	1.23
5	Government of Singapore	8,642,503	0.93
6	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	8,527,132	0.92
7	Vanguard Total International Stock Index Fund	7,983,594	0.86
8	NPS TRUST- A/C SBI Pension Fund Scheme - State Govt	7,562,526	0.81
9	Tata Enterprises (Overseas) AG	7,459,935	0.80
10	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Flexi Cap Fund	6,654,040	0.72

NON-RESIDENT SHAREHOLDERS

The non-resident shareholders are requested to notify the following to the Company in respect of shares held in physical form and to their depository participants in respect of shares held in the dematerialized form:

- Indian address for sending all communications, if not provided so far;
- Change in their residential status on return to India for permanent settlement
- Particulars of Bank Account maintained with a Bank in India, if not furnished earlier
- RBI permission reference number with the date to facilitate credit of dividend in their bank account

GLOBAL DEPOSITORY RECEIPTS ISSUED BY THE COMPANY

The Company has a Global Depository Receipts ("GDR") program wherein Deutsche Bank Trust Company Americas ("Deutsche") was appointed as the exclusive depository for this program. Global Depository Receipts of the Company are listed on the following overseas Stock Exchanges and the underlying equity shares are listed on NSE, BSE and CSE. Each GDR represents one underlying equity share of the Company. The underlying shares against the outstanding GDRs have been allotted in the name of Custodian.

Name of exchange	Address
Luxembourg Stock Exchange	35A Boulevard Joseph II, L-1840 Luxembourg
London Stock Exchange	10 Paternoster Square, London, EC4M 7LS, United Kingdom

As on March 31, 2023, the outstanding Global Depository Receipts ("GDRs") were 1,061,813.

Termination of GDR programme

As the GDR holding as compared to the Paid-up Capital of the Company over the years is very insignificant, the Company has decided to terminate the GDR program and thereby terminate the engagement with Deutsche. The Company will take necessary steps to terminate GDR program and its related aspects and consequently GDR will be delisted from London Stock Exchange and Luxembourg Stock Exchange.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Commodities Tea, Coffee, Salt, and Pulses form a major part of the business of the Company and hence commodity price risk is one of the important risks for the Company. The Company has a robust framework in place to protect its interests from risks arising out of market volatility. Based on continuous monitoring and market intelligence the sales and procurement team take appropriate strategies to deal with the market volatility.

The Company operates in various geographies and is exposed to foreign exchange risk on its various currency exposures. Volatility in currency exchange movements in GBP, USD, CAD, and AUD can have an impact on the Company’s operations. The Company has established foreign currency hedging policies and practices to manage these risks.

COMMODITY RISKS FACED BY THE COMPANY DURING THE YEAR AND HOW THEY ARE MANAGED

Tea is a multi-harvest agricultural commodity and is sold through public auction or by private agreement. Price levels reflect the supply/demand position and as an agricultural crop, the supply/demand balance may change quickly based on the changes in weather conditions. The Company manages these risks by actively managing the sourcing of tea, distribution of source of supply, private purchases, and alternate blending strategies.

Cyclical movement in coffee commodity markets impacts our business. A decline in the coffee terminal prices results in lower realizations for our Coffee Plantation business in India. Whereas, the US branded coffee operations get adversely impacted by the increase in the coffee terminal prices. The Company manages these commodity risks based on appropriate hedging strategies.

For Salt and Pulses, the price fluctuations are managed through active sourcing and commercial negotiations with customers and suppliers. The company’s exposure to market risks for commodities and currencies is detailed in Note 36B under “Financial Risk Management” forming part of Notes to the Consolidated Financial Statements.

PLANT LOCATIONS

1	Periakanal Estate	PO Munnar, Dist. Idukki Kerala – 685612
2	Pullivasal Estate & Tea Packeting Centre	PO Munnar, Dist. Idukki Kerala – 685612
3	Instant Tea Operations	Post Box no. 3, Idukki District, Munnar, Kerala – 685612
	(Including Nullatani factory)	
4	Tetley (Tea Bag) Division	73/74 KPK Menon Road, Willingdon, Island, Kochi, Kerala – 682 003
5	Water Plant	Village Dhaulakuan, Paonta Sahib, District Sirmour, Himachal Pradesh – 173 025

In addition to the above locations, the Company also operates through third-party contract manufacturers at several locations.

CREDIT RATINGS

During the year under review, CARE Ratings Limited (CARE) and ICRA Limited (ICRA) have reaffirmed the ratings for the following instruments of the Company:

Instrument Details	Amount	Reaffirmed Rating
Long-Term Debt (including Non-Convertible Debenture)	₹ 350 Crores	[ICRA] AAA (Stable)
Short Term Debt- Commercial Papers	₹ 715 Crores*	[ICRA] A1+
Fund-based Working capital limits	₹ 400 Crores*	[ICRA] AAA (Stable)/ [ICRA] A1+
Non-Fund Based facility	₹ 24 Crores	[ICRA] A1+
Short Term Instruments - Commercial Papers	₹ 715 Crores*	CARE A1+

*Total borrowing under Commercial papers and fund-based facilities from Banks to remain within an overall limit of ₹ 715 Crore

TRANSFER OF UNCLAIMED AMOUNTS/ SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

As per Sections 124 and 125 of the Act, read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 (collectively referred to as “IEPF Rules”), any dividends or proceeds from the sale of fractional shares that remain unclaimed/unpaid for a period of seven years must be transferred to the IEPF. Additionally, shares with unclaimed dividends for seven consecutive years must be transferred to the Demat Account of the IEPF Authority, except when a court or statutory authority restrains transfer. During FY 2022-23, the Company has transferred unclaimed dividends declared for FY 2014-15 and shares on which dividend(s) remained unclaimed from FY 2014-15 to FY 2021-22 to the IEPF. Information about the transferred dividends and shares is available on the Company’s website- <https://www.tataconsumer.com/investors/investor-information/iepf-related-matters>.

The Company sends reminders to shareholders periodically, urging them to claim their unclaimed dividends to avoid transfer to the IEPF Authority. Notices are also published in newspapers, and the details of unclaimed dividends and shareholders whose shares are eligible for transfer to the IEPF Authority are available on the Company’s website at <https://www.tataconsumer.com/investors/investor-information/letters-sent-to-shareholders>.

Please note that the unclaimed dividend declared for FY 2015-16 on August 24, 2016, along with underlying shares on which dividend remained unclaimed for seven consecutive years, will be transferred to the IEPF by September/October 2023. Shareholders who have not encashed the dividend(s) from FY 2015-16 onwards can forward their claims to the Company's Registrar and Transfer Agents before September 13, 2023, to avoid the transfer of dividend or shares to the IEPF Authority.

However, shareholders can claim back their shares and unclaimed dividends transferred to the IEPF by following the prescribed procedure under the IEPF Rules. The shareholder/claimant must make an online application to the IEPF Authority in e-Form No. IEPF-5 (available at www.iepf.gov.in) and submit the necessary documents to the Company.

The following table provides information about outstanding dividends/sale proceeds from fractional shares and their respective due dates for claiming it from the Company

Financial year ended	Date of payment	Nature of Payment	Last Date to claim
March 31, 2016	August 26, 2016	Dividend	September 13, 2023
March 31, 2017	August 21, 2017	Dividend	September 06, 2024
March 31, 2018	July 09, 2018	Dividend	July 25, 2025
March 31, 2019	June 13, 2019	Dividend	June 26, 2026
March 31, 2020	July 08, 2020	Dividend	July 30, 2027
March 31, 2021	May 28, 2020	Sale proceeds from fractional shares	May 24, 2027
March 31, 2021	June 29, 2021	Dividend	July 17, 2028
March 31, 2022	June 29, 2022	Dividend	July 19, 2029

OTHER DISCLOSURES

1. Disclosure on materially significant related party transactions: During the year, the Company has not entered any materially significant related party transactions that may have potential conflict with the interests of the Company at large. Details of related party transaction is provided in the accompanied financial statements. The policy for related party transactions can be accessed at the Company website at <https://www.tataconsumer.com/investors/policies>.

2. Disclosure on instance of non-compliance: There has been no instance of non-compliance on any matter related to capital markets during the last three financial years for which stock exchange(s) or SEBI or any statutory authority has levied any penalties, strictures imposed on the Company.

3. Disclosure on Vigil mechanism/whistleblower policy: Details of establishment of vigil mechanism, whistleblower policy has been provided in the Board's Report

4. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been provided in the Board's Report.

5. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements: The Company has complied with all mandatory requirements of the Listing Regulations for FY 2022-23 and details of discretionary requirements under Part E of Schedule II of the Listing Regulations to the extent they have been adopted are mentioned below:

- Maintenance of Chairman's office: The Non-Executive Chairman has a separate office which is not maintained by the Company.
- Shareholders' Rights: The quarterly and half-yearly financial performance along with significant events are published in the newspapers, hosted on the Company's website and are also emailed to the shareholders who have registered their email ids with the Company/Depositories
- Modified Opinion in Auditors' Report: The Company's financial statements for the year 2022-23 do not contain any modified audit opinion.
- The Chairman of the Board is Non-Executive Director and not related to the Managing Director & Chief Executive Officer ('MD&CEO') of the Company. A clear distinction exists between the roles and duties of the Chairman and those of the Managing Director & CEO.
- Reporting of Internal Auditor: The Internal Auditor functionally reports to the Audit Committee and participates in the meetings of the Audit Committee and presents internal audit observations to the Audit Committee.

6. Disclosure of utilization of funds raised through preferential allotment or qualified institutions placement:

During the year under review, the preferential allotment made by the Company was for consideration other than cash, discharged by swap of shares. As no funds were raised through preferential allotment, disclosure regarding of utilization of funds raised through preferential allotment as specified under Regulation 32 (7A) is not required. The Company has not made any qualified institutions placement during the year.

7. Details of Consolidated Fees paid/payable to Statutory Auditors:

Total fees paid /payable for all services availed by the Company and its subsidiaries during FY 2022-23, on a consolidated basis, to Deloitte Haskins & Sells LLP, the Statutory Auditors of the Company and all entities in the network firm/

9. Disclosure on Material Subsidiaries:

In compliance with the Listing Regulations, the Board has formulated the Policy for determining Material Subsidiaries. The policy is available at the Company's website and can be accessed at the link <https://www.tataconsumer.com/investors/policies>.

