



TATA CONSUMER PRODUCTS LIMITED

(Formerly known as Tata Global Beverages Limited)

CIN: L15491WB1962PLC031425

Registered Office: 1, Bishop Lefroy Road, Kolkata - 700020

Tel: +91 033 22813779/3891/4422/4747/66053400

E-mail id: investor.relations@tataconsumer.com; Website: www.tataconsumer.com

POSTAL BALLOT NOTICE

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Secretarial Standard-2 on General Meetings (“the SS-2”), read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the following resolutions are proposed for approval of the Members of Tata Consumer Products Limited (“the Company”) **as Special Resolutions**, through Postal Ballot by only Remote E-Voting i.e. Voting through Electronic Means :

- 1) Approval of Tata Consumer Products Limited - Share-based Long-Term Incentive Scheme 2021 (“TCPL SLTI Scheme 2021” or “the Scheme”) for grant of performance share units to the Eligible Employees of the Company under the Scheme
- 2) Extension of the Tata Consumer Products Limited - Share-based Long-Term Incentive Scheme 2021 to eligible employees of certain subsidiary companies of the Company
- 3) Appointment of Dr. K. P. Krishnan (DIN: 01099097) as a Director and as an Independent Director

The Explanatory Statement pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided Remote E-Voting facility only, to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide Remote E-Voting facility. The instructions for Remote E-voting are appended to this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Company (www.tataconsumer.com) and on the website of NSDL.

The Board of Directors has appointed Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (FCS: 2303 & COP No. 880), as Scrutinizer at its meeting held on November 11, 2021, for conducting the Postal Ballot through Remote E-Voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot forms to the Members of the Company and no physical ballot forms will be accepted due to the COVID-19 issues.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote E-Voting process not later than 17:00 hours IST on Tuesday, December 28, 2021. Remote E-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote E-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised, on or before Thursday, December 30, 2021. The same will be displayed on the website of the Company: www.tataconsumer.com, the website of NSDL: www.evoting.nsdl.com and also shall be communicated to BSE Limited ("BSE"), the National Stock Exchange of India Limited ("NSE") and the Calcutta Stock Exchange Limited ("CSE"), where the Company's Equity Shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

RESOLUTION NO. 1: Approval of Tata Consumer Products Limited - Share-based Long-Term Incentive Scheme 2021 ("TCPL SLTI Scheme 2021" or "the Scheme") for grant of performance share units to the Eligible Employees of the Company under the Scheme

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee ('NRC') and pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ('Act') read with relevant rules made thereunder, provisions of Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India ('FEMA'), provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB&SE Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), provisions of any regulations/guidelines prescribed by the Securities and Exchange Board of India ('SEBI') and other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to any applicable approval, consent, permission and sanction of any authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting any such approval, consent, permission and sanction, and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include NRC or their delegated authority to exercise its powers, including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board (i) to adopt and implement the **Tata Consumer Products Limited - Share-based Long Term Incentive Scheme 2021 ("TCPL SLTI Scheme 2021" or "the Scheme")** (the salient features of the Scheme are furnished in the Explanatory Statement to this Notice) and (ii) to create, offer and grant such number of **Performance Share Units (hereinafter referred to as "PSUs")** and to issue and allot such number of Equity Shares of Re. 1/- (Rupee One Only) each not exceeding 5,00,000 (Five Lakh Only), representing in the aggregate 0.054% of the present issued share capital of the Company (as on date), in one or more tranches, to the permanent employees of the Company, whether working in India or out of India, present or future, and to any whole-time director as may be decided by the Board and permitted under the SBEB&SE Regulations, but does not include an employee who is a promoter or a person belonging to the promoter group, independent directors and a director who either by himself or through his relative or through any body-corporate, holds directly or indirectly more than 10% of the outstanding equity shares of the Company ('Eligible Employees'), with each PSUs giving a right, to the Eligible Employees to subscribe to one fully paid-up Equity Share of the face value of Re. 1/- (Rupee One Only), at a price of Re. 1/- (Rupee One Only) per Equity Share and that the grant of PSUs, vesting and exercise thereof shall be in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SBEB&SE Regulations and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER THAT the Equity Shares to be issued pursuant to the Scheme shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/ undertaking or other re-organization, the outstanding PSUs to be granted under the Scheme shall be suitably adjusted for the number and price of PSUs, such that total value to the Eligible Employees of the PSUs remains the same after the Corporate Action, and that the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the Eligible Employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the grant letter, application form, Performance Share Unit agreement and other related documents, to grant PSUs to the Eligible Employees (including deciding the number of PSUs to be granted to Eligible Employees), to allot Equity Shares upon exercise of PSUs by the Eligible Employees, to take necessary steps for listing of the Equity Shares allotted under the Scheme on the stock exchanges, to make any modifications/changes/variations/alterations/revisions in the Scheme or suspend/ withdraw/ revive the Scheme from time to time in conformity with the applicable laws, Memorandum of Association and Articles of Association of the Company as may be required, in case of any change in applicable laws or as specified by any statutory authority, without being required to seek any further consent or approval of the Members to that end and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution provided that such change is not detrimental to the interest of the Eligible Employees, and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the Scheme.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB&SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the TCPL SLTI Scheme 2021."

