October 20, 2021

Sub: Compliance Report on Corporate Governance for quarter and half year ended September 30, 2021

Dear Sir,

As required under the Regulation 27 (2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, we enclose herewith the compliance report on Corporate Governance in the prescribed format (Annexure– I) and (Annexure – III) for the quarter and half year ended September 30, 2021.

Yours Sincerely,

For TATA CONSUMER PRODUCTS LIMITED

Neelabja Chakrabarty
Company Secretary

Encl. : as above
### ANNEXURE I

#### i. Composition of Board of Director

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>DIN</th>
<th>Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)</th>
<th>Subcategory</th>
<th>Initial Date of Appointment</th>
<th>Date of Appointment</th>
<th>Date of Resignation</th>
<th>Date of Birth</th>
<th>Date of passing special resolution</th>
<th>No of Directorship in listed entities including this listed entity</th>
<th>No of Independent Directorship in listed entities including this listed entity</th>
<th>No of memberships in Audit/ Stakeholder Committee(s) in listed entities</th>
<th>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities</th>
<th>No of membership in Committees of the Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. N. Chandrasekaran</td>
<td>00121863</td>
<td>C &amp; NED</td>
<td></td>
<td>03-Jul-2017</td>
<td>03-Jul-2017</td>
<td>02-Jun-1963</td>
<td>NA</td>
<td>7</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>NRC</td>
</tr>
<tr>
<td>Mr. P.B. Balaji</td>
<td>02762983</td>
<td>NED</td>
<td></td>
<td>08-Aug-2020</td>
<td>08-Aug-2020</td>
<td>09-Sep-1969</td>
<td>NA</td>
<td>1</td>
<td>0</td>
<td>4</td>
<td>0</td>
<td>0</td>
<td>AC,NRC</td>
</tr>
<tr>
<td>Mr. Sunil Dsouza</td>
<td>07194259</td>
<td>ED</td>
<td>CEO-MD</td>
<td>04-Apr-2020</td>
<td>04-Apr-2020</td>
<td>31-Dec-1967</td>
<td>NA</td>
<td>2</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>AC, NRC</td>
</tr>
<tr>
<td>Mr. Lakshmanan Krishnakumar</td>
<td>00423616</td>
<td>ED</td>
<td></td>
<td>01-Apr-2013</td>
<td>01-Apr-2018</td>
<td>29-Oct-1958</td>
<td>NA</td>
<td>1</td>
<td>0</td>
<td>2</td>
<td>0</td>
<td>0</td>
<td>SC</td>
</tr>
<tr>
<td>Mr. Siraj Chaudhry</td>
<td>00161853</td>
<td>ID</td>
<td></td>
<td>03-Jul-2017</td>
<td>03-Jul-2017</td>
<td>08-Jan-1967</td>
<td>NA</td>
<td>4</td>
<td>4</td>
<td>4</td>
<td>1</td>
<td>1</td>
<td>AC, SC, RC</td>
</tr>
<tr>
<td>Mr. Bharat Puri</td>
<td>02173566</td>
<td>ID</td>
<td></td>
<td>07-May-2019</td>
<td>07-May-2019</td>
<td>14-Jun-1961</td>
<td>NA</td>
<td>2</td>
<td>1</td>
<td>1</td>
<td>0</td>
<td>0</td>
<td>AC, RC, NRC</td>
</tr>
<tr>
<td>Ms. Shikha Sharma</td>
<td>00043265</td>
<td>ID</td>
<td></td>
<td>07-May-2019</td>
<td>07-May-2019</td>
<td>19-Nov-1958</td>
<td>NA</td>
<td>5</td>
<td>5</td>
<td>4</td>
<td>0</td>
<td>0</td>
<td>AC, RC, NRC</td>
</tr>
<tr>
<td>Mr. Sankaran Santhanakrishnan</td>
<td>00032049</td>
<td>ID</td>
<td></td>
<td>11-May-2018</td>
<td>11-May-2018</td>
<td>01-Nov-1950</td>
<td>NA</td>
<td>1</td>
<td>1</td>
<td>1</td>
<td>4</td>
<td>0</td>
<td>AC, SC</td>
</tr>
</tbody>
</table>
## ii. Composition of Committees

