

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L15491WB1962PLC031425

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCT0602K

(ii) (a) Name of the company

TATA CONSUMER PRODUCTS L

(b) Registered office address

1,BISHOP LEFROY ROAD  
KOLKATA  
West Bengal  
700020  
India

(c) \*e-mail ID of the company

neelabja.c@tataconsumer.com

(d) \*Telephone number with STD code

02261218400

(e) Website

www.tataconsumer.com

(iii) Date of Incorporation

18/10/1962

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	4
2	National Stock Exchange Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U74999MH2018PTC307859

Pre-fill

Name of the Registrar and Transfer Agent

TSR DARASHAW CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

6, Moosa Haji Patrawala Industrial Estate  
20, Dr. E. Moses Road, Mahalaxmi

(vii) \*Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 06/07/2020

(b) Due date of AGM 10/09/2020

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 47

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Tata Consumer Products UK Gi		Subsidiary	89.1
2	Tata Global Beverages Holding		Subsidiary	100

3	Tata Global Beverages Services		Subsidiary	100
4	Tata Consumer Products GB Li		Subsidiary	100
5	Tata Global Beverages Oversea		Subsidiary	100
6	Tata Consumer Products Overs		Subsidiary	100
7	Lyons Tetley Limited		Subsidiary	100
8	Drassington Limited		Subsidiary	100
9	Teapigs Limited		Subsidiary	100
10	Teapigs US LLC		Subsidiary	100
11	Stansand Limited		Subsidiary	100
12	Stansand (Brokers) Limited		Subsidiary	100
13	Stansand (Africa) Limited		Subsidiary	100
14	Stansand (Central Africa) Limit		Subsidiary	100
15	Joekels Tea Packers (Proprietar		Subsidiary	51.7
16	Tata Global Beverages Polska S		Subsidiary	100
17	Tata Consumer Products US Ho		Subsidiary	100
18	Tata Waters US LLC		Subsidiary	100
19	Tetley USA Inc.		Subsidiary	100
20	Good Earth Corporation		Subsidiary	100
21	Good Earth Teas Inc		Subsidiary	100
22	Empirical Group, LLC		Subsidiary	56
23	Tata Consumer Products Cana		Subsidiary	100
24	Tata Consumer Products Austr		Subsidiary	100
25	Earth Rules Pty. Limited		Subsidiary	100
26	Tata Global Beverages Investm		Subsidiary	100
27	Campestres Holdings Limited		Subsidiary	100

28	Kahutara Holdings Limited		Subsidiary	100
29	Suntyco Holding Limited		Subsidiary	100
30	Onomento Co. Limited		Subsidiary	100
31	Tata Consumer Products Capit		Subsidiary	100
32	Tata Coffee Ltd	L01131KA1943PLC000833	Subsidiary	57.48
33	Tata Coffee Vietnam Company		Subsidiary	100
34	Consolidated Coffee Inc.		Subsidiary	100
35	Eight 'O Clock Holdings Inc.		Subsidiary	100
36	Eight ' O Clock Coffee Compan		Subsidiary	100
37	Tata Tea Extractions Inc		Subsidiary	100
38	Tata Tea Holdings Private Limi	U67190MH2008PTC187767	Subsidiary	100
39	Coffee Trade LLC		Subsidiary	100
40	TRIL Constructions Limited	U45201MH2007PLC171985	Associate	48.4
41	Amalgamated Plantations Priv	U01132WB2007PTC112852	Associate	41.03
42	Kanan Devan Hills Plantations	U01132KL2005PTC018014	Associate	28.52
43	NourishCo Beverages Limited	U15500HR2010PLC041616	Joint Venture	50
44	Tata Starbucks Private Limited	U74900MH2011PTC222589	Joint Venture	50
45	Tetley ACI (Bangladesh) Limite		Joint Venture	50
46	Southern Tea, LLC		Joint Venture	50
47	Tetley Clover (Private) Limited		Joint Venture	50

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,250,000,000	921,551,715	921,551,715	921,551,715
Total amount of equity shares (in Rupees)	1,250,000,000	921,551,715	921,551,715	921,551,715

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,250,000,000	921,551,715	921,551,715	921,551,715
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,250,000,000	921,551,715	921,551,715	921,551,715

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
<b>At the beginning of the year</b>	631,129,729	631,129,729	631,129,729	