RESOLUTION NO. 2: Extension of the Tata Consumer Products Limited - Share-based Long-Term Incentive Scheme 2021 ("TCPL SLTI Scheme 2021" or "the Scheme") to eligible employees of certain subsidiary companies of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee ('NRC') and pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ('Act') read with relevant rules made thereunder, provisions of Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India ('FEMA'), provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB&SE Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), provisions of any regulations/guidelines prescribed by the Securities and Exchange Board of India ('SEBI') and other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to any applicable approval, consent, permission and sanction of any authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting any such approval, consent, permission and sanction, and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include NRC or their delegated authority to exercise its powers, including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board to extend the benefit and coverage of the **Tata Consumer Products Limited-Share-based Long Term Incentive Scheme 2021 ("TCPL SLTI Scheme 2021" or "the Scheme")** referred to in resolution No. 1 of this Postal Ballot Notice, for issue of **Performance Share Units (hereinafter referred as "PSUs")** to such Eligible Employees (as defined in the TCPL SLTI Scheme 2021), of any present and future subsidiary companies of the Company ('Eligible Employees of subsidiary companies'), selected on the basis of criteria decided by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the grant letter, application form, Performance Share Unit agreement and other related documents, to grant PSUs to the Eligible Employees of subsidiary companies (including deciding the number of PSUs to be granted to Eligible Employees of subsidiary companies), to allot Equity Shares upon exercise of PSUs by the Eligible Employees of subsidiary companies, to take necessary steps for listing of the Equity Shares allotted under the Scheme on the stock exchanges, to make any modifications/changes/variations/alterations/revisions in the Scheme or suspend/ withdraw/revive the Scheme from time to time in conformity with the applicable laws, Memorandum of Association and Articles of Association of the Company as may be required, in case of any change in applicable laws or as specified by any statutory authority, without being required to seek any further consent or approval of the Members to that end and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution provided that such change is not detrimental to the interest of the Eligible Employees of subsidiary companies, and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the Scheme."

RESOLUTION NO. 3: Appointment of Dr. K. P. Krishnan (DIN: 01099097) as a Director and as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT Dr. K. P. Krishnan (DIN: 01099097), who was appointed as an Additional Director of the Company with effect from October 22, 2021 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the forthcoming Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the appointment of Dr. K. P. Krishnan (DIN: 01099097), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from October 22, 2021 up to October 21, 2026, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Dr. K. P. Krishnan shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in capacity of Non-Executive, Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Neelabja Chakrabarty

Company Secretary

(Membership No: ACS 16075)

Mumbai, November 11, 2021

Registered Office:

1, Bishop Lefroy Road, Kolkata – 700 020

CIN - L15491WB1962PLC031425

E-mail id: investor.relations@tataconsumer.com

Website address: www.tataconsumer.com

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution Nos. 1, 2 and 3 of the Postal Ballot Notice and disclosure as required under Regulation 6(2) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, relating to the Resolution Nos. 1 & 2 of the Postal Ballot Notice are appended herein below for your consideration.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding E-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on Friday, November 19, 2021 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date. For Members who have not registered their e-mail IDs, please follow the instructions given under point 16.

3. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote E-voting only. The Company has engaged the services of NSDL to provide Remote E-Voting facility to its members.
4. A copy of the Postal Ballot Notice is available on the website of the Company at www.tataconsumer.com, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of our E-voting agency i.e. National Securities Depository Limited's ('NSDL') E-Voting website at www.evoting.nsdl.com.
5. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members seeking to inspect such documents can send an e-mail to investor.relations@tataconsumer.com.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
7. After sending the notice of Postal ballot through email, an advertisement shall be published in English newspaper and Bengali newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.tataconsumer.com.
8. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours on **Friday, November 19, 2021, i.e. the Cut-off date**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote E-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the Remote E-Voting process. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only. A Member cannot exercise his vote by proxy on Postal Ballot.
9. The Remote E-Voting will commence on **Monday, November 29, 2021 at 09:00 hours IST and will end on Tuesday, December 28, 2021 at 17:00 hours IST**. Remote E-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.
10. Members are requested to cast their vote through the Remote E-voting process not later than 17:00 hours IST on Tuesday, December 28, 2021, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
11. Once the votes on the Resolutions are casted by the Members, the Members shall not be allowed to change these subsequently.
12. The Board of Directors of the Company has appointed Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (FCS: 2303 & COP No. 880), as Scrutinizer, to scrutinize the Postal Ballot through Remote E-voting process in a fair and transparent manner. He has communicated his willingness for such appointment and will be available for the same.
13. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
14. The Scrutinizer will submit his report to the Chairman or any person authorised by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote E-voting process will be announced by the Chairman, or such person as authorised, on or before Thursday, December 30, 2021. The results will also be displayed on the website of the Company, www.tataconsumer.com, under the Investors section and at the Registered Office of the Company, besides being communicated to the stock exchanges and the E-voting agency. The Chairman or such authorised person shall countersign the same. The result would also be available on the website of Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at <https://www.evoting.nsdl.com>.
15. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, December 28, 2021, i.e. the last date specified for receipt of votes through the Remote E-voting process.

16. **Process for those shareholders whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Postal Ballot Notice:**

Registration of email addresses with TSR: To facilitate Members to receive this Postal Ballot Notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar and Share Transfer Agent, TSR Darashaw Consultants Private Limited ("TSR") for registration of e-mail addresses. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to TSR, on or before 17:00 hours (IST) on Monday, December 27, 2021:

Procedure for registration of email id for receiving Postal Ballot Notice:

Visit the link: https://tcpl.linkintime.co.in/EmailReg/Email_Register.html

- a) Select the Name of the Company from dropdown: **Tata Consumer Products Limited**
- b) Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate(s) number.
- c) Enter Mobile Number and email id and click on "Continue" button
- d) System will send OTP on Mobile and Email Id.
- e) Upload self-attested copy of PAN card and Address proof viz Aadhaar Card or passport along with front and back side of share certificate in case of Physical folio
- f) Enter the OTP received on Mobile and E-mail Address;
- g) The system will then confirm the e-mail address for limited purpose of service of the Postal Ballot Notice.
- h) After successful submission of the e-mail address, NSDL will e-mail a copy of the Postal Ballot Notice along with the Remote E-Voting user ID and password. In case of any queries, Members may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in.

Procedure for registration of email id with the Company/Depository Participants: Members are requested to register the same with their concerned DPs, in respect of electronic holding and with TSR, in respect of physical holding, by sending a written request duly signed by the 1st named shareholder. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / TSR to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

17. **The details of the process and manner for remote e-voting are explained herein below:**

Process to vote electronically using NSDL e-Voting system:

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

• **Login Methods are given below**

- i. Individual Shareholders holding securities in demat mode with NSDL:
 - a) If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "**Beneficial**

Owner” icon under “Login” which is available under “**IDeAS**” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.

- b) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS**” Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 - c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- ii. Individual Shareholders holding securities in demat mode with CDSL :
- a) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 - b) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
 - c) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
 - d) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
- iii. Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

- **Helpdesk details & Login Types are given below:**

1. Individual Shareholders holding securities in demat mode with NSDL :

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Individual Shareholders holding securities in demat mode with CDSL :

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

- iv) Your User ID details are given below :

- **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
- **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
- **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the Company (For example if folio number is 001*** and EVEN is **118825** then user ID is 118825001***).

- v) Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- How to retrieve your ‘initial password’?

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

- vi) If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- vii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii) Now, you will have to click on “Login” button.
- ix) After you click on the “Login” button, Home page of e-Voting will open.

