



April 30, 2022

National Stock Exchange of India Limited

Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Scrip Code – **TATACONSUM**

BSE Limited

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

The Calcutta Stock Exchange Limited

7 Lyons Range
Kolkata 700 001
Scrip Code – **10000027**
(Demat)
27 (Physical)

Dear Sir/Madam,

Sub: Voting Result of the Postal Ballot Activity through Remote E-Voting

This is in furtherance to our letter dated March 30, 2022, enclosing the Postal Ballot Notice and the Explanatory Statement, for seeking the approval of the Members of the Company by way of Special Resolution through Remote E-Voting process for the following:-

To create, offer, issue and allot equity shares on Preferential Basis, in one or more tranches, 74,59,935 equity shares of the Company having face value of Re. 1 each, at a price of Rs. 765.16 per equity share, for consideration other than cash, (being swap of shares of Tata Consumer Products UK Group Limited, United Kingdom, a subsidiary of the Company ("TCP UK")) towards payment of the total purchase consideration of Rs. 570.80 crores, payable by the Company to Tata Enterprises (Overseas) AG, ("Proposed Allottee"), a minority shareholder of TCP UK, for acquisition of 2,38,71,793 ordinary shares of £1 each, representing 10.15% of the paid-up capital of TCP UK, held by the Proposed Allottee

We wish to inform that the above Resolution has been passed by the Members of the Company with requisite majority on April 29, 2022, being the last date of the Remote E-Voting.

In this connection, please find enclosed the following:

- 1) Voting results of the said Postal Ballot activity through Remote E-Voting, pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (**Annexure A**).

TATA CONSUMER PRODUCTS 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




- 2) Report of the Scrutinizer dated April 30, 2022, pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**Annexure B**).

The above are also being displayed on the notice board of the Company at its Registered Office, Company's website at www.tataconsumer.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to kindly take the same on record.

Thanking you,

Yours Sincerely,
For TATA CONSUMER PRODUCTS LIMITED


Neelabja Chakrabarty
Company Secretary

Encl; as above

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Annexure A

TATA CONSUMER PRODUCTS LIMITED

VOTING RESULTS OF POSTAL BALLOT THROUGH REMOTE E-VOTING Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
Sr. No.	Particulars	Details
1	Type of Meeting	Postal Ballot through Remote E-Voting process
2	Last date of receipt of postal ballot form	April 29, 2022
3	Total number of shareholders as on record date	As of cut-off date i.e. March 18, 2022: 8,27,267
4	Number of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot process)
5	Number of Shareholders attend the meeting through VC/OAVM (excluding webcast) Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot process)
6	No. of resolutions passed in the meeting	1 resolution was passed through Postal Ballot process and the details of voting results is attached

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Resolution-wise disclosure: Resolution Number 1

Resolution required (Ordinary / Special)				Special Resolution: To create, offer, issue and allot equity shares on Preferential Basis,				
Whether promoters / promoter group are interested in the agenda / resolution?				No				
Category	Mode of Voting	No. of shares held [#]	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	31,96,29,733	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Remote E-Voting only)		31,96,29,676	100.0000	31,96,29,676	0	100.0000	0.0000
	Total	31,96,29,733	31,96,29,676	100.0000	31,96,29,676	0	100.0000	0.0000
Public - Institutions	E-Voting	35,96,06,102	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Remote E-Voting only)		30,67,21,618	85.2938	30,67,21,618	0	100.0000	0.0000
	Total	35,96,06,102	30,67,21,618	85.2938	30,67,21,618	0	100.0000	0.0000
Public – Non Institutions	E-Voting	24,23,15,880	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Remote E-Voting only)		23,09,950	0.9533	21,81,663	1,28,287	94.4463	5.5537
	Total	24,23,15,880	23,09,950	0.9533	21,81,663	1,28,287	94.4463	5.5537
Total		92,15,51,715	62,86,61,244	68.2177	62,85,32,957	1,28,287	99.9796	0.0204

[#] Shareholding as on March 18, 2022

Khakrabarti

TATA CONSUMER PRODUCTS LIMITED

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Website: www.tataconsumer.com

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

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

To
The Chairman
Tata Consumer Products Limited
1, Bishop Lefroy Road
Kolkata - 700 020

Dear Sir,

Sub: Scrutinizer's Report on E-Postal Ballot (Remote E-Voting) Result with regard to create, offer, issue and allot equity shares on Preferential Basis.

I, Dr. Asim Kumar Chattopadhyay, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the Tata Consumer Products Limited at its meeting held on March 29, 2022 for conducting the Postal Ballot through Remote E- Voting process in a fair and transparent manner and in accordance with the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time.

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. 20/2021 dated December 8, 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 ("**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 resolution as set out in the Notice dated March 30, 2022 was proposed for approval of the Members of Tata Consumer Products Limited ("**the Company**" or "**TCPL**") as **Special Resolution**, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means ("**Remote e-Voting**"). The Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. 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 Postal Ballot Notice was sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope was not sent to the Members for this Postal Ballot process.

