

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-Ninth Annual General Meeting of Tata Consumer Products Limited will be held on **Monday, June 27, 2022, at 10:30 a.m. IST** through Video Conferencing or Other Audio-Visual Means, to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.

3. Declaration of Dividend

To declare a dividend of ₹ 6.05 per equity share of the face value of ₹ 1 each (605%), of the Company for the financial year ended March 31, 2022.

4. Appointment of Mr. P. B. Balaji (DIN 02762983) as Director, liable to retire by rotation

To appoint a Director in place of Mr. P. B. Balaji (DIN 02762983) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

5. Re-appointment of Statutory Auditors for the second term of 5 years

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm

Registration No. 117366W/W-100018), be and are hereby re-appointed as the Statutory Auditors of the Company, for the second term of 5 years i.e. from the conclusion of this 59th Annual General Meeting until the conclusion of 64th Annual General Meeting to be held in the year 2027 at a remuneration upto ₹ 3,06,00,000/- (Rupees Three Crores and Six Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ended March 31, 2023, and the Board of Directors be and is hereby further authorized to finalize the terms and conditions of re-appointment, including remuneration of the Statutory Auditor for the remaining period, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) 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.”

SPECIAL BUSINESS:

6. Ratification of Cost Auditor's Remuneration FY 2022-23

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 4,40,000/- (Rupees Four lakhs Forty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s Shome & Banerjee, Cost Accountants (Firm Registration Number 000001), who are re-appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2023.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) 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.”

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7. Re-Appointment of Mr. Siraj Chaudhry (DIN 00161853) as an Independent Director of the Company for the second term of 5 years

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Siraj Chaudhry (DIN 00161853), who has submitted a declaration confirming that he meets the criteria of independence as provided Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of five years commencing from July 3, 2022 upto July 2, 2027, 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, Mr. Siraj Chaudhry shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) 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.”

8. Appointment of Mr. David Crean (DIN 09584874) as a Non-Executive, Independent Director of the Company

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

“RESOLVED THAT Mr. David Crean (DIN 09584874), who was appointed as an Additional Director of the Company with effect from May 4, 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this 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, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. David Crean (DIN 09584874), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of 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 May 4, 2022, up to May 3, 2027, 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, Mr. David Crean shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

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RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) 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."

9. Maintaining the Registers and Indexes of Members and copies of Annual Returns at the Registered Office of the Company and/or the Registrar and Transfer Agent of the Company

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

"RESOLVED THAT in supersession of all earlier resolutions passed by the Members in this regard and pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members be and is hereby accorded to keep and maintained the registers and other records as required to be maintained by the Company as per Section 88 of the Act and copies of annual returns filed under Section 92 of the Act, together with the copies of certificates and other documents required to be annexed thereto or any other documents as may be required thereunder, at the Registered office of the Company and/or at the office of the TSR Consultants Private Limited (formerly known as TSR Darashaw Consultants Private Limited), Registrar and Transfer Agent of the Company, or such other place where the office of the Registrar and Transfer Agent of the Company is situated from time to time."

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to take all such actions and to do all such acts, deeds, matters, and things as may be considered necessary, desirable, and expedient for giving effect to this resolution."

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, and No. 21/2021 dated December 14, 2021, (collectively referred to as "**MCA Circulars**") has permitted the holding of the annual general meeting through Video Conferencing ("**VC**") or through other audio-visual means ("**OAVM**"),

without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("**the Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and MCA Circulars, the 59th Annual General Meeting ("**Meeting**" or "**AGM**") of the Company is being held through VC / OAVM on Monday, June 27, 2022 at 10:30 a.m. (IST). The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at 1, Bishop Lefroy Road, Kolkata – 700 020.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUF's, NRI's, etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at asimsecy@gmail.com with a copy marked to evoting@nsdl.co.in. latest by Sunday, June 26, 2022 (upto 5:00 p.m). Corporate Members/ Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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5. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 6 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 6 to 9 of the Notice along with a statement of setting out material facts concerning the business under Item No. 5 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.
7. **The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.** Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing live webcast of proceedings of the AGM. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of first come first served basis.
8. The Notice convening the AGM has been uploaded on the website of the Company at www.tataconsumer.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited at www.bseindia.com, www.nseindia.com and <https://www.cse-india.com> respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
9. **Book Closure and Dividend:**

The Register of Members and the Share Transfer Books of the Company will be closed from **Saturday, June 11, 2022, to Friday, June 17, 2022**, (both days inclusive) for the purpose of this AGM and for determining the entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.