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

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

- a) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
- b) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. **(EVEN of the Company for this Postal Ballot is “118825”)**
- c) Now you are ready for e-Voting as the Voting page opens.
- d) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- e) Upon confirmation, the message “Vote cast successfully” will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to asimsecy@gmail.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Resolution nos. 1, 2 & 3 of the accompanying Notice along with the disclosure as required under Regulation 6(2) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, relating to the Resolution nos. 1 & 2 of the accompanying Notice.

RESOLUTION NO. 1 & 2: Approval of Tata Consumer Products Limited - Share-based Long-Term Incentive Scheme 2021 for grant of performance share units to the Eligible Employees of the Company and of its subsidiary under the Scheme

The share-based benefits/schemes such as performance shares, stock options, restricted stock units etc. have been recognized as an effective instrument to align the interests of the employees with that of the Company for enhancing overall shareholders value creation and provide an opportunity to the employees to participate in the growth of the Company and create long-term wealth.

A proposal for approval and adoption of Tata Consumer Products Limited Share-based Long Term Incentive Scheme 2021 (“TCPL SLTI Scheme 2021” or “the Scheme”) is being placed before the shareholders in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (‘SBEB&SE Regulations’).

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 Nomination and Remuneration Committee (NRC) at its meeting held on October 22, 2021, formulated the detailed terms and conditions of the Scheme which was duly approved by the Board of Directors at its meeting held on even date, subject to approval of the Members. The Scheme would enable the Company to attract, retain and motivate the best available talent at senior management level. 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 Company has structured the Scheme for its Eligible Employees with the following major objectives:

- To drive long term objectives of the Company;
- To attract, motivate and retain employees by rewarding 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 behavior and collaboration amongst employees.

These objectives are sought to be achieved through Grant of PSUs to the Eligible Employees of the Company and its subsidiary companies.

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 Re. 1/- (Rupee One Only) each, representing 0.054% of the issued share capital of the Company (as on date). The number of PSUs to be granted to Eligible Employees will be determined based on Long Term Incentive Pay amount to be awarded to Eligible Employees divided by the 90 days average Closing Market Price of the Shares on the National Stock Exchange of India Limited (“NSE”), one day prior to the date of approval of the Scheme by the members for grant in FY 2021-22 and by the Closing Market Price of the Shares on the NSE, one day prior to the date of the NRC Meeting for approval of grants in FY 2022-23 and FY 2023-24 respectively.

The PSUs together with existing fixed pay and performance pay will comprise the total compensation being offered to select 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.

The Scheme has been formulated in accordance with the provisions of the Companies Act, 2013 (‘the Act’) and SBEB&SE Regulations.

The salient features of the Scheme and the requisite disclosures w.r.t. the Scheme, as required under Regulation 6 of SBEB&SE Regulations and the Companies (Share Capital and Debentures) Rules, 2014, are set out as below:

a) Brief description of the Scheme:

The TCPL SLTI Scheme 2021 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 Eligible Employees shall be granted Performance Share Units (PSUs), as determined by the NRC, which will vest on particular dates and could be exercisable into fully paid-up Equity Shares of Re. 1/- (Rupee One Only) each of the Company, on the terms and conditions as provided hereunder, in accordance with the provisions of the applicable laws and regulations for the time being in force.

b) Total number of options, shares or benefits to be offered and granted:

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 Re. 1/- (Rupee One Only) each, representing 0.054% of the issued share capital of the Company (as on date).

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The Whole-time Directors and the identified employees of the Company and its subsidiary companies as defined under the Scheme, in Senior Grades in the Company and its subsidiary companies, on the grant date for PSUs, as may be decided by the NRC, shall be Eligible for granting of PSUs under the Scheme. The said is the initial identification and the NRC shall determine the Eligible Employees under the Scheme from time to time.

As per SBEB&SE Regulations, the following category of employees/directors shall not be eligible to participate in the Scheme:

- An employee of the Company or its subsidiary companies, who is a promoter or belongs to the promoter group;
- A director of the Company or its subsidiary companies, who either by himself or through his relatives or through any body-corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; and
- Independent Directors of the Company or its subsidiary companies

d) Requirements of vesting and period of vesting:

The Vesting period for the PSU granted under the Scheme shall not be less than one year. The PSUs shall vest in Eligible Employees subject to continuing employment with the Company or any Tata Company on the date of Vesting. 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. PSUs shall vest in whole numbers such that the number of Vested PSUs is rounded up to the nearest one. The NRC may extend the Vesting Date for the PSUs to vest by a period not more than 2 months.