The Company had sent the Notice including all the requisite information to cast vote, in electronic form, to all its Members who had registered their email IDs with the Company / Registrar & Transfer Agents / Depository Participants. The communication of the assent or dissent of the Members was sought through the Remote E-voting system only. In order to facilitate those Members who had not registered their email IDs, a proper procedure was laid down to get their email IDs registered with the RTA so that they could also participate in the Remote E-voting facility extended by the Company. The aforesaid Notice was sent on March 30, 2022 through email to all the Members who held shares of the Company as on close of business hours on March 18, 2022 (the **Cut-Off Date**).

The Company and the NSDL had uploaded the Notice together with the explanatory statement on their respective websites www.tataconsumer.com and www.evoting.nsdl.com. The Notice was also uploaded on the Stock Exchanges websites where the securities of the Company are listed viz. www.bseindia.com, www.nseindia.com and www.cse-india.com. Electronic Voting Event Number “119587” (EVEN) was generated for casting the votes through Remote E-voting mode and communicated to Members as part of Notice. The Company and NSDL had complied with all the necessary compliance requirements specified under the Act, the Rules and the Circulars issued in this regard.

The total number of Members as on the **Cut-Off** date i.e. March 18, 2022, was **827267**. A public Notice with regard to the Company’s Postal Ballot was published in “Business Standard”, English News Paper (All India Publications) and in “Aajkaal”, Bengali (vernacular language of the State of West Bengal where the Registered office of the Company is situated) News Paper dated March 31, 2022, respectively providing requisite information and contact details of NSDL / RTA (TSR Darashaw Consultants Private Limited) for registering e-mail IDs and any queries on Remote E-voting.

The Members of the Company holding shares as on the **Cut-Off Date** i.e. March 18, 2022 were entitled to vote on the resolution (Special) as contained in the Postal Ballot Notice.

The Remote E-Voting was commenced on Thursday, March 31, 2022 at 09:00 hours IST and was ended on Friday, April 29, 2022 at 17:00 hours IST. Remote E-Voting was disabled by NSDL as authorized by me immediately thereafter and was not allowed voting beyond the said date and time.

The management of the Company is responsible to ensure the Compliance with the requirement of the Act and Rules made thereunder and the SEBI Listing Regulations, as applicable relating to the voting through Remote E-Voting on the Special Resolution mentioned in the Notice dated March 30, 2022.

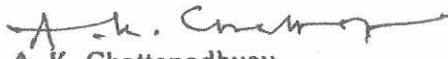


My responsibility as scrutinizer for the Remote E-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution based on the reports generated from Postal Ballot process/ Remote E-Voting system provided by NSDL.

Based on the results made available to me, 5,614 Members have cast their votes through Remote E-Voting platform and total 62,86,61,244 shares were voted which is 68.2177% of the paid-up share capital of the Company as on date. I submit herewith the Report on Postal Ballot Voting vis-a-vis the Report in Annexure- I as prescribed by SEBI.

Thanking you,

Yours faithfully,

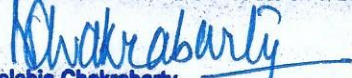

A. K. Chattopadhyay
Practising Company Secretary
FCS - 2303 : CP - 880
PR - 792 / 2020

DR. ASIM KUMAR CHATTOPADHYAY
Practising Company Secretary
FCS 2303 CP 880
PR No. - 792/2020
UDIN : F002303D000245843


DATE: 30/04/2022

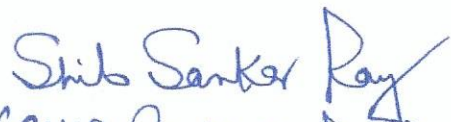
PLACE: Kolkata

FOR TATA CONSUMER PRODUCTS LIMITED


Neelabja Chakrabarty
Sr. Vice President & Company Secretary
30/04/2022

WITNESSES:

1. 
AYAN CHATTOPADHYAY
D.L. :- WB1520130165346.

2. 
(SHIB SANKAR ROY)
PAN - ADGPR3472A

Report on Postal Ballot Voting

Tata Consumer Products Limited
1, Bishop Lefroy Road, Kolkata - 700 020.

Special Resolution:

To create, offer, issue and allot equity shares on Preferential Basis.

(i) Voted in **Favour** of the Resolution


Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
5223	628532957	99.9796

(ii) Voted **Against** the Resolution

Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
391	128287	0.0204

(iii) **Invalid** votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL


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

30/04/2022

Tata Consumer Products Limited

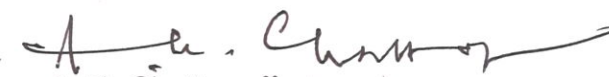
Resolution Required : (Special)

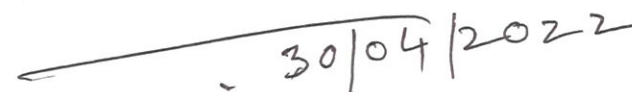
To create, offer, issue and allot equity shares on Preferential Basis.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	319629733	319629676	100.0000	319629676	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		319629676	100.0000	319629676	0	100.0000	0.0000	0
Public Institutions	E-Voting	359606102	306721618	85.2938	306721618	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		306721618	85.2938	306721618	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	242315880	2309950	0.9533	2181663	128287	94.4463	5.5537	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2309950	0.9533	2181663	128287	94.4463	5.5537	0
Total		921551715	628661244	68.2177	628532957	128287	99.9796	0.0204	0


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


 30/04/2022