Name of Material Subsidiaries	Details of Incorporation		Details of Statutory Auditor	
	Place	Date	Name	Date of appointment
Tata Consumer Products UK Group Limited	United Kingdom	September 3, 1999	Deloitte LLP	August 18, 2017
Tata Consumer Products GB Limited	United Kingdom	February 9, 1995	Deloitte LLP	August 18, 2017
Eight O'Clock Coffee Company Limited (EOC)	Delaware	September 18, 2003	(Refer Note)	

Note: There is no requirement of statutory audit to be carried out on the financial statements of EOC. However, for the purposes of inclusion of the financial information of the entity into the consolidated financial statements of the TCP group for the year ended March 31, 2023, the statutory auditors of the Company- Deloitte Haskins and Sells LLP, India, have carried out audit procedures that they deem necessary for the purpose.

In compliance with the Listing Regulation, the Company has appointed Mr. Bharat Puri, an Independent Director of the Company, to serve as an Independent Director on the Board of two material unlisted foreign subsidiaries of the Company - Tata Consumer Products GB Limited and Tata Consumer Products UK Group Limited, both based in the United Kingdom. Similarly, Mr. Siraj Chaudhry, another Independent Director of the Company, has been appointed as an Independent Director on the Board of the Eight O'Clock Coffee Company Limited, a material unlisted subsidiary of the Company based in the United States of America. This appointment ensures that the subsidiary benefits from the guidance and expertise of an experienced Independent Director, who can help to ensure that the subsidiary is well-managed and operates with integrity.

10. Disclosure on loans or advances:

There have been no loans or advances extended by the Company or

network entity of which the Statutory Auditors is a part, are given below:

Type of Services/Fees	Amount in Crores
Statutory Audit Fees	11.88
Other services include reimbursement of expenses	2.83
Total	14.70

8. Disclosure on Compliance with Accounting Standard:

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules thereunder. The Significant Accounting Policies which are consistently applied have been set out in the notes to the financial statements.

its subsidiaries, which bear resemblance to loans, to any firms or companies where the Directors of the Company hold an interest.

11. CEO/CFO Certification:

Pursuant to the provisions outlined in Regulation 17(8) of the Listing Regulations, both the Managing Director & CEO and Chief Financial Officer (CFO) have issued a joint certificate verifying that the financial statements are free from any materially false statement, and accurately reflect the Company's current state of affairs. The said certificate has been appended as **Annexure 2** to this report.

12. Certificate confirming non-debarment and non-disqualified of Directors:

Dr. Asim Kumar Chattopadhyay, a Practicing Company Secretary, has issued a certificate certifying that none of the Directors serving on the Board of the Company have been debarred or disqualified from being appointed

or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The said certificate has been appended as **Annexure 3** to this report.

13. Compliance with Corporate Governance requirements:

The Company has complied with requirements of Corporate Governance set forth in Regulation 17 to 27, as well as Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing

Regulations”), as applicable. The Company also has complied with all the mandatory requirements of Corporate Governance as specified in sub paras (2) to (10) of Part C of Schedule V of the SEBI Listing Regulations

14. Certificate On Corporate Governance: Dr. Asim Kumar Chattopadhyay, a Practicing Company Secretary, has issued a Compliance Certificate in accordance with Schedule V of the Listing Regulations, attesting to the Company’s adherence to the Corporate Governance conditions. The said certificate has been appended as **Annexure 4** to this report.

15. Links of key information available on the website:

Particulars	Website links
Basic Information	https://www.tataconsumer.com/investors/company-information
Composition and profile of the Board of Directors	https://www.tataconsumer.com/about/leadership
Detail of Committees and its Charters	
Terms and conditions of appointment of Independent Directors	https://www.tataconsumer.com/corporate-governance/compliances-and-filings
Code of conduct for Non-Executive Directors	
Familiarisation programme for Independent Directors	
Quarterly Shareholding Pattern	https://www.tataconsumer.com/investors/investor-relations/shareholding-pattern
Quarterly Corporate Governance Report	https://www.tataconsumer.com/corporate-governance/Compliances
General Meeting	https://www.tataconsumer.com/investors/investor-information/agm/agm-webcast-recording
Postal Ballots	https://www.tataconsumer.com/investors/shareholder-information/postal-ballots
Amalgamation and Scheme of Arrangement	https://www.tataconsumer.com/investors/scheme-of-amalgamation/tc-tcplb-with-tcpl
Communication relating to IEPF and details of Unclaimed dividend amount(s)	https://www.tataconsumer.com/investors/investor-information/iepf-related-matters
Communication relating to Dividend and Other Corporate Actions and unclaimed dividends	https://www.tataconsumer.com/investors/investor-information/unclaimed-dividend
Communication to Shareholders	https://www.tataconsumer.com/investors/investor-information/letters-sent-to-shareholders
Sustainability Initiatives including CSR Projects	https://www.tataconsumer.com/sustainability
Financials Results, Investors Presentations, Press Releases, Earnings Call Transcripts & Recordings	https://www.tataconsumer.com/investors/investor-relations/results-and-presentation/consolidated-results
Interactive Analysis Tool - Quarterly and Annual	https://www.tataconsumer.com/investors/financial-information/quarterly-results-interactive-analysis-tool
Corporate Policies and Codes	https://www.tataconsumer.com/investors/policies

16. Links of following corporate policies and Codes: <https://www.tataconsumer.com/investors/policies>

- Tata Code of Conduct
- Whistle Blower Policy
- Policy on Nomination, Appointment and Removal of Directors
- Remuneration Policy of Directors, KMPs, and other employees (including Criteria for making payments to Non-Executive Directors)
- Dividend Distribution Policy
- Corporate Social Responsibility Policy
- Policy on Related Party Transactions
- Policy for determining Material Subsidiaries
- Policy on determining Materiality for Disclosure
- Code for Corporate Disclosure Practices
- Document Retention Policy
- Archival Policy
- Tata Affirmative Action Policy
- Anti-Bribery and Anti-Corruption Policy
- Prevention of Sexual Harassment Policy
- Anti-Money Laundering Policy
- Gifts and Hospitality Policy
- Group health safety and well-being policy
- Business and human rights policy

GREEN INITIATIVE

As a responsible corporate entity, the Company wholeheartedly endorses and supports the 'Green Initiative' launched by the Ministry of Corporate Affairs, Government of India. This initiative facilitates electronic delivery of documents, including the Annual Report, quarterly and half-yearly results, and other such documents, to shareholders' registered e-mail addresses with their DPs or with the Company or its RTA. We urge shareholders who have not yet registered their e-mail addresses to do so without delay. Shareholders who hold shares in Demat form can register their e-mail address with their respective DPs. For shareholders who hold shares in physical form, we kindly request that they register their e-mail addresses with the RTA by sending a signed letter, quoting their Folio Number details.

ANNEXURE 1 OF CORPORATE GOVERNANCE REPORT

DECLARATION BY THE CEO ON CODE OF CONDUCT

[Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Sunil D'Souza, Managing Director and CEO of the Company, hereby declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct, as applicable to them, in respect of the financial year 2022-23.

For Tata Consumer Products Limited

Sunil D'Souza
Managing Director & CEO
DIN: 07194259

Mumbai, April 25, 2023

ANNEXURE 2 OF CORPORATE GOVERNANCE REPORT

CEO/CFO CERTIFICATION IN RESPECT OF FINANCIAL STATEMENTS AND CASH FLOW STATEMENT

[Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] For the Financial Year ended March 31, 2023

We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2023, and we hereby certify and confirm to the best of our knowledge and belief the following:

- The Financial Statements and Cash Flow statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- The Financial Statements and the Cash Flow Statement together present a true and fair view of the affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations.
- There are no transactions entered in to by the Company during the year ended March 31, 2023, which are fraudulent, illegal or violative of Company's Code of Conduct.
- We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of these internal control systems of the Company pertaining to financial reporting. Deficiencies noted, if any, are discussed with the Auditors and Audit Committee, as appropriate, and suitable actions are taken to rectify the same.
- There have been no significant changes in the above-mentioned internal controls over financial reporting during the relevant period.
- That there have been no significant changes in the accounting policies during the relevant period.
- We have not noticed any fraud particularly those involving the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

For Tata Consumer Products Limited

Sunil D'Souza
Managing Director & CEO
DIN: 07194259

Sivakumar Sivasankaran
Chief Financial Officer

Mumbai, April 25, 2023

ANNEXURE 3 OF CORPORATE GOVERNANCE REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V pare C Clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Tata Consumer Products Limited
1, Bishop Lefroy Road,
Kolkata – 700 020

I have examined the relevant registers, records, forms returns and disclosures received from the Directors of **Tata Consumer Products Limited (CIN: L15491WB1962PLC031425)** and having registered office at 1, Bishop Lefroy Road, Kolkata – 700020 (hereinafter referred to as “the Company”) produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) and Schedule V Para C clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications [including Directors Identification Number (DIN)] status at the portal www.mca.gov.in, as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2023 has been debarred or disqualified from being appointed or continuing as Directors of the Companies by the SEBI, MCA or any such other Statutory Authority.

Sl No	DIN/DPIN/PAN	Full Name	Date of Appointment
1	00043265	Shikha Sanjaya Sharma	07/05/2019
2	00121863	Chandrasekaran Natarajan	03/07/2017
3	00161853	Siraj Azmat Chaudhry	03/07/2017
4	00423616	Lakshmanan Krishna Kumar	01/04/2013
5	01099097	Kodumudi Pranatharthiharan Krishnan	22/10/2021
6	02173566	Bharat Tilakraj Puri	07/05/2019
7	02762983	Pathamadai Balachandran Balaji	08/08/2020
8	07194259	Sunil Alaric Dsouza	04/04/2020
9	09584874	David Francis Crean	04/05/2022

Ensuring the eligibility for appointment / continuity of every director on the Board is responsibility of the Management of the Company. My responsibility is to express an opinion based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

UDIN: F002303E000167875
Date: 21/04/2023
Place: Kolkata

Dr. Asim Kumar Chattopadhyay
Practicing Company Secretary
FCS : 2303 CP: 880
PR No.–792/2020

ANNEXURE 4 OF CORPORATE GOVERNANCE REPORT

PRACTISING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of TATA CONSUMER PRODUCTS LIMITED

I have examined the compliance of the conditions of Corporate Governance by Tata Consumer Products Limited ("the Company") for the year ended on 31st March 2023, as stipulated in the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 as amended from time to time (hereinafter collectively referred to as "Listing Regulations");

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations during the year ended 31st March, 2023.