Where an Eligible Employee discontinues to be in the permanent employment of the Company due to:

- On Death of a Participant: All the PSUs which are granted to him till such date, whether Vested or lying Unvested shall immediately Vest in the Beneficiary (i.e. Nominee) of the deceased Participant on the date of death of the Participant, provided that where the employee has not appointed a Nominee then all the PSUs granted to him till such date and lying Unvested shall be exercisable by the legal heirs/successors of such Participant. However to exercise such PSUs, the legal heirs/successors shall first be required to produce to the Company all such

documents/indemnities as may be required by the Company to prove succession to the assets of the deceased Participant. All the Vested PSUs shall be permitted to be exercised within 12 months from the date of Vesting or before the expiry of the Exercise Period as per Scheme whichever is earlier unless the NRC decides otherwise.

- On Permanent Incapacity of Participant: All the PSUs granted to him till such date of permanent incapacitation and lying Unvested, shall Vest in him on the date of permanent incapacitation. All the Vested PSUs shall be permitted to be exercised within 12 months from the date of permanent incapacitation or before the expiry of the Exercise Period as per the Scheme, whichever is earlier, unless the NRC decides otherwise.
 - On Resignation: All Unvested PSUs with the Participant as on the end of working hours of the last working day shall lapse. All the Vested PSUs shall be permitted to be exercised on or before the last working day or before the expiry of the Exercise Period as per the Scheme, whichever is earlier, unless the NRC decides otherwise. In case 1-year period between grant and vesting of PSUs is not completed before the Participant resigns, then all the PSU's will lapse.
 - On Termination of Service: In case the employment of a Participant is terminated or is asked to resign (involuntary resignation) on account of Misconduct as defined in the Scheme or violation of Tata Code of Conduct or any other reason by the Company, all PSUs (Vested as well as Unvested) shall stand automatically forfeited on the Termination Date (end of working hours on the last working day) in accordance with the terms and conditions detailed in the Scheme.
 - On Retirement: All the Vested PSUs shall be permitted to be exercised before the expiry of the Exercise Period as per the Scheme. Any Vested PSUs not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period.
 - On Abandonment: In case the termination of employment of a Participant is due to Abandonment, all PSUs (Vested as well as Unvested) shall stand automatically forfeited on the Termination Date. The Board/NRC, at its sole discretion shall decide the date of cancellation of PSUs and such decision shall be binding on all concerned.
 - On Transfer to an Associate Company: In the event, an employee who has been granted PSUs under the Scheme, is transferred or deputed to an Associate Company prior to vesting or exercise, then the PSUs would vest with the Participant on pro-rata basis for the period served with the Company or subsidiary of the Company, subject to the Participant continuing to serve an Associate Company of Tata Consumer Products Limited on the date of Vesting.
 - On Long Leave: In case the Participant is on Long Leave at any time during the period of Grant of PSUs till the Vesting Date, then the PSUs would be granted or vested on a pro-rata basis for the period (after adjusting the period of Long Leave).
- e) **Maximum period (subject to regulation 18(1) and 24(1) of, as the case may be) within which the PSUs shall be vested:**

The PSUs granted under TCPL-SLTI Scheme 2021 would vest within a maximum period of 3 (three) years but after minimum 1(one) year from the date of grant of such PSUs.

f) **Exercise price, purchase price or pricing formula:**

The Exercise Price for PSUs shall be Re. 1/- (Rupee One Only) per PSU, i.e. at the face value of the underlying Share of the Company. The Exercise Price and the number of PSUs granted may be adjusted for any Corporate Action(s) announced by the Company prior to the Exercise Period pertaining to the relevant PSUs, as may be decided by the Board/NRC. The adjustment shall be separately intimated to the Participants.

g) **Exercise period/offer period and process of exercise/acceptance of offer:**

The Exercise Period would commence from the date of Vesting of PSUs and will expire at the end of twelve months from the date of vesting of PSUs, except for the events of death of a Participant and on Permanent Incapacity of Participant which shall be dealt as per the details mentioned in the Scheme. The NRC may extend the Exercise Period by a further period of two years, as it may deem fit.