<b>Increase during the year</b>	290,421,986	290,421,986	290,421,986	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	290,421,986	290,421,986	290,421,986	
Allotment of Shares in March 2020 to the shareholders				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	921,551,715	921,551,715	921,551,715	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☒ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<div style="border: 1px solid black; height: 25px;"></div>
Date of registration of transfer (Date Month Year)	<div style="border: 1px solid black; height: 25px;"></div>
Type of transfer	<div style="display: flex; align-items: center;"> <div style="border: 1px solid black; width: 80px; height: 30px; margin-right: 5px;"></div> <div>1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock</div> </div>
Number of Shares/ Debentures/ Units Transferred	<div style="display: flex; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 30px; margin-right: 5px;"></div> <div style="margin-right: 5px;">Amount per Share/ Debenture/Unit (in Rs.)</div> <div style="border: 1px solid black; width: 150px; height: 30px;"></div> </div>
Ledger Folio of Transferor	<div style="border: 1px solid black; height: 25px;"></div>

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name



**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			351,099,863.11
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			351,099,863.11

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

56,902,355,325.97

**(ii) Net worth of the Company**

108,027,902,244.58

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	319,629,733	34.68	0	
10.	Others		0	0	
	<b>Total</b>	319,629,733	34.68	0	0

**Total number of shareholders (promoters)**

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	193,475,165	20.99	0	
	(ii) Non-resident Indian (NRI)	9,274,381	1.01	0	
	(iii) Foreign national (other than NRI)	1,032	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	87,870	0.01	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	65,721,507	7.13	0	
4.	Banks	838,876	0.09	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	157,347,897	17.07	0	
7.	Mutual funds	136,871,793	14.85	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	21,444,026	2.33	0	
10.	Others Foreign Portfolio Investor(I	16,859,435	1.83	0	
	<b>Total</b>	601,921,982	65.31	0	0

**Total number of shareholders (other than promoters)**

376,873

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

376,880

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

310

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ABU DHABI INVESTME	JPMORGAN CHASE BANK N.A. IND			180,000	0.02
ACTIVE M EMERGING I	CITIBANK N.A. CUSTODY SERVICES			15,279	0
ADVANCED SERIES TR	DEUTSCHE BANK AG, DB HOUSE H			1,447	0
ADVANTAGE ADVISER	STATE BANK OF INDIA GLOBAL CU			500	0
ALASKA PERMANENT	DEUTSCHE BANK AG DB HOUSE, H			302,042	0.03
ALLIANZ GLOBAL INVI	JPMORGAN CHASE BANK N.A. IND			4,846	0
ALLIANZ GLOBAL INVI	BNP PARIBAS HOUSE 1 NORTH AV			46,053	0
AMERICAN CENTURY I	DEUTSCHE BANK AG, DB HOUSE, H			5,631	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ASPIRE EMERGING FUND	ICICI BANK LTD SMS DEPT 1ST FLOOR			2,240	0
BARCLAYS DE ZOEETEN	THE HONGKONG & SHANGHAI BANKING			171	0
BARCLAYS DE ZOEETEN	THE HONGKONG & SHANGHAI BANKING			250	0
BARCLAYS DE ZOEETEN	THE HONGKONG & SHANGHAI BANKING			1,000	0
BARING INTERNATIONAL	THE HONGKONG & SHANGHAI BANKING			1,000	0
BARON EMERGING MARKET	DEUTSCHE BANK AG, DB HOUSE HANNOVER			142,482	0.02
BARON EMERGING MARKET	DEUTSCHE BANK AG, DB HOUSE HANNOVER			7,534,817	0.82
BARON EMERGING MARKET	DEUTSCHE BANK AG, DB HOUSE HANNOVER			108,448	0.01
BLACKROCK AQUILA EMERGING	DEUTSCHE BANK AG, DB HOUSE HANNOVER			30,856	0
BNP PARIBAS ARBITRAGE	BNP PARIBAS, CUSTODY OPERATIONS			122,259	0.01
BNP PARIBAS ARBITRAGE	BNP PARIBAS HOUSE 1 NORTH AVENUE			1,600,702	0.17
CAISSE DE DEPOT ET FIDUCIAR	DEUTSCHE BANK AG, DB HOUSE, HANNOVER			1,264,295	0.14
CALIFORNIA PUBLIC EMPLOYEES	DEUTSCHE BANK AG DB HOUSE, HANNOVER			577,252	0.06
CALIFORNIA STATE TEACHERS	DEUTSCHE BANK AG, DB HOUSE, HANNOVER			104,471	0.01
CALIFORNIA STATE TEACHERS	DEUTSCHE BANK AG, DB HOUSE, HANNOVER			85,746	0.01
CALSTRS MANAGED BENEFIT	DEUTSCHE BANK AG DB HOUSE, HANNOVER			86,994	0.01
CANADA POST CORPORATION	HSBC SECURITIES SERVICES 11TH FLOOR			10,128	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	7
Members (other than promoters)	209,584	376,873
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	2	7	2	6	0	0
(i) Non-Independent	2	2	2	2	0	0
(ii) Independent	0	5	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>7</b>	<b>2</b>	<b>6</b>	<b>0</b>	<b>0</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