I state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

UDIN: F002303E000167875

Date: 25/04/2023

Place: Kolkata

Dr. Asim Kumar Chattopadhyay
Practicing Company Secretary

FCS : 2303 CP: 880

PR No.-792/2020

Business Responsibility and Sustainability Report (BRSR)

SECTION A - GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY

1. Corporate Identity number:	L15491WB1962PLC031425
2. Name of the Listed Entity:	Tata Consumer Products Limited ("TCPL")
3. Year of incorporation:	18-10-1962
4. Registered office address:	1, Bishop Lefroy Road, Kolkata - 700020
5. Corporate address:	11/13, Botawala Building, 1st Floor, Office # 2-6 Horniman Circle, Fort, Mumbai- 400 001
6. E-mail:	Investor.relations@tataconsumer.com
7. Telephone:	022-61218400
8. Website:	www.tataconsumer.com
9. Financial year for which reporting is being done:	2022-2023
10. Name of the Stock Exchange(s) where shares are listed:	BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited
11. Paid-up Capital:	INR 929011650/-
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:	Mr. Vishwa Bandhu Bhattacharya Director, Sustainability Tel: +91-022-61218400 vishwa.bhattacharya@tataconsumer.com
13. Reporting boundary:	Report is done on a standalone basis

II. PRODUCTS/SERVICES

SL No	Activity	Description of Main Activity
14	Details of business activities (accounting for 90% of the turnover):	Processing and blending of tea including the manufacture of instant tea, trading of coffee products, manufacture of mineral water, trading of Salt, manufacture of food ingredients and sweeteners, wholesale of pulses and spices.
15	Products/Services sold by the entity (accounting for 90% of the entity's Turnover):	Packaged Beverages: Tea, Coffee and Water Packaged Food: Edible Salt, Pulses and Spices

III. OPERATIONS

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	21	12	33
International	Not Applicable		

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of states)	28
Total	28

b. What is the contribution of exports as a percentage of the total turnover of the entity?

3.98%

c. A brief on types of customers

TCPL products comes under Beverages and Food categories. Under Beverages, our products include Tea, coffee and water (Liquid Beverages). Under food portfolio, items included are salt, pulses, spices, ready-to-cook mixes and mini meals.

TCPL caters the demands of two types of customers which are mentioned as below:

- 1) Intermediary customers including retailer, reseller, distributor, channel partner or a broker who are critical links through which the resources are routed.
- 2) End Consumers who buy and consume our products regularly through intermediate platforms.

IV. EMPLOYEES

18. Details as at the end of Financial Year:

a. Employees and workers (including differently-abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1	Permanent (D)	1304	1125	86%	179	14%
2	Other than Permanent (E)	-	-	-	-	-
3	Total employees (D + E)	1304	1125	86%	179	14%
Workers						
1	Permanent (D)	1736	1044	60%	692	40%
2	Other than Permanent(E)	1493	1362	91%	121	9%
3	Total employees (D + E)	3229	2406	75%	823	25%

b. Differently-abled Employees and workers

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1	Permanent (D)	3	2	67%	1	33%
2	Other than Permanent (E)	-	-	-	-	-
3	Total employees (D + E)	3	2	67%	1	33%
Workers						
1	Permanent (D)	15	11	73%	4	27%
2	Other than Permanent(E)	-	-	-	-	-
3	Total employees (D + E)	15	11	73%	4	27%

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	9	1	11%
Key Management Personnel (Excluding KMP already covered under BoD)	2	0	0%

20. Turnover rate for permanent employees

	FY 2022-23			FY 2021-22*			FY 2020-21*		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	22%	22%	22%	19%	14%	18%	12%	9%	12%
Permanent Workers	5%	3%	4%	2%	1%	2%	7%	5%	6%

* - Calculation methodology updated as per BRSR Guidelines.

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	Country of Incorporation	% of shares held by listed entity*	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Tata Consumer Products UK Group Limited	Subsidiary	UK	100%	No, the subsidiaries, associate companies, and joint ventures listed in column A, does not participate in the Business Responsibility initiatives
Subsidiaries of Tata Consumer Products UK Group Limited					
2.	Tata Global Beverages Holdings Limited	Subsidiary	UK	100%	
3.	Tata Global Beverages Services Limited	Subsidiary	UK	100%	
4.	Tata Consumer Products GB Limited	Subsidiary	UK	100%	
5.	Tata Consumer Products Overseas Holdings Limited	Subsidiary	UK	100%	
6.	Tata Global Beverages Overseas Limited	Subsidiary	UK	100%	
7.	Lyons Tetley Limited	Subsidiary	UK	100%	
8.	Drassington Limited	Subsidiary	UK	100%	
9.	Teapigs Limited	Subsidiary	UK	100%	
10.	Teapigs US LLC	Subsidiary	USA	100%	
11.	Stansand Limited	Subsidiary	UK	100%	
12.	Stansand (Brokers) Limited	Subsidiary	UK	100%	
13.	Stansand (Africa) Limited	Subsidiary	Kenya	100%	
14.	Stansand (Central Africa) Limited	Subsidiary	Malawi	100%	
15.	Tata Consumer Products Polska sp.zo.o	Subsidiary	Poland	100%	
16.	Tata Consumer Products US Holdings Inc	Subsidiary	USA	100%	
17.	Tetley USA Inc.	Subsidiary	USA	100%	
18.	Tata Waters LLC	Subsidiary	USA	100%	
19.	Good Earth Corporation	Subsidiary	USA	100%	

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	Country of Incorporation	% of shares held by listed entity*	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
20.	Good Earth Teas Inc.	Subsidiary	USA	100%	
21.	Tata Consumer Products Canada Inc.	Subsidiary	Canada	100%	
22.	Tata Consumer Products Australia Pty Limited	Subsidiary	Australia	100%	
23.	Earth Rules Pty Limited	Subsidiary	Australia	100%	
24.	Tata Global Beverages Investments Limited	Subsidiary	UK	100%	
25.	Campestres Holdings Limited	Subsidiary	Cyprus	100%	
26.	Kahutara Holdings Limited	Subsidiary	Cyprus	100%	
27.	Suntyno Holding Limited	Subsidiary	Cyprus	100%	
28.	Onomento Co Limited	Subsidiary	Cyprus	100%	
29.	Joekels Tea Packers (Proprietary) Limited	Subsidiary	South Africa	75%	
30.	Tetley ACI (Bangladesh) Limited (converted from JV to Subsidiary w.e.f. February 9, 2023)	Subsidiary	Bangladesh	100%	
31.	Tata Consumer Products Capital Limited	Subsidiary	UK	100%	
32.	Tata Coffee Limited	Subsidiary	India	57.48%	
Subsidiaries of Tata Coffee Limited					
33.	Tata Coffee Vietnam Company Limited	Subsidiary	Vietnam	100%	
34.	Consolidated Coffee Inc.	Subsidiary	USA	100%	
Subsidiaries of Consolidated Coffee Inc.					
35.	Eight O'Clock Holdings Inc.	Subsidiary	USA	100%	
36.	Eight O'Clock Coffee Company.	Subsidiary	USA	100%	
37.	Tata Tea Extractions Inc.	Subsidiary	USA	100%	
38.	NourishCo Beverages Limited	Subsidiary	India	100%	
39.	Tata Consumer Soulfull Private Limited	Subsidiary	India	100%	
40.	Tata Tea Holdings Private Limited	Subsidiary	India	100%	
41.	Tata Smartfoodz Limited	Subsidiary	India	100%	
42.	TRIL Constructions Limited	Subsidiary	India	80.46%#	
43.	TCPL Beverages & Foods Limited	Subsidiary	India	100%	
44.	Tata Starbucks Private Limited	Joint Venture	India	50%	
45.	Tetley Clover (Pvt) Limited (under liquidation)	Joint Venture	Pakistan	50%	
46.	Amalgamated Plantations Pvt. Limited	Associate	India	41.03%	
47.	Kanan Devan Hills Plantation Co. Pvt. Limited	Associate	India	28.52%	

*The indicated percentage of shares held in step-down subsidiaries represents the percentage held by the Company and/or by its subsidiaries.

#on a fully diluted basis

VI. CSR DETAILS

- 22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes
- (ii) Turnover (in ₹): 8538.82 Crores
- (iii) Net worth (in ₹): 12689.58 Crores

VI. TRANSPARENCY AND DISCLOSURES COMPLIANCES

- 23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2022-23			FY 2021-22		
	(If Yes, then provide web-link for grievance redress policy)	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	NIL	0	0	NIL
Investors	Yes	0	0	NIL	0	0	NIL
Shareholders	Yes	90	4	NIL	46	0	NIL
Employees and workers	Yes	8	2	We are currently in the process of evaluating the pending complaints; Appropriate action will be taken in case anyone found guilty.	10	0	NIL
Customers	Yes	1994	71		2051	0	NIL
Value Chain Partners	Yes	10	1		8	0	NIL
Others (please specify)	Yes	6	3		4	0	NIL

Tata Consumer Products Ltd has adopted the Tata Code of Conduct for ethical business conduct for all other stakeholders (employees, vendors, consultants, suppliers, and directors). Any divergence from the Code of Conduct, rules, or corporate law must be reported by all parties involved with the organisation. We have a grievance redressal mechanism which covers all our stakeholders. The Ethics & Compliance Hotline has been established for reporting problems. An independent Third-Party Provider-supported whistle-blower process is set up so that any issues can be disclosed without fear of victimisation, retaliation, or reprisal. We make sure that all complaints are looked into by designated ethics and compliance personnel, and appropriate measures are taken against individuals who are found to be at fault.