The exercise of the Vested PSUs shall take place by executing such documents as may be required under the Applicable Laws for the Company to pass a valid title of the relevant Shares to the Participant/Nominee, free and clear of any liens, encumbrances, and transfer restrictions.

The PSUs will lapse if not exercised within the specified Exercise Period. Lapsed PSUs cannot be re-issued by the Company.

h) Appraisal process for determining the eligibility of employees for the Scheme:

The appraisal process for determining the eligibility of the employees to the PSUs at the time of grant and to the number of Equity Shares at the time of vesting will be decided by the NRC from time to time. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, his/her future potential, critical position, performance evaluation, performance linked parameters, etc.

i) Maximum number of PSUs to be offered and issued per employee and in aggregate, if any:

The number of PSUs that may be granted to an Eligible Employee under the Scheme in any one year would not exceed 40,000. The maximum number of PSUs that may be granted in aggregate to the Eligible Employees over three years, in one or more tranches, would not exceed 5,00,000 (representing 0.054% of the issued share capital of the Company).

The number of PSUs to be granted to Eligible Employees will be determined based on Long Term Incentive Pay amount to be awarded to Eligible Employees divided by the 90 days average Closing Market Price of the Shares on the National Stock Exchange of India Limited ("NSE"), one day prior to the date of approval of the scheme by the members for grant in FY 2021-22 and by the Closing Market Price of the Shares on the NSE, one day prior to the date of the NRC Meeting for approval of grants in FY 2022-23 and FY 2023-24 respectively.

The maximum number of Equity Shares that may be issued/allotted pursuant to exercise of PSUs granted to an Eligible Employee, shall not exceed 40,000 Equity Shares of the Company of the face value of Re 1/- (Rupee One Only) each fully paid-up (representing 0.004% of the issued share capital), for each year of the Scheme.

j) Maximum quantum of benefits to be provided per employee under the Scheme:

The maximum quantum of benefits underlying the PSUs issued to an Eligible Employee shall depend upon the number of PSUs held by him/her and the market price of the Equity Shares as on the date of sale.

k) Mode of implemented and administered directly by the Company or through a trust:

The Scheme shall be implemented and administered directly by the Company.

l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme involves the issue of new Equity Shares by the Company.

m) Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not applicable. The Company will not provide any loan for the implementation of the Scheme.

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:

This is not applicable under the present Scheme.

o) Statement to the effect that the Company shall conform to the accounting policies specified in regulation 15:

The Company shall follow Ind AS 102 'Employee Share-based Payments' as prescribed by Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules as amended from time to time, and/or any relevant Accounting Standards/Guidance Note as may be prescribed by the Institute of Chartered Accountants of India from time to time or any other regulations, including the disclosure requirements prescribed therein.

p) Method of Valuation:

The Company shall use the fair value method for valuation of options as prescribed under IND AS 102 'Employee Share-based Payments' by Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, and/or any relevant Accounting Standards/Guidance Note, as may be prescribed by the Institute of Chartered Accountants of India, from time to time or any other regulations.

q) The following statement, if applicable:

'In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report'

The said Statement is not applicable to the Company since the Company is opting for the Fair Value Method.

r) Period of lock-in.

The Shares allotted/transferred pursuant to the Exercise of the Vested PSUs shall not be subject to lock-in.

s) Terms & conditions for buyback, if any, of specified securities covered under these regulations.

Not applicable

Pursuant to Regulation 6(1) of SBEB&SE Regulations and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a special resolution, for approval of the Scheme and issue of further shares to the Eligible Employees of the Company under the said Scheme as detailed in Resolution no 1 of this Postal Ballot Notice. Further, pursuant to Regulation 6(3)(c) of SBEB&SE Regulations and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a separate special resolution for extending the Scheme to the Eligible Employees of certain subsidiary companies as detailed in Resolution No. 2 of this Postal Ballot Notice.

The issue of the said Equity Shares would be well within the Authorised Share Capital of the Company.

The Board recommends the Resolutions set out at Item Nos. 1 & 2 of the Postal Ballot Notice for approval by the Members.

The electronic copies of the draft TCPL-SLTI Scheme 2021 setting out the terms and conditions of the Scheme and the relevant resolutions passed at the Board and Committee Meetings referred to in the resolutions would be available for inspection by the members. Please refer to Note 5 given in the Postal Ballot Notice on inspection of documents.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 1 & 2 of the Postal Ballot Notice, except to the extent of PSUs that may be granted to them under the Scheme and the resultant Equity Shares issued, as applicable.