10
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**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
N Chandrasekaran	00121863	Director	100,000	
Harish Bhat	00478198	Director	413	
S Santhanakrishnan	00032049	Director	0	
Siraj Azmat Chaudhry	00161853	Director	0	
Bharat Puri	02173566	Director	0	
Shikha Sharma	00043265	Director	50,000	
Ajoy Misra	00050557	Managing Director	0	
L. KrishnaKumar	00423616	Whole-time director	228	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
John Jacob	ACFPJ8815R	CFO	0	
Neelabja Chakrabarty	ADWPC6221G	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
V Leeladhar	02630276	Director	26/08/2019	Cessation
Ranjana Kumar	02930881	Director	26/08/2019	Cessation
Mallika Srinivasan	00037022	Director	26/08/2019	Cessation
Bharat Puri	02173566	Additional director	07/05/2019	Appointment
Bharat Puri	02173566	Director	11/06/2019	Change in designation
Shikha Sharma	00043265	Additional director	07/05/2019	Appointment
Shikha Sharma	00043265	Director	11/06/2019	Change in designation
Ajoy Misra	00050557	Managing Director	31/03/2020	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	11/06/2019	201,966	345	29.44
NCLT convened meeting	04/11/2019	193,925	227	29.48

**B. BOARD MEETINGS**

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/04/2019	9	8	88.89
2	15/05/2019	11	9	81.82
3	31/07/2019	11	9	81.82
4	29/08/2019	8	8	100
5	30/10/2019	8	8	100
6	20/12/2019	8	8	100
7	04/02/2019	8	8	100

### C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/04/2019	5	5	100
2	Audit Committee	15/05/2019	5	5	100
3	Audit Committee	30/07/2019	5	4	80
4	Audit Committee	29/08/2019	5	5	100
5	Audit Committee	29/10/2019	5	5	100
6	Audit Committee	20/01/2020	5	4	80
7	Audit Committee	04/02/2020	5	5	100
8	Audit Committee	09/03/2020	5	5	100
9	Nomination and Remuneration Committee	23/04/2019	4	4	100
10	Nomination and Remuneration Committee	31/07/2019	4	3	75

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	06/07/2020
								(Y/N/NA)
1	N Chandrasek	7	7	100	4	4	100	Yes
2	Harish Bhat	7	7	100	14	14	100	Yes
3	S Santhanakri	7	7	100	15	15	100	Yes
4	Siraj Azmat Cl	7	7	100	13	13	100	Yes
5	Bharat Puri	6	6	100	8	8	100	Yes
6	Shikha Sharm	6	5	83.33	8	7	87.5	Yes
7	Ajoy Misra	7	7	100	1	1	100	Not Applicable
8	L. KrishnaKum	7	7	100	4	4	100	Yes

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ajoy Misra	Managing Direct	39,314,000			3,816,000	43,130,000
2	L. KrishnaKumar	Whole-time Dire	35,570,000			3,142,000	38,712,000
	Total		74,884,000	0	0	6,958,000	81,842,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	John Jacob	CFO	19,139,000			1,720,000	20,859,000
2	Neelabja Chakrabai	Company Secre	8,850,000			380,000	9,230,000
	Total		27,989,000	0		2,100,000	30,089,000