Reporting Channel	Country	Contact Information
Phone	India	1800 3000 0053
	United States	1 844 3710 217
	UK	0808 234 1815
	Other Countries	+2712 543 5809
Email	All countries	tataconsumer@ethicshelpline.in
Web Portal	All countries	www.in.kpmg.com/ ethicshelpline.in
Fax	India	Dial 1800 3000 0053 and select option 2 on IVR
	All countries	+2712 5431 547
PostBox	All countries	P. O. Box No 71, DLF Phase 1, Qutub Enclave, Gurgaon -122002, Haryana, India.

The Ethics & Compliance Helpline forwards complaints to the assigned ethics and compliance personnel for assessment and investigation. In situations requiring impartiality, external independent parties are requested to assist. The company ensures confidentiality by not mandating the disclosure of identity while submitting a complaint. Upon lodging a complaint, the complainant is assigned a distinctive case reference number which can be utilized to check the complaint's status after 45 days. If the complainant encounters any form of retaliation or victimization after reporting an incident through the Vigil Mechanism Whistle Blower Policy, they can contact the Ethics Committee for assistance.

Our Ethical Tea Partnership programs have enabled us to establish one thousand community structures, including Child Protection Committees (CPC), Mothers' committees, Panchayati Raj Institutions (PRI), and School Management Committees (SMC) across 205 tea estates, as part of our CSR initiatives. With the support of tea management, these committees have effectively addressed child protection concerns. The committees have been instrumental in safeguarding children from abuse and overseeing protection-related issues affecting them. They take action to address these concerns, with a focus on preventing harmful practices like child marriage, abuse, exploitation, neglect, and violence.

If adolescents have any concerns, they can report them to various personnel, including management staff, welfare officers, line chowkidar, school/college teachers, Auxiliary Nurse Midwife (ANM), Accredited Social Health Activist (ASHA), Anganwadi Workers (AWW), Child Protection Committee, Police, 1098 ChildLine, and the District Administration. Efforts to establish and enhance referral mechanisms with governance structures at the village and district levels are ongoing.

24. Overview of the entity's material responsible business conduct issues : Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

In the last financial year, we adopted a consultative approach to arrive at our material issues. Through internal and external stakeholder consultations on ESG related challenges, we arrived at the following key priority areas based on stakeholder responses, sectoral and peer analysis, and alignment with Indian and global ESG standards. The Materiality section of the annual report provides more detail on the materiality approach, methods, and results. The annual report has also expanded the risk management, which covers ESG-related topics.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Consumer Connect	Opportunity, Risk	<p>Opportunity: Ever since the pandemic, we have observed a drastic change in consumer behaviour globally. A shift is observed towards trusted brands and health and wellness focussed products. TCPL has identified opportunities in this situation and is positioning to leverage upcoming opportunities.</p> <p>Risk: Consumer preferences and our ability to adapt to changing trends influence the performance of our products.</p>	<p>We track consumer trends which propel our innovations</p> <ul style="list-style-type: none"> Deployment of a dedicated innovation funnel, to analyse the evolving changes in consumer preferences With multiple launches/ extensions within key brands, the innovation pace was accelerated in the previous years. Included the use of technology for project tracking and put in place a clearly defined NPD stage gate mechanism. 	<p>Positive: Consumer satisfaction and well-being is our prime focus. We develop products keeping the same in mind and believe this will enhance brand loyalty as well.</p>

2	Access to nutrition	Opportunity	<p>Opportunity Access to the right healthy products will help to a large extent in addressing the issues of malnutrition and eating right.</p> <p>Risk Social risks in the value chain</p>	<p>We have a dedicated sales and distribution network equipped to enhance the reach to Indian consumers in urban and rural areas. In addition, we always focus on creating affordable, healthy products accessible to all, safeguarding human rights in our value chain (E.g., extension of the Tata Code of Conduct and the Human Rights principles, ensuring minimum wages, avoidance of forced and child labour)</p>	<p>Positive: Reaching wider consumer segments through enhanced sales and distribution chains and stepping into D2C and e-commerce segments.</p> <p>With the above expansion, we ensure that our policies and good practices will create a positive impact across the product life cycle.</p>
3	Product Stewardship	Opportunity, Risk	<p>Opportunity: Safety issues, reputational damage, financial losses, and product recalls will arise due to poor quality products. Along with the new shift in choice of products, consumers are increasingly curious about the impacts of products at various lifecycle stages including packing material used and waste generated.</p> <p>Risk : Brand image and food safety issues can arise due to counterfeit products.</p>	<p>TCPL has established a company-wide quality assurance programme along with product testing and traceability. The suppliers associated with us are required to establish and adhere with clear and strict norms for raw material safety and quality. Residue testing is performed across all verified entities in all regions. Apart from this, we are working to develop sustainable packaging.</p>	<p>Positive: With the help of technology, enhancing product safety and quality can be enhanced and counterfeit products managed.</p>
4	Circular Economy		<p>Opportunity: With depleting natural resources and rising material costs, shifting to circular models is both cost effective and future-proof.</p> <p>Risk: No technology is available for 100% recycling and reuse of material. Due to non-scalability, the associated costs of transitioning to a circular economy are high.</p>	<p>We ensure that there is no compromise on product quality and safety as we remain committed to efficient resource consumption and optimized packaging. We are dealing with challenges such as cost, market performance, consumer protection, as well as water and waste management, hence we ensure that our packaging is fit-for-purpose and is made from low impact material, or recyclable material.</p>	<p>Positive: Creating a more resilient business through less dependence on virgin, non-renewable material and fresh water sources.</p> <p>Negative: Increased cost of recycling and recycled packaging</p>

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	https://www.tataconsumer.com/investors/policies								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications/labels/standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	GRI standard	FSSC22000, Trustea Certification, ISO 9001, GRI standard	ISO 45001, SA8000, Trustea Certification, GRI standard	Trustea Certification, GRI standard	SA8000, UNICEF-Ethical Tea Partnership Program, GRI standard	ISO 14001, Rainforest Alliance Certifications, Trustea Certification, GRI standard	GRI standard	SA8000, UNICEF-Ethical Tea Partnership Program, GRI standard	Trustea Certification, GRI standard
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Y	Y	Y	Y	Y	Y	Y	Y	Y

6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.

At TCPL, every department/function establishes annual internal targets and goals that are linked to KRAs and the appraisal process. These targets are reviewed review of these targets happens on a monthly/quarterly basis, and updates for the same are discussed at Executive Committee meetings. We disclosed our ESG commitments in the reporting year (FY 23) this year in accordance with our strategy, and thus we will report on our progress towards meeting those commitments starting from the following year.

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements:

Continuing our journey of enhancing sustainability, we have taken significant steps to improve our ESG disclosures and are committed to keeping our stakeholders updated about TCPL's ESG progress. We have made progress in implementing our sustainability strategy which we call 'For Better Living'. Bringing this strategy to life means that we aim to continually improve our performance on the strategy's four key pillars, namely, planet, sourcing, nutrition, and communities.

As part of our efforts to reduce our environmental footprint, we remain committed to water stewardship through our flagship initiative, Project Jalodari. We are also working to achieve net zero status and are systematically transitioning to a circular economy to ensure efficient resource use. All of our beverages manufacturing units are zero waste to landfill, and we are implementing the Extended Producer Responsibility (EPR) Plan to collect and recycle the equivalent of 100% of the packaging for our Beverages, Foods, and RTD divisions. TCPL is also formulating a strategy that which will help preserve biodiversity.

As consumers become more conscious about the environmental and social impact of the products that they use, we have prioritized traceability of our products and strive to ensure the sustainability of raw materials. While 100% of our salt is sustainably produced, collaborations with Trustea and Rainforest Alliance ensure that most of our tea is sustainably sourced. Human rights in our value chain is of high importance to us and is a requirement in our Supplier Code of Conduct. Additionally, SA 8000 norms are incorporated in the agreements we have with supply partners/ vendors.

In response to consumers' and investors' growing expectations of better nutrition and related information from food and beverage brands, we endeavour to deliver products that meet consumers' needs. We also assist them with making appropriate nutrition choices by making available accurate information on packaging and through other touchpoints such as social and mass media platforms, communication campaigns etc.

We are committed to ensuring a safe, inclusive, and rewarding work environment for our employees. We help build resilient communities and work with government and regulatory bodies to effect positive change among the wider community. We also endeavor to uphold the trust investors place in us, by ensuring high levels of transparency and excellence in corporate governance.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility Policy (ies).

Mr Sunil D'Souza
Managing Director & CEO

9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.

Yes. The Board's Corporate Social Responsibility & Sustainability Committee meets at least twice a year to review the Company's sustainability and CSR performance. Further, the Board, which meets at least four times per year, reviews the Company's Sustainability performance on a quarterly basis.

10. Details of Review of NGRBCs by the Company:

	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee									Frequency (Annually/ Half-yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Corporate Social Responsibility & Sustainability Committee and Board									Half-yearly								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Corporate Social Responsibility & Sustainability Committee and Board									Half-yearly								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*

Y* : Yes, British Standards Institution [BSI] has provided a limited assurance on GHG emissions and non-financial sustainability disclosures based on GRI Standards.

Also, limited assurance is being carried out by BSI for FY 23 for this BRSR document. Further, once every two years TCPL undergoes the Tata Business Excellence Model (TBEM) Assessment.

The Tata group created the TBEM matrix to provide strategic direction and drive business improvements. The business excellence assessment model, which aims to enable Tata group companies to capture the best global business processes and practices, provides Tata group companies with the inherent efficacy to evolve and keep pace with ever-changing business performance parameters. The main objectives of the TBEM assessment methodology are: increasing value for all stakeholders and contribute to market success; maximising enterprise-wide effectiveness, and capabilities; and providing organisational and personal learning.