### a. Audit Committee

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Name of the Director</th>
<th>Category</th>
<th>Chairperson/Membership</th>
<th>Appointment Date</th>
<th>Cessation Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Sankaran Santhanakrishnan</td>
<td>ID</td>
<td>Chairperson</td>
<td>01-Apr-2014</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Siraj Chaudhry</td>
<td>ID</td>
<td>Member</td>
<td>21-Mar-2018</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Bharat Puri</td>
<td>ID</td>
<td>Member</td>
<td>01-Aug-2019</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Shikha Sharma</td>
<td>ID</td>
<td>Member</td>
<td>01-Aug-2019</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>P.B. Balaji</td>
<td>NED</td>
<td>Member</td>
<td>06-Nov-2020</td>
<td>03-Aug-2021</td>
</tr>
</tbody>
</table>

### b. Stakeholders Relationship Committee

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Name of the Director</th>
<th>Category</th>
<th>Chairperson/Membership</th>
<th>Appointment Date</th>
<th>Cessation Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Sankaran Santhanakrishnan</td>
<td>ID</td>
<td>Chairperson</td>
<td>01-Apr-2014</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Siraj Chaudhry</td>
<td>ID</td>
<td>Member</td>
<td>01-Aug-2019</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Lakshmanan KrishnaKumar</td>
<td>ED</td>
<td>Member</td>
<td>01-Apr-2014</td>
<td></td>
</tr>
</tbody>
</table>

### c. Risk Management Committee

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Name of the Director</th>
<th>Category</th>
<th>Chairperson/Membership</th>
<th>Appointment Date</th>
<th>Cessation Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Bharat Puri</td>
<td>ID</td>
<td>Chairperson</td>
<td>01-Aug-2019</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Shikha Sharma</td>
<td>ID</td>
<td>Member</td>
<td>01-Aug-2019</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Siraj Chaudhry</td>
<td>ID</td>
<td>Member</td>
<td>21-Mar-2018</td>
<td></td>
</tr>
</tbody>
</table>
# Report on Corporate Governance for the quarter ended September 30, 2021

## d. Nomination and Remuneration Committee

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Name of the Director</th>
<th>Category</th>
<th>Chairperson/Membership</th>
<th>Appointment Date</th>
<th>Cessation Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Shikha Sharma</td>
<td>ID</td>
<td>Chairperson</td>
<td>01-Aug-2019</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Bharat Puri</td>
<td>ID</td>
<td>Member</td>
<td>01-Aug-2019</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>P.B. Balaji</td>
<td>NED</td>
<td>Member</td>
<td>06-Nov-2020</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>N. Chandrasekaran</td>
<td>C &amp; NED</td>
<td>Member</td>
<td>06-Jul-2017</td>
<td></td>
</tr>
</tbody>
</table>

**Company Remarks**

Whether Permanent chairperson appointed  Yes

## iii. Meeting of Board of Directors

<table>
<thead>
<tr>
<th>Date(s) of Meeting (if any) in the previous quarter</th>
<th>Date(s) of Meeting (if any) in the relevant quarter</th>
<th>Whether requirement of Quorum met</th>
<th>Number of Directors present</th>
<th>Number of Independent Directors present</th>
</tr>
</thead>
<tbody>
<tr>
<td>06-May-2021</td>
<td>03-Aug-2021</td>
<td>Yes</td>
<td>4</td>
<td>4</td>
</tr>
</tbody>
</table>