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N Chandrasekaran	Chairman	0			180,000	180,000
2	Mallika Srinivasan	Director	0	1,500,000			1,500,000
3	V Leeladhar	Director	0	3,000,000		315,000	3,315,000
4	Ranjana Kumar	Director	0	1,600,000		210,000	1,810,000
5	S Santhanakrishnar	Director	0	5,400,000		600,000	6,000,000
6	Siraj Azmat Chaudh	Director	0	4,500,000		555,000	5,055,000
7	Bharat Puri	Director	0	5,000,000		375,000	5,375,000
8	Shikha Sharma	Director	0	5,000,000		345,000	5,345,000
9	Harish Bhat	Director	0			480,000	480,000
	Total		0	26,000,000	0	3,060,000	29,060,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Dr. Asim Kumar Chattopadhyay

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

880

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

LAKSHMANAN  
N KRISHNA  
KUMAR  
Digitally signed by  
LAKSHMANAN  
KRISHNA KUMAR  
Date: 2020.08.19  
21:42:44 +05'30'

DIN of the director

00423616

**To be digitally signed by**

NEELABJA  
CHAKRABARTY  
RTY  
Digitally signed by  
NEELABJA  
CHAKRABARTY  
Date: 2020.08.19  
21:20:26 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

16075

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments**

Attendance of Directors for Board Meeting  
Attendance of Directors for Statutory Comr  
Committee Meetings.pdf  
details of FII.pdf  
Mgt-8.pdf  
List of Directors as on March 31\_2020.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**IX D. Attendance of Directors in Board Meetings during Financial year 2019-20**

Sr.No.	Board Meeting	23.04.2019	15.05.2019	31.07.2019	29.08.2019	30.10.2019	20.12.2019	04.02.2020	Attended	total	% of attendance
1.	Mr. N. Chandrasekaran	1	1	1	1	1	1	1	7	7	100.00
2.	Mrs. M Srinivasan	0	0	0	Ceased to be the Directors of the Company w.e.f. close of business hours of August 25, 2019				0	3	0.00
3.	Mr. V. Leeladhar	1	1	1					3	3	100.00
4.	Mrs. Ranjana Kumar	1	1	0					2	3	67.00
5.	Mr. S. Santhanakrishnan	1	1	1	1	1	1	1	7	7	100.00
6.	Mr. Siraj Azmat Chaudhry	1	1	1	1	1	1	1	7	7	100.00
7.	Mr. Bharat Puri*	NA	NA	1	1	1	1	1	5	5	100.00
8.	Mrs. Shikha Sharma*	NA	NA	1	1	1	1	1	5	5	100.00
9.	Mr. Harish Bhat	1	1	1	1	1	1	1	7	7	100.00
10.	Mr. Ajoy Misra	1	1	1	1	1	1	1	7	7	100.00
11.	Mr. L. Krishnakumar	1	1	1	1	1	1	1	7	7	100.00
	<b>Total</b>	<b>8</b>	<b>8</b>	<b>9</b>	<b>8</b>	<b>8</b>	<b>8</b>	<b>8</b>	<b>57</b>	<b>61</b>	<b>100.00</b>

\*Mr. Bharat Puri and Mrs. Shikha Sharma have been appointed as Non-Executive, Independent Directors with effect from May 07, 2019.

**Present, 0 - Absent, N.A. - Not Applicable**

**For Tata Consumer Products Limited**

**(Neelabja Chakrabarty)**

**Vice President & Company Secretary**

**ACS 16075**



**IX D Attendance of Directors in various Statutory Committees during 2019-20**

<b>1. N. Chandrasekaran</b>	<b>Meetings Dates</b>					
<b>Nomination and Remuneration Committee</b>	<b>23.04.2019</b>	<b>31.07.2019</b>	<b>30.10.2019</b>	<b>20.12.2019</b>	<b>Attended</b>	<b>No. of meetings</b>
<b>Attended</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>4</b>	<b>4</b>