All our ISO 14001 certified units have a site-level Environment, Health, and Safety Policy consistent with the Group Health, Safety, and Wellbeing Policy and the Sustainability and Corporate Social Responsibility Policy. The implementation of the Management System (both environmental and safety) is assured by half-yearly internal audits and annual external audits. Moreover, we have a dedicated team assisting units and offices with certification preparation and initiatives.

12. If answer to question (1) above is “No” i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
BOD	1	Anti-Bribery and Anti-Corruption, Gifts and Hospitality Policies	100%
Key Managerial Personnel	1	Anti-Bribery and Anti-Corruption, Gifts and Hospitality Policies	100 %
Employees other than BoD and KMPs	193	TCOC – Awareness, Complaint Management Process and Consequence Management.	72%
Workers	48	POSH – POSH policy as laid by Govt of India as well as TCPL (Gender neutral). Awareness, Complaint management and Dos and Don'ts.	100%
		E-learning module available on TCPL source on Anti Bribery and Anti-Corruption, Gifts and Hospitality Policies.	100%
		Face to face training given on Anti Bribery and Anti-Corruption, Gifts and Hospitality Policies.	
		Leadership Voyages: Covering the 6 strategic pillars of TCP.	97%
		Financial Acumen for HR. Management trainees (Program 1. Getting in the Flow; Program 2. Gaining Momentum; Program 3: Final Transition).	
		TMTC Open programs (such as Fundamentals of Data Analytics for Everyone, Mindful Leadership, Powering Team Collaboration, Art of Business Storytelling, Coachworks etc.).	
		TMTC Open workshops: Learning Latitudes; Roadshow.	
		P.A.C.E: Propel with Agility and Commercial Acumen (specifically for Sales TSEs and ASMs).	
		S.O.A.R: First-time Manager Program Catalyst (Self-paced and VILTs):	
		Agility, Commercial Acumen, Digital Transformation, Collaboration, Influence, Innovation, Purpose, Empathy, Design Thinking, Data Analytics and Project Management.	
		TCOC – Awareness, Complaint Management Process and Consequence Management.	98%
		POSH – POSH policy as laid down by Govt of India as well as TCPL (Gender neutral). Awareness, Complaint Management and Dos and Don'ts.	32%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	Nil	Nil	Nil	Nil	Nil
Settlement	Nil	Nil	Nil	Nil	Nil
Compounding Fee	Nil	Nil	Nil	Nil	Nil
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed. **Not Applicable**

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, we have an Anti-Bribery and Anti-Corruption Policy in place. This policy is readily available and can be accessed through the following link: <https://www.tataconsumer.com/sites/g/files/gfwrlq316/files/2021-10/anti-bribery-and-anti-corruption-policy.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY2023	FY 2022
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

	FY2023	FY 2022
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	0
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	0

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. Not Applicable

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively

	FY 2023	FY 2022	Details of improvements in environmental and social impacts
R&D	38%	23%	Developing health & wellness related products, enable communication of benefits of these products objectively to consumers and creating sustainable packaging solutions. Actively investing in solar energy to fulfill its energy requirements.
Capex	11%	3%	

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) If yes, what percentage of inputs were sourced sustainably?

Yes, we have procedures in place for sustainable sourcing. In FY 22-23, 55% of the inputs were sourced sustainably.

At TCPL, we are committed to sourcing of our tea, coffee, water and food offerings sustainably and ensuring that our products are produced in an economically, environmentally, and socially just manner. We are the founding member of Ethical Tea Partnership (ETP), a non-profit collaboration of tea companies dedicated to improving the lives of tea workers and their surroundings in order to create a thriving tea industry that is both socially and environmentally sustainable. Our mission is to enable sustainable growth across the tea supply chain — from crop to cup. We have made substantial progress in this respect.

As a major step towards sustainable sourcing in our international business we have partnered with Rainforest Alliance, an international non-profit organisation that works to conserve biodiversity and ensure sustainable livelihoods while also assisting in the resolution of specific sustainability-related issues in the tea industry. Approximately all our Tetley Tea in the International business is 100% Rainforest Alliance certified.

Moreover, we are the founding member of Trustea sustainability code and verification system for the tea sector in India. The Trustea programme has cumulatively verified more than 871 million kg till March 2023, which is over 65% of the total tea sold in the Indian market. Since inception, about 92,000 smallholder farmers have been verified, 6.6 lakh workers have been reached through Trustea and 55% of Tata Tea is Trustea verified.

Because our pulses are unpolished, their natural goodness and nutritional value are preserved. Our spices are wholesome and contain all their essential oils, which are known to have a variety of health benefits. We also have a selection of organic pulses that are sourced from organic certified farms and grown without the use of chemical fertilisers or pesticides. Our Tata Sampann Organic range is certified in accordance with the National Programme for Organic Production (NPOP) in India and the National Organic Program (NOP USDA) in the United States.

All our packaging vendors adhere to sustainable sourcing standards. The purchase order terms, and our contracts make it clear what we expect from vendors in terms of social, ethical, and environmental factors.

In FY 22-23 we have sourced 55% of Trustea/Rain Forest Alliance certified tea in India.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

At our manufacturing units, we prioritize the safe and responsible disposal of waste, including both hazardous and non-hazardous materials. To ensure that our waste disposal practices are compliant with state regulations, we dispose our waste to authorized recyclers as identified by the State Pollution Control Boards. Our products being natural, we lay emphasis on reclaiming packaging material post-consumer use.

Our adherence to the Extended Producer Responsibility (EPR) is absolute, and we collaborate with assigned waste recyclers to aid us in gathering, reprocessing, and disposing of waste substances. We have surpassed our EPR goal for this year by 42%.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, Extended Producer Responsibility (EPR) is applicable to our activities. All beverage factories in India are now zero waste to landfill and all waste is disposed through authorized vendors who recycle or repurpose them to prevent them reaching landfills. Under the Plastic Waste Management Rules in India, the Company has implemented Extended Producer Responsibility (EPR) Plan for the collection and reprocessing of 100% plastic packaging waste on a brand-neutral basis.

PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Employees											
Male	1125	1125	100%	1125	100%	0	0%	1125	100%	0	0%
Female	179	179	100%	179	100%	179	100%	0	0%	179	100%
Total	1304	1304	100%	1304	100%	179	14%	1125	86%	179	14%
Other than Permanent Employees											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-

1. b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Workers											
Male	1044	1044	100%	1044	100%	0	0%	0	0%	0	0%
Female	692	692	100%	692	100%	692	100%	0	0%	0	0%
Total	1736	1736	100%	1736	100%	692	40%	0	0%	0	0%
Other than Permanent Workers											
Male	1362	1362	100%	1248	92%	0	0%	0	0%	0	0%
Female	131	118	90%	100	76%	131	100%	0	0%	0	0%
Total	1493	1480	99%	1348	90%	131	9%	0	0%	0	0%

2. Details of retirement benefits

Benefits	FY 2023			FY 2022		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)
PF	100%	94.7%	Yes	100%	88%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	100%	5.3%	Yes	100%	12%	Yes
Others-Plantation Labour Act	100%	100%	Yes	100%	100%	Yes

3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Our Pullivasal Packaging centre in Munnar takes pride in creating an inclusive workplace by ensuring accessibility for people with disabilities. We have thoughtfully organised the layout of our plant and allotted responsibilities to persons with disabilities (PWD) to cater to the unique needs of each type of disability.

We prioritize the input of our employees in improving and managing mobility needs for individuals with disabilities. In addition to consultation, we have taken concrete actions such as planning and installing sidewalks with ramps and hand-rails for assistance. We have also ensured that the approach to our factory floor is level with the road to facilitate easy access for PWDs.

We have provided infrastructure support for individuals with visual disabilities, including a stand and special arrangements to facilitate system access and use. This allows users to zoom in and carry out their work efficiently.

Further, we have introduced gender-neutral washrooms at one of our facilities, thus providing a safe and inclusive space for all employees, regardless of their gender identity.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

As an organisation, we are committed to providing equal opportunities to all employees and candidates for employment, in accordance with the Tata Code of Conduct (TCoC). We firmly believe in the principles of diversity and inclusion and do not discriminate against individuals based on factors such as race, caste, religion, color, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability, or any other category protected by applicable law. To further our commitment to diversity and inclusion, we are in the process of developing a separate policy to ensure that we maintain a fair and inclusive workplace for all employees. Our Tata Code of Conduct can be accessed through the following link: https://www.tataconsumer.com/sites/g/files/gfwr1q316/files/2021-05/tcoc-booklet-2015_0.pdf

5. Return to work and Retention rates of permanent employees that took parental leave.

Gender	Permanent Employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	89%	_*	_*
Female	100%	67%	100%	100%
Total	100%	87%	100%	100%

* - Benefit not available.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees? If yes, give details of the mechanism in brief.

Yes, we have put in place a grievance redressal mechanism for all our employee and worker categories. We are committed to ensuring that all grievances are addressed promptly and effectively to maintain a productive and engaged workforce.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Employees Other than Permanent Employees	Yes, we have put in place a robust mechanism to ensure that any concerns are addressed promptly and effectively. All the employees including permanent employees and other than permanent, can raise their grievances either directly with their line manager or through our dedicated HR SPOC (Single Point of Contact). Once a grievance is raised, we work closely with the employee to understand the issue and identify potential solutions.
Permanent Workers	Yes, our grievance redressal mechanism includes a process for workers to raise their concerns or grievances through their Workmen Representatives/Unions. We also hold joint meetings with the Unions/Workmen Representatives to address any grievances raised and ensure that we provide timely feedback on the status of the grievance.
Other than Permanent Workers	Yes, to ensure that the concerns of workers who are employed through contractors are heard and addressed, we have put in place a grievance redressal mechanism specifically for them. Under this mechanism, contractors are able to raise grievances on behalf of their employees. We hold joint meetings with the contractors to discuss and address any concerns that are raised. We also require contractors to provide regular updates on the status of any grievances to ensure that all parties are aware of the progress being made.

For facilities where unions are not functional/available, an open-door policy is being followed. Employees are free to reach out to the floor supervisor (nominated and clearly communicated), or the welfare officer (nominated and clearly communicated) or directly to the unit head. Some of the facilities even have suggestion boxes where issues can be raised, and suggestions provided. Designated POSH officers are present for each unit and are trained and accessible to all employees and workers.

