



May 8, 2020

The National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Scrip Code – TATACONSUM

BSE Ltd.
Corporate Relationship Dept.
1st Floor, New Trading Wing
Rotunda Building, PJ Towers
Dalal Street
Mumbai 400 001
Scrip Code - 500800

The Calcutta Stock Exchange Ltd.
7 Lyons Range
Kolkata 700 001
Scrip Code – 10000027
(Demat)
27 (Physical)

Sub: Quarterly Compliance Report on Corporate Governance – for Quarter and Year ended March 31, 2020.

Dear Sir,

As required under the Regulation 27 (2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, we enclose herewith the quarterly compliance report on Corporate Governance in the prescribed format (Annexure– I) and (Annexure II) for the quarter and year ended March 31, 2020.

Yours Sincerely,

For **TATA CONSUMER PRODUCTS LIMITED**

Neelabja Chakrabarty
Vice President & Company Secretary

Encl. : as above



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

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

Format of report on Corporate Governance to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Tata Consumer Products Limited (formerly known as Tata Global Beverages Limited)**
 2. quarter ending - **March 31, 2020**

I. Composition of Board of Directors													
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive / Independent/ Nominee)	Initial date of Appointment	Date of Re-Appointment	Date of cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	^No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	N. Chandrasekaran	00121863	ABJPC6349J	C & NED	03-07-2017				02-06-1963	6	0	0	0
Mr.	Sankaran Santhanakrishnan	00032049	AAVPS8260R	ID	28-05-2013	11-05-2018		23	01-01-1951	2	2	3	3
Mr.	Harish Bhat	00478198	ABPPB0072K	NED	01-07-2012				08-11-1962	3	0	1	1
Mr.	Ajoy Misra**	00050557	AAIPM2998K	ED	01-12-2011	01-04-2019	31-03-2020		25-04-1957	1	0	0	0
Mr.	Lakshmanan KrishnaKumar	00423616	AAEPK1157C	ED	01-04-2013	01-04-2018			29-10-1958	2	0	2	0
Mr.	Siraj Azmat Chaudhry	00161853	AAEPC7659K	ID	03-07-2017			33	08-01-1967	2	2	3	0
Mr.	Bharat Puri	02173566	AALPP0839P	ID	07-05-2019			11	14-06-1961	2	1	1	0
Mrs.	Shikha Sharma	00043265	ALFPS9244J	ID	07-05-2019			11	19-11-1958	5	5	5	0
		Whether Regular chairperson appointed : Yes											
		Whether Chairperson is related to managing director or CEO: No											

** Mr. Ajoy Misra Retired as MD & CEO W.e.f closing of business hrs of 31.3.2020.

^ The details of all the Directors including this listed entity is as on 31.3.2020.

II. Composition of Committees					
Audit Committee					
Whether Regular chairperson appointed : Yes					
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>	<i>Date of cessation</i>
1	Sankaran Santhanakrishnan	ID	Chairperson	01-04-2014	-
2	Siraj Azmat Chaudhry	ID	Member	21-03-2018	-
3	Bharat Puri	ID	Member	01-08-2019	-
4	Shikha Sharma	ID	Member	01-08-2019	-
5	Harish Bhat	NED	Member	21-03-2018	-

Stakeholders Relationship Committee					
Whether Regular chairperson appointed : Yes					
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>	<i>Date of cessation</i>
1	Sankaran Santhanakrishnan	ID	Chairperson	01-04-2014	-
2	Siraj Azmat Chaudhry	ID	Member	01-08-2019	-
3	Lakshmanan KrishnaKumar	ED	Member	01-04-2014	-

Risk Management Committee					
Whether Regular chairperson appointed : Yes					
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>	<i>Date of cessation</i>
1	Bharat Puri	ID	Chairperson	01-08-2019	-
2	Shikha Sharma	ID	Member	01-08-2019	-
3	Siraj Azmat Chaudhry	ID	Member	21-03-2018	-
4	Harish Bhat	NED	Member	28-07-2014	-

Nomination and Remuneration Committee					
Whether Regular chairperson appointed : Yes					
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>	<i>Date of cessation</i>
1	Shikha Sharma	ID	Chairperson	01-08-2019	-
2	Bharat Puri	ID	Member	01-08-2019	-
3	N. Chandrasekaran	C & NED	Member	06-07-2017	-
4	Harish Bhat	NED	Member	01-04-2014	-

Corporate Social Responsibility Committee					
Whether Regular chairperson appointed : Yes					
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>	<i>Date of cessation</i>
1	Siraj Azmat Chaudhry	ID	Chairperson	01-08-2019	-
2	Sankaran Santhanakrishnan	ID	Member	01-04-2014	
3	Ajoy Misra*	ED	Member	01-04-2014	3103-2020

Mr. Ajoy Misra, Managing Director and CEO of the Company retired from Board w.e.f end of business hours of March 31, 2020 consequently ceased to be the member of CSR Committee

III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>No. of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
30-10-2019	04-02-2020	YES	8	4	45
20-12-2019					

IV. Meeting of Committees						
<i>Name of the Committee</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>No. of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
Audit Committee	20-01-2020	YES	04	03	29- 10- 2019	82
	04-02-2020	YES	05	04		14
	09-03-2020	YES	05	04		33
Stakeholders Relationship Committee	04-02- 2020	YES	03	02	29- 10- 2019	97
Risk Management Committee	NIL	NA			29-10-2019	
Nomination & Remuneration Committee	NIL	NA			30-10-2019	50
					20-12-2019	
Corporate Social Responsibility Committee	NIL	NA			29-10-2019	

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 500 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

This Report shall be placed before the Board of Directors in the Next Board Meeting. The Report for the previous quarter was placed before the Board of Directors and they had no comments/ observation/ advice on the same.



Name : Neelabja Chakrabarty
Designation : Vice President and Company Secretary
Place : Mumbai
Date : May 8, 2020

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
Details of business	Yes	www.tataconsumer.com
Terms and conditions of appointment of independent directors	Yes	www.tataconsumer.com
Composition of various committees of board of directors	Yes	www.tataconsumer.com
Code of conduct of board of directors and senior management personnel	Yes	www.tataconsumer.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.tataconsumer.com
Criteria of making payments to non-executive directors	No; the same is disclosed in the Annual report	
Policy on dealing with related party transactions	Yes	www.tataconsumer.com
Policy for determining 'material' subsidiaries	Yes	www.tataconsumer.com
Details of familiarization programmes imparted to independent directors	Yes	www.tataconsumer.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.tataconsumer.com
email address for grievance redressal and other relevant details	Yes	www.tataconsumer.com
Financial results	Yes	www.tataconsumer.com
Shareholding pattern	Yes	www.tataconsumer.com
Details of agreements entered into with the media companies and/or their associates	NA	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.tataconsumer.com
New name and the old name of the listed entity	Yes	www.tataconsumer.com
Advertisements as per regulation 47 (1)	Yes	www.tataconsumer.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.tataconsumer.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.tataconsumer.com
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.tataconsumer.com
Materiality Policy as per Regulation 30	Yes	www.tataconsumer.com

Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.tataconsumer.com
<i>It is certified that these contents on the website of the listed entity are correct.</i>		
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes

<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	NO, Due to out-break of COVID 19, the scheduled meeting could not take place on 24th March, 2020. The meeting of the IDs were conducted through VC on 28th April 2020.
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



**Name & Designation : Neelabja Chakrabarty
(Vice-President & Company Secretary)**

Company Secretary / Compliance Officer / Managing Director / CEO