



TATA CONSUMER PRODUCTS LIMITED

Corporate Social Responsibility & Sustainability Committee Charter

Objectives of the Corporate Social Responsibility & Sustainability Committee

1.1. The Corporate Social Responsibility (CSR) & Sustainability Committee ("Committee") of the Board of Directors ("Board") of Tata Consumer Products Limited ("Company") shall *inter-alia* discharge the following responsibilities:

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

1.2. The Committee will report to the Board on its activities at least two times in a year.

2. Composition

2.1. The Committee shall comprise of minimum three directors including at least one Independent Director.

2.2. The Chairperson of the Committee shall be Non-Executive Director, from amongst the members of the Committee.

2.3. The Company Secretary of the Company shall act as the secretary to the Committee.

3. Meetings and Quorum

3.1. The Committee must establish an Annual Work Plan ("AWP") for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The AWP must ensure proper coverage of the matters laid out in the Charter.

3.2. The Committee shall meet as often as needed to discuss the matters in accordance with the AWP, at least 2 times during the year

3.3. The Committee at its discretion shall invite Directors or such executives to be present at the meetings of the Committee.

3.4. A detailed agenda, together with supporting notes and documents, should be circulated, at least 7 days prior to each meeting to the members of the Committee and other invitees, except such information or documents on items of business which are in the nature of Unpublished Price Sensitive Information can be tabled at the meeting.

3.5. The minutes of each meeting must be recorded, circulated to the members of the Committee, and approved either before or at the next Committee meeting.

3.6. The quorum for the meetings of the Committee shall be two members.

4. Authority and Power

The CSR & Sustainability Committee shall, subject to the approval of the Board, have the power to:

- Investigate any matter within the scope of this Charter or as referred to it by the Board.
- Seek any information or explanation from any employee or director of the Company.
- Ask for any records or documents of the Company.

In the context of any of the above, it may also engage (at the expense of the Company) independent consultants, legal or other professional advisors and seek their advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

5. Responsibilities of the Corporate Social Responsibility & Sustainability Committee

The responsibilities of the Committee shall be the following:

- 1) formulate and recommend to the Board, a CSR Policy containing guiding principles for selection, implementation and monitoring of CSR activities as specified under Schedule VII of the Companies Act, 2013 (as amended from time to time);
- 2) recommend the amount of expenditure to be incurred on the activities referred to in clause (1) above;
- 3) monitor the CSR Policy and activities of the Company on behalf of the Board to ensure that the Group is in compliance with appropriate laws and legislations;
- 4) monitor and provide guidance on the Company's policies on environment management, social responsibilities, health & safety, product stewardship, community development, principles of managing branded operations, etc.;
- 5) provide guidance on welfare activities in and around Munnar;
- 6) Formulate and recommend to the Board (including any revisions thereto), an annual action plan in pursuance of the CSR policy and have an oversight over its implementation;
- 7) Identify project(s) of the Company as 'Ongoing Project(s)' or 'Multi-year Project';
- 8) To review the impact assessment carried out for the projects of the Company as per the requirements of the law;
- 9) assist the management to formulate, implement and review policies, principles and practices to foster the sustainable growth of the Company that creates value consistent with the long-term preservation and enhancement of financial, natural, social, human and intellectual capital.
- 10) Review on a continuing basis, the partnerships and relationships, both current and proposed that support the Company's sustainable growth.

- 11) Monitor the CSR policy and expenditure of the subsidiary companies that are mandated by the Companies Act, 2013 to constitute a CSR Committee and comply with Section 135 of the Act
- 12) Carrying out such other functions as may be specified the Board from time to time.
- 13) Any other matter as prescribed by the Companies Act, 2013 & Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 or such other Regulation prescribed by the SEBI from time to time.

6. Reporting

- 6.1.** The Committee will periodically report to the Board on various matters that it has considered.
- 6.2.** The Annual Report of the Company shall disclose the composition of this Committee (including names of members and Chairperson), brief description of the scope of the Committee Charter, number of meetings held in a financial year and attendance of the members/chairperson of the Committee.

7. Compensation

Members of Corporate Social Responsibility & Sustainability Committee, who are Directors, shall receive such sitting fees and/ or commission, if any, for their services as Corporate Social Responsibility & Sustainability Committee members as may be determined by the Board in its sole discretion.

8. Evaluation

The Committee shall undergo an annual self-evaluation of its performance and report the result to the Board of Directors. Areas for evaluation as part of this exercise include:

- Degree of fulfilment of key responsibilities
- Adequacy of Committee composition
- Effectiveness of meetings
- Committee Dynamics
- Quality of relationship with Board and Management.

9. Review of Charter

The adequacy of this Charter shall be reviewed and reassessed by the Committee, periodically and appropriate recommendations shall be made to the Board to update the Charter based on the changes that may be brought about due to any regulatory framework or otherwise.