7. Membership of employees in association(s) or Unions recognised by the listed entity:

Category	FY 2023			FY 2022		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	1304	0	0%	1170	0	0%
- Male	1125	0	0%	1015	0	0%
- Female	179	0	0%	155	0	0%
Total Permanent Workers	1736	1556	90%	1762	1762	100%
- Male	1044	933	89%	1065	1065	100%
- Female	692	623	90%	697	697	100%

8. Details of training given to employees

Category	FY 2023					FY 2022				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Permanent Employees										
Male	1125	1125	100%	743	66%	1015	1015	100%	934	92%
Female	179	179	100%	134	75%	155	155	100%	150	97%
Total	1304	1304	100%	877	67%	1170	1170	100%	1084	93%
Permanent Workers										
Male	1044	1044	100%	457	43%	1065	1065	100%	469	44%
Female	692	692	100%	530	76%	697	697	100%	543	78%
Total	1736	1736	100%	987	56%	1762	1762	100%	1012	57%

Safety training – Induction training, mock drills and other capacity building activities are provided to 100% of employees, contractors and visitors.

9. Details of performance and career development reviews of employees:

100% of employees have received performance and career development reviews.

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes. The Company has deployed health and safety management system across all the sites and offices of Tata Consumer Products and in its exclusive third-party units.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

All potential work-related hazards are thoroughly evaluated and identified through Hazard Identification and Risk Assessment (HIRA). Control measures are then established and implemented to mitigate identified risks. The site risk register is regularly reviewed and updated to ensure ongoing safety.

For non-routine activities, a Permit to Work system is utilised to ensure that all potential hazards are identified and addressed prior to commencing work. This includes conducting both Job Safety Analysis (JSA) and Job Hazard Analysis (JHA) to identify and mitigate any potential risks.

To promote effective implementation of control measures, workers are provided with regular 'Safety talks' to communicate available control measures and ensure that all safety protocols are being followed.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, to foster a culture of safety and to proactively identify and address potential hazards, workers are encouraged to report any near misses, unsafe acts, or unsafe conditions. This not only increases their engagement with health and safety protocols, but also facilitates risk reduction through prompt rectification of identified issues.

Each facility has a Health & Safety (H&S) Committee that convenes on a regular basis (monthly or quarterly, depending on the type of facility) to discuss safety related matters. Safety representatives from the workforce are given the opportunity to provide formal feedback on all safety related issues during these meetings.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes / No)

Yes. TCP prioritises employee health and wellbeing by providing comprehensive medical coverage. In addition to a dedicated hospital in Munnar, employees at other locations are covered by medical insurance and/or ESI for themselves and their families.

To ensure consistency across all locations, TCP has undertaken various certifications and follows the Group policy towards employee safety and wellbeing.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2023	FY 2022
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0.06
Total recordable work-related injuries	Employees	0	2
	Workers	0	3
No. of fatalities	Employees	0	0
	Workers	0	1
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

1. Monthly safety visits (Safety Walk) by operations team across all the sites and scheduled Audits and Inspections to ensure effective implementation of Safety Management systems.
2. All actionable points are tracked through Corrective and Preventive Action (CAPA) /Corrective Action Report for closure and reviewed frequently.
3. Best practices are benchmarked and shared across the business as part of continual improvement.
4. Safety Alerts are shared with all operational units as part of horizontal deployment and cross-site learning.
5. Monthly Safety Snippets to disseminate information and enhance knowledge and culture relating to safety.

13. Number of Complaints on the following made by employees:

	FY 2023			FY 2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	NIL	0	0	NIL
Health & Safety	0	0	NIL	0	0	NIL

14. Assessments for the year:

Topics	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	61% of TCPL's operations were assessed for ISO 45001. All beverage units except two, including exclusive 3P Operations are 100% ISO 45001 certified. This has been possible with the standardisation of Standard Operating Procedures (SOPs) and Operational Control Procedures (OCPs) across all locations. These documents are maintained in a centralised portal that is easily accessible by all sites.
Working Conditions	TCPL has implemented process controls at 100% of its sites. These controls include various measures such as risk registers, Standard Operating Procedures (SOPs) and Operational Control Procedures (OCPs), checklists, manuals, review systems, and other related tools. To maintain the effectiveness of these measures, they are reviewed periodically to ensure adherence.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

In our operations, working at heights and electrical work are considered the two most significant risks. To mitigate these risks, we have implemented Standard Operating Procedures (SOPs), Tool Box Talks (TBTs). We also hold contractors accountable for their actions. By working closely with site and project teams, we have been able to improve awareness and create a safer work environment for height and electrical activities.

Throughout the year, there were no significant safety incidents; however, we conducted investigations and implemented corrective measures for minor incidents. After evaluating our health and safety procedures and work environment, we identified and resolved some concerns through corrective actions, which were tracked for closure and horizontal deployment across all locations using a CAPA tracker.

1. One of the significant risks identified for the year is related to electrical safety. We have conducted assessments and identified gaps. Accordingly corrective actions were taken to address and close them. In addition, we have implemented Standard Operating Procedures (SOPs) and Toolbox Talks (TBTs) to further improve electrical safety practices.
2. To mitigate the other significant risk identified relating to working at a height, we have implemented Standard Operating Procedures (SOPs) and Toolbox Talks (TBTs). Contractors have been held accountable for their actions in order to strengthen the process and reduce risks. Working closely with site and project teams, we have significantly improved awareness and created safer work environments for work carried out at heights. We conduct weekly meetings to discuss non / routine activities to be undertaken across sites and have ensured that the risks are identified and control measures are put in place before these activities are implemented.

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Stakeholders are critical to our business operations and their interests have a key influence on our business strategy. Methods of stakeholder engagement include surveys (such as supplier, customer, employee surveys), workshops, online video calls, regular interactions with the CSR teams and impact assessments, periodic updates, investors meetings and calls, and interactions with team members.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Consumers	No	Focused Group Discussions, Digital Platforms, Market Research (TV commercials, newspaper ads and pamphlets are in the local language, where applicable)	Continuous	Meeting evolving consumer needs, delivering quality products, and expanding our consumer base are key to our success and growth Expectations they harbour: <ul style="list-style-type: none"> • A mix of tasty and healthy products • Convenience • Responsible and inclusive marketing • Sustainability credentials • Value for money
Employees	No	Company-wide employee engagement surveys, developed informative and upto-date employee communication channels, arranged regular interactions with the C-suite, Town halls, One-on-one performance reviews, Various learning and development initiatives (Worker level L&D initiatives are in the local language, where applicable)	Continuous	Our people, their ideas and their passion are the key forces that drive our company’s trajectory forward. Their dedicated approach and winning mindset bring our ambitions to life Expectations they harbour: <ul style="list-style-type: none"> • Health, safety and wellbeing • Growth through learning and development opportunities • Sense of belonging and purpose • Diversity and inclusion
Communities	Yes	Community investment programmes like Early Childhood Development Programme, Project Jalodari, promoting special education and vocational skills for the differently abled, promoting gender equality and empowering women and adolescent girls, Supporting Cancer affected children, Rural Development <ul style="list-style-type: none"> • Rural Development programmes, affordable health care among others • Collaborations and partnerships with Ethical Tea Partnership, Trustea, India Plastics Pact • Volunteering activities (All our implementation partners are well versed in the local language of the region and engage with the beneficiaries in the same) 	Continuous Annual Impact Assessment	The true mark of a successful business is its ability to create meaningful change in the communities under its influence. For us shared prosperity is paramount, and we make sustained efforts in creating resilient communities. Expectations they harbour: <ul style="list-style-type: none"> • Reducing operational footprint • Responsible use of natural resources • Opportunities for employment and skill development • Improved access to basics, including water, sanitation, and hygiene

Government	No	<ul style="list-style-type: none"> Contributed to a resilient corporate system by promoting transparency and raising awareness on societal issues Delivered services to meet the education, health, food, and security needs of communities Brought in expert knowledge and experience, empowering the marginalized and encouraging citizen engagement 	Quarterly Bi-annual Annual	<p>As a responsible corporate citizen, a symbiotic relationship with the government and regulatory bodies can go a long way in bringing about positive change in the larger community.</p> <p>Expectations they harbour:</p> <ul style="list-style-type: none"> Contribution to national economic and development priorities Model Corporate Behaviour
Investors	No	<ul style="list-style-type: none"> Annual General Meeting Quarterly Earnings presentation and call Investor relations programme with regular updates on business and financial performance Institutional investor meetings Annual report and stock exchange announcements Shareholder information on website Timely response to shareholder queries 	Continuous	<p>The support of our shareholders is crucial for continuous access to capital, ability to make progress on our strategy, and reach our objectives.</p> <p>Expectations they harbour:</p> <ul style="list-style-type: none"> Business strategy and execution against Consistency in financial performance and returns Robust information flow, transparency and appropriate disclosures Sound corporate governance
Supply Chain Partners	No	<ul style="list-style-type: none"> Supplier reviews, audits and dialogues Quality checks and adherence to policies 	Continuous	<p>Maintaining our relationships with farmers and suppliers of raw materials and indirect services are key to uninterrupted operations and delivery to our discerning consumers.</p> <p>Expectations they harbour:</p> <ul style="list-style-type: none"> Developing mutually beneficial partnerships Collaborating to realize efficiencies Fair contract and payment terms Joint risk assessment and mitigation

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS
Essential Indicators

1. Employees who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023			FY 2022		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (c)	No. of employees / workers covered (d)	% (D / C)
Employees						
Permanent	1304	937	72%	1170	1170	100%
Other than permanent	--	--	--	--	--	--
Total Employees	1304	937	72%	1170	1170	100%
Workers						
Permanent	1736	1697	97%	1762	1762	100%
Other than permanent	1493	1493	100%	1524	1524	100%
Total Workers	3229	3190	99%	3286	3286	100%

Note: Includes training covered under Tata Code of Conduct

2. Details of minimum wages paid to employees, in the following format:

All employees and workers (permanent and other than permanent) have been paid more than or equal to minimum wage in accordance with the laws of the land.