<b>2. Harish Bhat</b>	<b>Meetings Dates</b>									
<b>Audit Committee Meeting</b>	<b>22.04.2019</b>	<b>15.05.2019</b>	<b>30.07.2019</b>	<b>29.08.2019</b>	<b>29.10.2019</b>	<b>20.01.2020</b>	<b>04.02.2020</b>	<b>09.03.2020</b>	<b>Attended</b>	<b>No. of meetings</b>
<b>Attended</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>8</b>	<b>8</b>
<b>Nomination and Remuneration Committee</b>	<b>23.04.2019</b>	<b>31.07.2019</b>	<b>30.10.2019</b>	<b>20.12.2019</b>						
<b>Attended</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>					<b>4</b>	<b>4</b>
<b>Risk Management Committee</b>	<b>30.07.2019</b>	<b>29.10.2019</b>								
<b>Attended</b>	<b>1</b>	<b>1</b>							<b>2</b>	<b>2</b>

<b>3.S. Santhanakrishnan</b>	<b>Meetings Dates</b>									
<b>Audit Committee Meeting</b>	<b>22.04.2019</b>	<b>15.05.2019</b>	<b>30.07.2019</b>	<b>29.08.2019</b>	<b>29.10.2019</b>	<b>20.01.2020</b>	<b>04.02.2020</b>	<b>09.03.2020</b>	<b>Attended</b>	<b>No. of meetings</b>
<b>Attended</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>8</b>	<b>8</b>
<b>Stakeholders Relationship Committee</b>	<b>22.04.2019</b>	<b>30.07.2019</b>	<b>29.10.2019</b>	<b>04.02.2020</b>						
<b>Attended</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>					<b>4</b>	<b>4</b>
<b>Corporate Social Responsibility Committee</b>	<b>29.10.2019</b>									
<b>Attended</b>	<b>1</b>								<b>1</b>	<b>1</b>
<b>Risk Management Committee</b>	<b>30.07.2019</b>	<b>29.10.2019</b>								
<b>Attended</b>	<b>1</b>	<b>1</b>							<b>2</b>	<b>2</b>

<b>4.Siraj Azmat Chaudhry</b>	<b>Meetings Dates</b>									
<b>Audit Committee Meeting</b>	<b>22.04.2019</b>	<b>15.05.2019</b>	<b>30.07.2019</b>	<b>29.08.2019</b>	<b>29.10.2019</b>	<b>20.01.2020</b>	<b>04.02.2020</b>	<b>09.03.2020</b>	<b>Attended</b>	<b>No. of meetings</b>
<b>Attended</b>	1	1	1	1	1	1	1	1	8	8
<b>Stakeholders Relationship Committee*</b>	<b>22.04.2019</b>	<b>30.07.2019</b>	<b>29.10.2019</b>	<b>04.02.2020</b>						
<b>Attended</b>	NA	NA	1	1					2	2
<b>Corporate Social Responsibility Committee*</b>	<b>29.10.2019</b>									
<b>Attended</b>	1								1	1
<b>Risk Management Committee</b>	<b>30.07.2019</b>	<b>29.10.2019</b>								
<b>Attended</b>	1	1							2	2

\* Mr. Siraj Azmat Chaudhry appointed as a member with effect from August 1, 2019.

<b>5.Bharat Puri</b>	<b>Meetings Dates</b>									
<b>Audit Committee Meeting*</b>	<b>22.04.2019</b>	<b>15.05.2019</b>	<b>30.07.2019</b>	<b>29.08.2019</b>	<b>29.10.2019</b>	<b>20.01.2020</b>	<b>04.02.2020</b>	<b>09.03.2020</b>	<b>Attended</b>	<b>No. of meetings</b>
<b>Attended</b>	NA	NA	NA	1	1	1	1	1	5	5
<b>Nomination and Remuneration Committee*</b>	<b>23.04.2019</b>	<b>31.07.2019</b>	<b>30.10.2019</b>	<b>20.12.2019</b>						
<b>Attended</b>	NA	NA	1	1					2	2
<b>Risk Management Committee</b>	<b>30.07.2019</b>	<b>29.10.2019</b>								
<b>Attended</b>	NA	1							1	1

\*Mr. Bharat Puri was inducted as member w.e.f. August 1, 2019.