RESOLUTION NO. 3: Appointment of Dr. K. P. Krishnan (DIN: 01099097) as a Director and as an Independent Director

Based on recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on October 22, 2021, appointed Dr. K. P. Krishnan as Additional Director of the Company and also Independent Director, not liable to retire by rotation, for a term of five years i.e. from October 22, 2021 up to October 21, 2026 subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Dr. Krishnan shall hold office up to the date of forthcoming Annual General Meeting and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Dr. Krishnan are provided as Annexure to this Postal Ballot Notice. Dr. Krishnan has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Dr. Krishnan is a person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, Dr. Krishnan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Given his experience, the Board considers it desirable and in the interest of the Company to have Dr. Krishnan on the Board of the Company and accordingly the Board recommends the appointment of Dr. Krishnan as an Independent Director as proposed in the Resolution set out at Item No. 3 for approval by the Members.

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

Electronic copy of the terms and condition of appointment of the Independent Directors is available for inspection. Please refer to Note 5 given in the Postal Ballot Notice on inspection of documents.

Except for Dr. Krishnan and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors

Mumbai, November 11, 2021

Registered Office:

1, Bishop Lefroy Road, Kolkata – 700 020

CIN - L15491WB1962PLC031425

E-mail id: investor.relations@tataconsumer.com

Website address: www.tataconsumer.com

Neelabja Chakrabarty

Company Secretary

(Membership No: ACS 16075)

Annexure to the Notice

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

(Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings)

Name of Director	Dr. K. P. Krishnan
Director Identification Number (DIN)	01099097
Designation/category of the Director	Non-Executive, Independent Director
Age	61 Years
Date of the first appointment on the Board	Effective October 22, 2021
Qualifications	Dr. Krishnan is a graduate in Economics from St. Stephens College and Law at the Campus Law Centre, University of Delhi and joined the Karnataka cadre of the IAS in 1983. In 2002, he obtained his Ph.D. in Economics from IIM, Bangalore.
Profile, Experience and Expertise in specific functional areas	<p>Dr. K. P. Krishnan is the IEPF Chair Professor in Regulatory Economics at National Council of Applied Economic Research (NCAER) - one of India's oldest and leading economic think tanks.</p> <p>After serving in various positions in the Government of Karnataka, Government of India and World Bank, he retired from the IAS in 2019 as Secretary Ministry of Skill Development and Entrepreneurship (2017-19). Prior to this, he was Special Secretary - Department of Land Resources, Ministry of Rural Development (2015-17) and Additional Secretary - Department of Economic Affairs, Ministry of Finance (2013-15). He has also served as Secretary - Economic Advisory Council to the Prime Minister (2010-12), Joint Secretary - Department of Economic Affairs (2005-10) and as Adviser to the Executive Director World Bank (1994-97).</p> <p>Dr. Krishnan has authored a number of official reports on the Indian financial sector and published many academic papers on a range of subjects. In 2012, Dr. Krishnan held the BoK Visiting Professorship in Regulation in the University of Pennsylvania Law School and in 2017 he was conferred the Distinguished Alumni Award of IIM Bangalore.</p> <p>Please refer Company's website: www.tataconsumer.com for detailed profile.</p>
Directorships held in other companies (excluding foreign companies) as on date of this Postal Ballot Notice	Shriram Capital Limited, Chairman
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Postal Ballot Notice	<p>Shriram Capital Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Chairman • Group Risk Management Committee - Member

Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Shareholding in the Company	Nil
Terms and Conditions of appointment / re-appointment	Appointment as a Non-Executive, Independent Director. For the detailed terms and conditions of appointment of Independent Director, please refer Company's website: https://www.tataconsumer.com/corporate-governance/compliances-and-filings
Details of Remuneration sought to be paid	He shall be paid remuneration in capacity of Non-Executive, Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.
Number of meetings of the Board attended during FY 2021-22	Dr. Krishnan has attended 1 out of 1 meeting held during his tenure with the Company till date of this Postal Ballot Notice
Remuneration paid during FY 2021-22	Dr. Krishnan has not been paid any remuneration other than sitting fees for attending Meetings of the Board and Committees thereof, during his tenure with the Company till date of this Postal Ballot Notice.