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (₹ in lakhs)	Number	Median remuneration/ salary/ wages of respective category (₹ in lakhs)
Board of Directors (BoD)	8	1678.11 [@]	1	80 [@]
Key Managerial Personnel [^]	3 [*]	290 [@]	-	-
Employees other than BoD and KMP	1121	11.73 [#]	180	20.24 [#]
Workers	1046	2.75 [#]	689	1.65 [#]

^{*}John Jacob retired as Chief Financial Officer w.e.f. May 31, 2022, and Sivakumar Sivasankaran was appointed as Chief Financial Officer w.e.f. June 1, 2022.

[^] Excludes Key Managerial Personnel who are already covered under Board of Directors

[@]Represents total remuneration

[#]Represents median remuneration

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, our organization has both an Apex Human Rights Committee and a Business & Human Rights Working Committee which are responsible for dealing with human rights issues and their associated impacts. Tata Consumer Products regards the protection of human rights as an essential component of doing business. We are dedicated to upholding and protecting human rights. Our human rights policy is consistent with the Tata Code of Conduct and is aligned with the principles of the Universal Declaration of Human Rights; the ILO Declaration on Fundamental Principles and Rights at Work; and the United Nations Guiding Principles on Business and Human Rights. An Apex Human Rights Committee and a Business & Human Rights Working Committee have been formed in accordance with the Policy. The Apex Committee, chaired by the MD & CEO, is responsible for

ensuring policy compliance and integrating it into the Company's strategy. It has well-defined responsibilities, key metrics, and a governance structure that cascades down throughout the organization. The Working Group oversees executing our sustainability plan by supervising the activities of various working groups and ensure that all actions align with our Business and Human Rights (BHR) policy across the organization. The Global Legal Counsel chairs the BHR policy group.

<https://www.tataconsumer.com/sites/g/files/gfwr1q316/files/2021-10/business-and-human-rights-policy.pdf>

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Tata Consumer Products Ltd. has implemented the Tata Code of Conduct, which outlines ethical business practices. All stakeholders, including employees and partners, are required to report any suspected or actual breaches of the Code, company policies, or the law. To facilitate this, the Company has set up an Ethics & Compliance Helpline as a confidential channel for reporting concerns. We are currently developing a remediation framework that aligns with our Business and Human Rights Policy. The primary objective of this framework is threefold:

- To receive and address any concerns, complaints, notices of emerging conflicts, or grievances related to the Business and Human Rights Policy.
- To facilitate resolution of any grievances arising between the Company and stakeholders in the context of company operations.
- To operate transparently, collaboratively, and in a flexible manner to promote problem-solving and consensus-building.

We plan to deploy this framework soon.

Note: Further details provided in General Disclosure, Indicator no.23.

6. Number of Complaints on the following made by employees:

	FY 2023			FY 2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	1	1	NIL	2	1	NIL
Discrimination at workplace	0	0	NIL	0	0	NIL
Child Labour	0	0	NIL	0	0	NIL
Forced Labour/Involuntary Labour	0	0	NIL	0	0	NIL
Wages	0	0	NIL	0	0	NIL
Other human rights related issues	0	0	NIL	0	0	NIL

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

We place great emphasis on ensuring that members of our POSH (Prevention of Sexual Harassment) and Ethics Committees are well-informed and educated on the importance of confidentiality. We have a zero-tolerance policy towards any form of retaliation against individuals who report legitimate concerns, and anyone found to be targeting such individuals will be subject to disciplinary action. Our POSH and Ethics Committee members receive training and sensitization to prevent retaliation and reassure complainants that they can report concerns without fear. We also offer complainants the option to change teams, locations or even take extended leave upon request.

Please refer to grievance redressal for all stakeholders provided in General Disclosure, Indicator no.23.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. We have incorporated a Human Rights clause in all our supplier agreements to address issues such as forced labour, child labour, discrimination, working hours, wages, and disciplinary actions. Our vendors are expected to have ethical and human rights policies in place and appropriate procedures for handling breaches of these policies. Additionally, the Supplier Code of Conduct is a mandatory requirement for all our suppliers and forms an integral part of their contract. The Supplier Code covers Human Rights, Labour Standards, and Workplace Standards.

Please refer to page 4 of the Code on the link below:

<https://www.tataconsumer.com/sites/g/files/gfwr1q316/files/2022-07/Supplier-Code-of-Conduct%20June%202022.pdf>

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	6%
Forced/involuntary labour	6%
Sexual harassment	6%
Discrimination at workplace	6%
Wages	6%
Others – please specify	--

Note: Though we are not doing any assessment by entity or statutory authorities or third parties, all our locations on monthly basis submit Compliance Certificate which is documented in Legatix.

Additionally, our Pullivasal and Tetley Cochin units are assessed as part of SA8000 certification.

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

There were no significant risks / concerns arising from the above assessments.

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

Note: We are consistently upgrading our data capturing mechanisms in order to make reliable and transparent Sustainability disclosures. Owing to this, we have revisited some of our previous recorded performance numbers to present more accurate position. Accordingly, we have revised some data points in water, energy and GHG performance for FY22 to reflect these modifications. The figures for FY22 appearing in this report may be considered the most updated and accurate representation for the said year for TCPL India operation boundary.

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023	FY 2022
Total electricity consumption (in GJ)	78691	78701
Total fuel consumption (in GJ)	249074	270990
Energy consumption through other sources (C)	0	0
Total energy consumption (A+B+C) excluding aux consumption (in GJ)	327765	349691
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	38.39	44.08

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, British Standards Institution (BSI) has conducted an independent assurance.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023 (Current FY)	FY 2022 (Previous FY)
Water withdrawal by source (in kilolitres)		
(i) Surface water	1,76,991	1,76,714
(ii) Groundwater	96,799	78,569
(iii) Third party water (Municipal Water Supply)	17,568	15,550
(iv) Seawater / desalinated water	0	0
(v) Others (Rainwater Harvesting structures)	4,820	3,750
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	2,96,178	2,74,583
Total volume of water consumption (in kilolitres)	2,95,162	2,42,406
Water intensity per rupee of turnover (Water consumed KL / turnover)	34.57	30.56

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, British Standards Institution (BSI) has conducted an independent assurance.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No. Wastewater generated from the manufacturing units is treated in the in-house sewage treatment plants (STPs) and the recycled water is used for irrigation and landscaping purposes.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023	FY 2022
NOx	MT	1.49	9.61
Sox	MT	0.57	0.40
Particulate matter (PM)	MT	2.70	16.69
Persistent organic pollutants (POP)	NA	NA	NA
Volatile organic compounds (VOC)	NA	NA	NA
Hazardous air pollutants (HAP)	NA	NA	NA
Others – please specify	NA	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, British Standards Institution (BSI) has conducted an independent assurance.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format

Parameter	Unit	FY 2023	FY 2022
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	6,158	7,492
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	15,350	14,794
Total Scope 1 and Scope 2 emissions per rupee of turnover	Tonne CO ₂ per INR crores	2.52	2.81
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	NIL	NIL	NIL

Scope 2 emissions – CO₂e for RE exported to grid is considered “0”.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, British Standards Institution (BSI) has conducted an independent assurance.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The Company has a strong focus on utilising renewable energy sources, including the implementation of rooftop solar and the transition to biomass-based boilers.

Moreover, TCPL runs an employee afforestation programme through which trees are planted to commemorate birthdays. Between April 1st, 2022, and March 31st, 2023, a total of 1,921 trees have been planted for Tigers in the Sundarbans National Park, West Bengal, India.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023	FY 2022
Total Waste generated (in metric tonnes)		
Plastic waste (A)	1112.31	1379.60
E-waste (B)	0.31	0.11
Bio-medical waste (C)	3.95	20.18
Construction and demolition waste (D)	0.00	0.00
Battery waste (E)	0.13	0.06
Radioactive waste (F)	0.00	0.00
Other Hazardous waste. Please specify, if any. (G)	163.42	435.06
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	2163.34	2574.85
Total (A + B + C + D + E + F + G + H)	3443.46	4409.93

Parameter	FY 2023	FY 2022
Total Waste generated (in metric tonnes)		
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	3,054.57	4,385
(ii) Re-used	340.73	0.08
(iii) Other recovery operations	0	0
Total	3,395.30	4,385.15
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	4.01	6.66
(ii) Landfilling	43.25	15.30
(iii) Other disposal operations	0	1.98
Total	47.25	23.93

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, British Standards Institution (BSI) has conducted an independent assurance.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

We implement the 3Rs approach - reduce, reuse, and recycle - for effective waste management at all our facilities. Furthermore, we have eliminated the use of hazardous and toxic chemicals in both our products and processes.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective taken, if any action
Yes, Company is compliant with all the applicable laws.				

PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

Essential Indicators

1. a. Number of affiliations with trade and industry chambers / associations: 12 (twelve)
- b. List the top 10 trade and industry chambers / associations (determined based on the total members of such body) the entity is a member of / affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers associations (State/National)
1	Federation of India Chambers of Commerce and Industry (FICCI)	National
2	Federation of All India Tea Traders Association	National
3	Confederation of Indian Industries (CII)	National
4	PHD Chamber of Commerce and Industry (PHDCCI)	National
5	Indian Tea Association – Kolkata	National
6	Bombay Chamber of Commerce	State
7	The Bengal Chamber of Commerce & Industry	State
8	Bangalore Chamber of Industry and Commerce	State
9	Calcutta Tea Traders Association	State
10	Kerala State Productivity Council	State

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
	NIL	

PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

We have a grievance redressal mechanism which covers all our stakeholders. Active engagement with the community and stakeholders requires an effective grievance redressal system that includes feedback loops and conflict resolution mechanisms. Our 24x7 grievance cell allows beneficiaries and affected community members

to seek prompt redressal. Additionally, we have an actionable internal structure in place to ensure time-bound resolution of issues, complaints, and grievances.