**Company Remarks**

Maximum gap between any two consecutive (in number of days)  88

## iv. Meeting of Committees

<table>
<thead>
<tr>
<th>Name of the Committee</th>
<th>Date(s) of meeting during of the committee in the previous quarter</th>
<th>Date(s) of meeting of the committee in the relevant quarter</th>
<th>Whether requirement of Quorum met (Yes/No)</th>
<th>Number of Directors present</th>
<th>Number of independent directors present</th>
</tr>
</thead>
<tbody>
<tr>
<td>Audit Committee</td>
<td>05-May-2021</td>
<td></td>
<td>Yes</td>
<td>1</td>
<td>4</td>
</tr>
<tr>
<td>Audit Committee</td>
<td>02-Aug-2021</td>
<td></td>
<td>Yes</td>
<td>0</td>
<td>4</td>
</tr>
<tr>
<td>Nomination &amp; Remuneration Committee</td>
<td>06-May-2021</td>
<td></td>
<td>Yes</td>
<td>2</td>
<td>2</td>
</tr>
<tr>
<td>Nomination &amp; Remuneration Committee</td>
<td>03-Aug-2021</td>
<td></td>
<td>Yes</td>
<td>2</td>
<td>2</td>
</tr>
<tr>
<td>Stakeholders Relationship Committee</td>
<td>05-May-2021</td>
<td></td>
<td>Yes</td>
<td>1</td>
<td>2</td>
</tr>
<tr>
<td>Stakeholders Relationship Committee</td>
<td>02-Aug-2021</td>
<td></td>
<td>Yes</td>
<td>1</td>
<td>2</td>
</tr>
<tr>
<td>Risk Management Committee</td>
<td>02-Aug-2021</td>
<td></td>
<td>Yes</td>
<td>0</td>
<td>3</td>
</tr>
</tbody>
</table>
### Report on Corporate Governance for the quarter ended September 30, 2021

#### Company Remarks

| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 88 |

#### v. Related Party Transactions

<table>
<thead>
<tr>
<th>Subject</th>
<th>Compliance status (Yes/No/NA)</th>
<th>Remark</th>
</tr>
</thead>
<tbody>
<tr>
<td>Whether prior approval of audit committee obtained</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Whether shareholder approval obtained for material RPT</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee</td>
<td>Not Applicable</td>
<td></td>
</tr>
<tr>
<td>Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### 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 100 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.

Name: Neelabja Chakrabarty  
Designation: Company Secretary & Compliance Officer
## Affirmations

<table>
<thead>
<tr>
<th>Broad Heading</th>
<th>Regulation Number</th>
<th>Compliance Status</th>
<th>Company Remark</th>
</tr>
</thead>
<tbody>
<tr>
<td>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</td>
<td>46(2)</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Presence of Chairperson of Audit Committee at the Annual General Meeting</td>
<td>18(1)(d)</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</td>
<td>19(3)</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</td>
<td>20(3)</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Whether &quot;Corporate Governance Report&quot; disclosed in Annual Report</td>
<td>34(3) read with para C of Schedule V</td>
<td>Yes</td>
<td></td>
</tr>
</tbody>
</table>

Note:

Name: Neelabja Chakrabarty
Designation: Company Secretary & Compliance Officer
### ANNEXURE IV

#### (A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to
#### (Rs. In Lacs)

<table>
<thead>
<tr>
<th>Aggregate amount advanced during six months</th>
<th>Balance outstanding at the end of six months</th>
</tr>
</thead>
<tbody>
<tr>
<td>Promoter or any other entity controlled by them</td>
<td>Promoter Group or any other entity controlled by them</td>
</tr>
<tr>
<td>--------------------------------------------</td>
<td>---------------------------------------------</td>
</tr>
<tr>
<td>6500</td>
<td>2000</td>
</tr>
</tbody>
</table>

#### (B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

<table>
<thead>
<tr>
<th>Entity</th>
<th>Type (guarantee, comfort letter etc.)</th>
<th>Aggregate amount of issuance during six months</th>
<th>Balance outstanding at the end of six months (taking into account any invocation)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Promoter or any other entity controlled by them</td>
<td></td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Promoter Group or any other entity controlled by them</td>
<td></td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Directors (including relatives) or any other entity controlled by them</td>
<td></td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>KMPs or any other entity controlled by them</td>
<td></td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>
Report on Corporate Governance for the quarter ended September 30, 2021

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

<table>
<thead>
<tr>
<th>Entity</th>
<th>Type of Security (cash, shares etc.)</th>
<th>Aggregate value of security provided during six months</th>
<th>Balance outstanding at the end of six months</th>
</tr>
</thead>
<tbody>
<tr>
<td>Promoter or any other entity controlled by them</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Promoter Group or any other entity controlled by them</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Directors (including relatives) or any other entity controlled by them</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>KMPs or any other entity controlled by them</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

(D) If the Listed Entity would like to provide any other information the same may be indicated here

Affirmations
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

Name: John Jacob
Designation: Chief Financial Officer
Place: Bengaluru
Date: 20-Oct-2021