<b>6.Shikha Sharma</b>	<b>Meetings Dates</b>									
<b>Audit Committee Meeting*</b>	<b>22.04.2019</b>	<b>15.05.2019</b>	<b>30.07.2019</b>	<b>29.08.2019</b>	<b>29.10.2019</b>	<b>20.01.2020</b>	<b>04.02.2020</b>	<b>09.03.2020</b>	<b>Attended</b>	<b>No. of meetings</b>
<b>Attended</b>	NA	NA	NA	1	1	0	1	1	4	5
<b>Nomination and Remuneration Committee*</b>	<b>23.04.2019</b>	<b>31.07.2019</b>	<b>30.10.2019</b>	<b>20.12.2019</b>						
<b>Attended</b>	NA	NA	1	1					2	2
<b>Risk Management Committee</b>	<b>30.07.2019</b>	<b>29.10.2019</b>								
<b>Attended</b>	NA	1							1	1

Mrs. Shikha Sharma was inducted as member w.e.f. August 1, 2019.

<b>7. L. KrishnaKumar</b>	<b>Meetings Dates</b>					
<b>Stakeholders Relationship Committee</b>	<b>22.04.2019</b>	<b>30.07.2019</b>	<b>29.10.2019</b>	<b>04.02.2020</b>	<b>Attended</b>	<b>No. of meetings</b>
<b>Attended</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>4</b>	<b>4</b>

<b>8. Ajoy Misra</b>	<b>Meetings Dates</b>		
<b>Corporate Social Responsibility Committee</b>	<b>29.10.2019</b>	<b>Attended</b>	<b>No. of meetings</b>
<b>Attended</b>	<b>1</b>	<b>1</b>	<b>1</b>

<b>9. Ranjana Kumar</b>	<b>Meetings Dates</b>				
<b>Audit Committee Meeting*</b>	<b>22.04.2019</b>	<b>15.05.2019</b>	<b>30.07.2019</b>	<b>Attended</b>	<b>No. of meetings</b>
<b>Attended</b>	<b>1</b>	<b>1</b>	<b>0</b>	<b>2</b>	<b>3</b>
<b>Nomination and Remuneration Committee*</b>	<b>23.04.2019</b>	<b>31.07.2019</b>			
<b>Attended</b>	<b>1</b>	<b>0</b>		<b>1</b>	<b>2</b>
<b>Corporate Social Responsibility Committee*</b>	<b>No Meetings were held between April 1 to August 1, 2020</b>				
<b>Attended</b>					
<b>Risk Management Committee*</b>	<b>30.07.2019</b>				
<b>Attended</b>	<b>0</b>			<b>-</b>	<b>1</b>

\* Mrs. Ranjana Kumar stepped down as the member of the Committee w.e.f. August 1, 2019.

<b>10. V Leeladhar</b>	<b>Meetings Dates</b>				
<b>Audit Committee Meeting*</b>	<b>22.04.2019</b>	<b>15.05.2019</b>	<b>30.07.2019</b>	<b>Attended</b>	<b>No. of meetings</b>
<b>Attended</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>3</b>	<b>3</b>
<b>Nomination and Remuneration Committee*</b>	<b>23.04.2019</b>	<b>31.07.2019</b>			
<b>Attended</b>	<b>1</b>	<b>1</b>		<b>2</b>	<b>2</b>
<b>Stakeholders Relationship Committee*</b>	<b>22.04.2019</b>	<b>30.07.2019</b>			
<b>Attended</b>	<b>1</b>	<b>1</b>		<b>2</b>	<b>2</b>
<b>Corporate Social Responsibility Committee*</b>	<b>No Meetings were held between April 1 to August 1, 2020</b>				

<b>Attended</b>					
<b>Risk Management Committee*</b>	<b>30.07.2019</b>				
<b>Attended</b>	<b>1</b>			<b>1</b>	<b>1</b>

\* Mr. V Leeladhar stepped down as the member of the Committee w.e.f. August 1, 2019.

**11. Mallika Srinivasan - Not a member of any of the above referred committee**

**1- Present, 0 - Absent, N.A. - Not Applicable**

**For Tata Consumer Products Limited**



**(Neelabja Chakrabarty)**  
**Vice President & Company Secretary**  
**ACS: 16075**





## IX C. Committee Meetings

No. of Committee Meeting held during the Financial Year 2019-20

Sr.No	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Nomination and Remuneration Committee	30-10-2019	4	4	100
		20-12-2019	4	4*	100
2	Stakeholder Relationship Committee	22-04-2019	3	3	100
		30-07-2019	3	3	100
		29-10-2019	3	3	100
		04-02-2020	3	3	100
3	Risk Management Committee	30-07-2019	5	4	80
		29-10-2019	4	4	100
4	Corporate Social Responsibility	29-10-2020	3	3	100

\* Mr. Bharat Puri attended through Video Call.