Please refer General Disclosures, indicator no. 23 for details.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023	FY 2022
Directly sourced from MSMEs / small producers	50.1%	31.7%
Sourced directly from within the district and neighbouring districts	25.1%	19.7%

Note: Packaging material sourcing is considered.

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Customers have the option to reach us through a toll-free number, email us at care@tataconsumer.com, or send us a physical letter. Our Customer Care (CC) team will engage with the customer to collect the necessary details regarding the complaint, such as the product, SKU, and nature of the issue. Once complete details are received, the complaint will be docketed in our system (Salesforce). Within 48 hours of docketing, our CC team will send a replacement product to the customer via authorized courier. The complaint sample will be collected from the customer and sent to our Bangalore office through a TCP authorized courier for investigation. If the complaint is deemed genuine, it will be forwarded to the concerned department/plant for root cause analysis (RCA). The concerned team will submit their findings, along with an action plan to prevent the recurrence of identical complaints.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

3. Number of consumer complaints in respect of the following:

	FY 2023 (Current FY)			FY 2022 (Previous FY)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	NA	NA	NA	NA	NA	NA
Advertising	NA	NA	NA	NA	NA	NA
Cyber-security	NA	NA	NA	NA	NA	NA
Delivery of essential services	NA	NA	NA	NA	NA	NA
Restrictive Trade Practices	NA	NA	NA	NA	NA	NA
Unfair Trade Practices	NA	NA	NA	NA	NA	NA

	FY 2023 (Current FY)			FY 2022 (Previous FY)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Other (Product related)	1994	71	We are currently in the process of evaluating the pending complaints; Appropriate action will be taken in case anyone found guilty.	2051	0	All issues are addressed

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, our company has an Information Security Policy which is accessible to all employees through the intranet. This policy covers security concerns in both business processes and organisational aspects. It is designed to establish basic guidelines and regulations for accessing, using, classifying, and disposing of information assets belonging to Tata Consumer Products Limited. The policy is managed by the Office of the CIO (GIS) of the Company and applies to all authorized users who have access to any information assets belonging to Tata Consumer Products, regardless of the geographic location of the user or the Company's operation.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Since product related consumer complaints are unique and varies case to case, accordingly corrective actions are taken. There was no penalty or action taken by regulatory authorities.

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**INDEPENDENT ASSURANCE
OPINION STATEMENT**

Statement No: **BRSR-IND-738378-2**

Tata Consumer Products Limited (TCPL) Business Responsibility and Sustainability Report (BRSR) 2022-23

The British Standards Institution is independent to TCPL and has no financial interest in the operation of TCPL other than for the assessment and assurance of this report.

This independent assurance opinion statement has been prepared for TCPL only for the purposes of assuring its statements relating to its BRSR report, more particularly described in the Scope, below. It was not prepared for any other purpose. The British Standards Institution will not, in providing this independent assurance opinion statement, accept or assume responsibility (legal or otherwise) or accept liability for or in connection with any other purpose for which it may be used, or to any person by whom the independent assurance opinion statement may be read. This statement is intended to be used by stakeholders & management of TCPL.

This independent assurance opinion statement is prepared on the basis of review by the British Standards Institution of information presented to it by TCPL. The review does not extend beyond such information and is solely based on it. In performing such review, the British Standards Institution has assumed that all such information is complete and accurate.

Any queries that may arise by virtue of this independent assurance opinion statement or matters relating to it should be addressed to TCPL only.

Scope

The scope of engagement agreed upon with TCPL includes the following:

1. The assurance covers the TCPL's BRSR Report 2022-23, prepared "in accordance" with BRSR reporting framework provided by 'Securities and Exchange Board of India' (SEBI) and focuses on systems and activities of TCPL covering the operations of 33 sites (units) of Indian operations along with their corporate activities. It includes the tea packaging units in India within the

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operation control of TCPL, one water manufacturing unit, 2 tea plantation estates and one spice and one pulse packaging units owned/controlled by TCPL. Those salt and ready-mix beverage manufacturing units which act as supplier of TCPL are not included in the boundary.

2. The reporting period is 1st April 2022 to 31st March 2023.
3. The AA1000 Assurance Standard, AA1000AS v3, Type 1 moderate level engagement evaluates the nature and extent of TCPL's adherence to all four AA1000 AccountAbility Principles: Inclusivity, Materiality, Responsiveness and Impact. The specified sustainability performance information/data disclosed in the report has been evaluated.

Opinion Statement

Our work was carried out by a team of BRSR Report assurers in accordance with the AA1000 Assurance standard, AA1000AS v3 and BRSR reporting framework and guidance provided by SEBI. We planned and performed this part of our work to obtain the necessary information and explanations we considered to provide sufficient evidence that TCPL's description of their self-declaration of compliance with the BRSR reporting framework were fairly stated.

We conclude that the TCPL's BRSR report 2022-23 review provides a fair view of the TCPL's programmes and performances against the essential indicators for the nine principles as per BRSR framework during the FY 2022-23. We believe that the 2022-23 economic, social and environment performance disclosures against the essential indicators are fairly represented. The sustainability performance disclosed through the three sections of BRSR report demonstrate TCPL's efforts recognized by its stakeholders.

Methodology

Our work was designed to gather evidence on which to base our conclusion. We undertook the following activities:

- A top-level review of issues raised by external parties that could be relevant to TCPL's policies to provide a check on the appropriateness of statements made in the report,
- Discussion with senior executives and their external consultant on TCPL's approach and methodology of collection and evaluation of stakeholder engagement. We had no direct contact with external stakeholders.
- Interview with staff and authorities involved in sustainability management, report preparation and provision of report information were carried out,
- Review of key organizational developments,

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- Review of supporting evidence for claims made in the reports,
- An assessment of the company's reporting and management processes concerning this reporting against the principles of Inclusivity, Materiality and Responsiveness as described in the AA1000 AccountAbility Principles Standard v3.
- A sample-based assessment of the reliability and quality of information as company's performance provided in the BRSR Report

Conclusions

A detailed review against the AA1000 AccountAbility Principles of Inclusivity, Materiality Responsiveness and Impact and the essential indicators of 9 principles of BRSR reporting framework including their management processes is set out below:

Inclusivity

TCPL is seeking the engagement of its stakeholders through numerous channels such as Meetings with regulators, business partners, suppliers, investors and employees along with feedback processes from customers, and submission of various reports to the relevant stakeholders. The process of stakeholder engagement clearly addresses the various types of stakeholders involved, their modes of engagement together with their frequencies of interaction. Stakeholder interaction exercise has been conducted across own operations covering all management levels to identify and understand their concerns among the identified universe of material topics.

Tata Consumer Products Limited is a company in India that specializes in processing and blending of tea including the manufacture of instant tea, trading of coffee products, manufacture of mineral water, trading of Salt, manufacture of food ingredients and sweeteners wholesale of pulses and spices. They avail third party services in manufacturing some of their food products. The BRSR report cover all those activities where TCPL has direct operational control. It covers all the tea and coffee related products mentioned above and part of the salt, spices and other food gradients.

In our professional opinion, the report covers the TCPL's inclusivity issues that demonstrates participation of stakeholders in developing and achieving an accountable and essential indicator prescribed by SEBI in the framework of reporting.

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TCPL publishes sustainability information that enables its stakeholders to make informed judgments about the company's management and performance. The present sustainability report addresses the material topics that have high and very high impact on both TCPL's business as well as stakeholders.

In our professional opinion the report covers the essential indicators prescribed by SEBI in the framework of BRSR reporting.

Responsiveness

TCPL has implemented the practice to respond to the expectations and perceptions of its stakeholders. Feedback from all the internal stakeholder representatives were collected along with few selected external stakeholders. BRSR report is also a response to the regulatory body requirement.

In our professional opinion nothing has come to our attention to suggest that the responses related to identified material topics are not adequately represented in the Report.

Impact

TCPL has also demonstrated that adequate systems are in place to monitor, measure and be accountable for their actions that affect the economy, the environment, society, stakeholders and the organization itself.

Competency and Independence

The assurance team was composed of Lead auditors experienced in industrial sector, and trained in a range of sustainability, environmental and social standards including GRI Standard, AA1000, ISO10002, ISO 14001, ISO 45001, ISO 14064, ISO 50001 and ISO 9001, etc. BSI is a leading global standards and assessment body founded in 1901. The assurance is carried out in line with the BSI Fair Trading Code of Practice.

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Assurance Level

The type 1 moderate level of assurance provided is in accordance with AA1000 Assurance standard, AA1000AS, v3 in our review as defined by the scope and methodology described in this statement.

Responsibility

It is the responsibility of TCPL’s senior management to ensure the information presented in the BRSR Report is accurate. Our responsibility is to provide an independent assurance opinion statement to stakeholders giving our professional opinion based on the scope and methodology described.

BRSR-reporting

TCPL provided us with their self-declaration of compliance to BRSR reporting framework requirements as prescribed by SEBI and the reporting is done mainly for essential indicators for all the 9 principles stated below:

- Principle 1: Businesses should conduct and govern themselves with integrity in a manner that is Ethical, Transparent and Accountable
- Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe
- Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains
- Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders
- Principle 5: Businesses should respect and promote human rights
- Principle 6: Businesses should respect and make efforts to protect and restore the environment
- Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
- Principle 8: Businesses should promote inclusive growth and equitable development
- Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner

Based on our verification review, we are able to confirm that the non-financial related general disclosures including the management and process disclosures along with disclosures for essential indicators for all the 9 principles are reported in accordance with the BRSR framework and the guidance provided by SEBI for BRSR reporting.

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Limitations of the engagement

The assurance scope excludes: (a) Data and information outside the defined reporting period (April 1, 2022, to March 31, 2023) and (b) Review of the financial performance indicators' included in the Report which as stated by the company are derived from the Company's audited financial records

In our professional opinion the self-declaration covers TCPL's all social responsibility and sustainability issues. On the basis of the verification undertaken, nothing has come to our attention to suggest that the Report does not properly describe essential disclosures as stipulated by SEBI in the BRSR reporting framework.

For and on behalf of BSI:



Kumaraswamy Chandrashekara
Head – System Certification Operations. BSI India
New Delhi, India

25 April 2023

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