For Tata Consumer Products Limited



(Neelabja Chakrabarty)  
Vice President & Company Secretary  
ACS 16075





**LIST OF DIRECTORS AS ON MARCH 31, 2020**

<b>Sr.</b>	<b>Name of Directors</b>	<b>Designation</b>	<b>DIN</b>
1.	Mr. N Chandrasekaran (Chairman)	Non-Executive Director	00121863
2.	Mr. Harish Bhatt	Non-Executive Director	00478198
3.	Mr. Ajoy Misra*	Managing Director & CEO	00050557
4.	Mr. Lakshmanan KrishnaKumar	Executive Director & Group CFO	00423616
5.	Mr. Sankaran Santhanakrishnan	Independent Director	00032049
6.	Mr. Siraj Azmat Chaudhry	Independent Director	00161853
7.	Mr. Bharat Puri	Independent Director	02173566
8.	Mrs. Shikha Sharma	Independent Director	00043265

**\* Mr. Ajoy Misra (DIN No. 00050557) has retired as Managing Director & CEO of the Company effective close of business hours of March 31, 2020 and Mr. Sunil D'Souza (07194259) has been appointed as the Managing Director & CEO of the Company effective April 4, 2020.**

**CERTIFIED TO BE TRUE  
FOR TATA CONSUMER PRODUCTS LIMITED**

**NEELABJA CHAKRABARTY  
Vice President & Company Secretary**

**TATA CONSUMER PRODUCTS LIMITED**  
(Formerly known as Tata Global Beverages Limited)

11/13 Botawala Building 1<sup>st</sup> Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India  
Tel: 91-22-6121-8400 | Fax: 91-22-61218499  
Registered Office: 1, Bishop Lefroy Road, Kolkata – 700 020  
Corporate Identity Number (CIN): L15491WB1962PLC031425  
Email: [investor.relations@tataconsumer.com](mailto:investor.relations@tataconsumer.com)  
Website: [www.tataconsumer.com](http://www.tataconsumer.com)

**DR. ASIM KUMAR CHATTOPADHYAY**  
M. COM., Ph.D. (Appl.Eco.), LL.B., F.C.M.A., F.C.S., D.Litt.

**"MATRI ASHIS"**  
10, Kumar Para Lane,  
Ganges Side, ALAMBAZAR  
Kolkata-700035.  
(Near Alambazar Govt. Quarters)  
Mobile : 9830040243  
9137811499  
e-mail : asimsecy@gmail.com

**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of Tata Consumer Products Limited ( Formerly Tata Global Beverages Limited (the Company) having its registered office at 1, Bishop Lefroy Road , Kolkata - 700020 (CIN: L15491WB1962PLC031425) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2020. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:

1. It's status under the Act;
2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities as the case may be within the prescribed time;
4. Calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. Closure of Register of Members.
6. Advances/loans to its directors and/or persons or firms or companies referred in section-185 of the Act. However, there was no such cases of advances/loans to its directors during the period under review;
7. Contracts/arrangements with related parties as specified in section 188 of the Act ;



8. Issue or allotment of Shares or transfer or transmission of securities / alteration of share capital and issue of security certificates or credit to Demat of the Shareholders as the case may be in such instances ;

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. There was no cases of keeping in abeyance / withholding or pending as mentioned in this paragraph during the period under review.

10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/Shares/ other amounts as applicable to the Investor Education and Protection Fund in accordance with the provisions of the Act;

11. Signing of audited financial statement as per the provisions of section 134 of the Act and Report of Directors is as per sub - sections (3), (4) and (5) thereof;

12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them as may be applicable;

13. Appointment/ reappointment of auditors as per the provisions of section 139 of the Act;

14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.

15. Acceptance/ renewal/ repayment of deposits, although there was no such cases in the year under review.

16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable. However, there was no such borrowing from its Directors, members, public financial institutions during the period under review.

17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. The Memorandum and Articles of Association of the company has been amended during the year under review .

Place: Kolkata  
Date: 12.08.2020  
UDIN : F002303B000571674

  
**A. K. Chattopadhyay**  
Practising Company Secretary  
FCS - 2303 : CP - 880  
PR - 792 / 2020