The dividend of ₹ 6.05 per equity share of ₹ 1 each (605%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after June 29, 2022, and before July 27, 2022, as under:

 - (a) To all the Beneficial Owners as at the end of the day on Friday, June 10, 2022, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on Friday, June 10, 2022.

Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members.
10. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by **Wednesday, June 8, 2022 (upto 7:00 pm), to enable the Company to determine the appropriate TDS / withholding tax rate applicable.** For the detailed process, please visit the website of the Company <https://www.tataconsumer.com/investors/investor-information/letters-sent-to-shareholders> and also refer our email sent to members on May 13, 2022.

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11. Further, to receive the dividend on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA - TSR Consultants Private Limited, latest by **June 8, 2022**:

- a) **Form No. ISR-1** duly filled and signed by the holders stating their name, folio number, complete address with pincode, and following details relating to the bank account in which the dividend is to be received:
 - i) Name of Bank and Bank Branch;
 - ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; and
 - iii) 11-digit IFSC Code.
 - iv) 9 digit MICR Code.
- b) Original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) Self-attested copy of the PAN Card; and
- d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

12. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized

form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialised mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, TSR Consultants Private Limited ("**Registrar**" or "**RTA**" or "**TSR**") at csg-unit@tcplindia.co.in for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on the TSR's website <https://www.tcplindia.co.in/faq.html>.

13. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority. **In view of this, Members/Claimants are requested to claim their unpaid/unclaimed dividends from FY 2014-15 till date, on or before September 5, 2022.** The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 as available on www.iepf.gov.in. For details, please refer to the corporate governance report which is a part of this Annual Report, and the investor page on the Company's website www.tataconsumer.com.

14. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("**DP**") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed **Form No. ISR-1**, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

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15. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting **Form No.SH13**. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in **Form SH-14**. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit **Form No. ISR-3**. The said forms can be downloaded from the RTA's website at <https://www.tcplindia.co.in/client-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
16. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. **Form No. ISR-1** for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in **Form No. ISR-1** to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. The consolidation will be processed in demat form.
18. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at AGM2022@tataconsumer.com, latest by **Saturday, June 25, 2022 (upto 3:00 p.m)**.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
20. 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.
21. **Process for those shareholders whose e-mail ids are not registered with the Depositories/the Company for procuring user id and passwords and registration of e-mail ids for e-voting for the resolutions set out in this Notice:**
 - (i) **Registration of email addresses with TSR:**

The Company has made special arrangements with TSR and NSDL for the registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to TSR **on or before 5:00 p.m. IST on Monday, June 20, 2022.**

The process to be followed for registration of e-mail address is as follows:

 - (a) Visit the link: https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
 - (b) Select the Name of the Company from the dropdown: **Tata Consumer Products Limited**
 - (c) 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 .

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- (d) Enter Mobile No and email id and click on Continue button.
- (e) System will send OTP on Mobile and Email Id.
- (f) Upload self-attested copy of PAN card and Address proof viz Aadhar Card, passport or front and back side of share certificate in case of Physical folio.
- (g) Enter the OTP received on Mobile and Email Address.
- (h) The system will then confirm the e-mail address for receiving this AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for FY 2021-22 along with the 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.

- (ii) **Registration of e-mail address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the **Form No. ISR-1** duly filled and signed by the holders. 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 the future.

22. **Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing Demat account number / Folio number, and scanned copy of the share certificate (front and back) or client master, or copy of Consolidated Account statement, along with PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).**

The individual Shareholders, holding securities in Demat mode, are requested to follow steps mentioned below in **Para 32 under Step 1 (A) i.e "Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode"**.

In terms of the SEBI circular dated December 9, 2020, on the 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 required to update their mobile number and email ID correctly in their Demat account to access the e-Voting facility.

23. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
24. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of **Monday, June 20, 2022, may cast their vote by remote e-Voting. The remote e-voting period commences on Thursday, June 23, 2022, at 9:00 a.m. (IST) and ends on Sunday, June 26, 2022, at 5:00 p.m. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the **cut-off date of Monday, June 20, 2022.** Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e. **Monday, June 27, 2022.** The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.tataconsumer.com.
25. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings

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of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.

26. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Monday, June 20, 2022**, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-Voting during the AGM. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. **Monday, June 20, 2022**, may obtain the User ID and password by sending a request along with the requisite documents as mentioned in para 22 above, at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990** and **1800 22 44 30**. In the case of Individual Shareholders holding securities in Demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Monday, June 20, 2022**, may follow steps mentioned in **Para 32 below under Step 1 (A) i.e. "Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode.**
27. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
28. Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (Membership No. FCS 2303 & CP No. 880) has been appointed as the Scrutinizer by the

Board for providing a facility to the Members of the Company to scrutinize the remote e-Voting process before the AGM as well as remote e-Voting during the AGM, fairly and transparently.

29. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman, after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA, and will also be displayed on the Company's website at www.tataconsumer.com.
30. Members are encouraged to submit their questions in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to reach the Company's email address at AGM2022@tataconsumer.com **before 5:00 p.m. (IST) on Friday, June 24, 2022**. Queries that remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.
31. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at AGM2022@tataconsumer.com **between Monday, June 20, 2022 (9:00 a.m. IST) and Friday, June 24, 2022 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id AGM2022@tataconsumer.com will be allowed to express their views/ask questions during the AGM.**

When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

32. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, VOTING DURING THE MEETING, AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Thursday, June 23, 2022, at 9:00 a.m. (IST) and ends on Sunday, June 26, 2022, at 5:00 p.m. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners **as on the record date (cut-off date) i.e. Monday, June 20, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date, being Monday, June 20, 2022.

How to vote electronically using the NSDL e-Voting system?

The way to vote electronically on the 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 and joining the virtual meeting for Individual shareholders holding securities in Demat mode

In terms of the 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL .	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 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. 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Notice of the Annual General Meeting

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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.
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. Upon logging in, you will be able to see e-Voting option. 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 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 or joining virtual meeting & voting during the meeting.

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:

Login type	Helpdesk details
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
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:

How to Log-in to NSDL e-Voting website?

- 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.
- 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, 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.

Notice of the Annual General Meeting

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****.
c) 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 119940 then user ID is 119940001***

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. 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.
 - c. How to retrieve your 'initial password'?
 - i. 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 digit 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'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) 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.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. 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 and General Meeting is in active status.
2. Select “**EVEN 119940**” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) Institutional shareholders/Corporate Members (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 , latest by Sunday, June 26, 2022 (upto 5:00 p.m.). Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
- b) 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.
- c) 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 Mr. Amit Vishal, Asst. Vice President, NSDL and/or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in.

33. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Notice of the Annual General Meeting

34. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under “Join General Meeting” menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further, Speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

By Order of the Board of Directors

Neelabja Chakrabarty

Company Secretary
(Membership No: ACS 16075)

Mumbai
May 4, 2022

Registered Office:

1, Bishop Lefroy Road, Kolkata – 700 020

CIN - L15491WB1962PLC031425

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

Website address: www.tataconsumer.com

EXPLANATORY STATEMENT FOR RESOLUTION NOS. 5 TO 9 OF THE NOTICE

The statement sets out all material facts concerning ordinary business mentioned under resolution no. 5, of the accompanying Notice.

Resolution no. 5: Ordinary Resolution

Re-appointment of Statutory Auditors for the second term of 5 years

The Members of the Company at the 54th Annual General Meeting ('AGM') held on August 18, 2017, had approved the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/W-100018) ("**Deloitte**"), as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 54th AGM until the conclusion of the 59th AGM. Accordingly, Deloitte would be completing its first term of five years at the conclusion of this 59th AGM.

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years. Deloitte is eligible for reappointment for a further period of five years.

The Board of Directors, at its meeting held on May 4, 2022, based on the recommendation of the Audit Committee, approved the re-appointment of Deloitte for the second term of five years to hold office from the conclusion of the 59th AGM till the conclusion of the 64th AGM to be held in the year 2027, at a remuneration upto ₹ 3.06 Crores plus applicable taxes and reimbursement of out-of-pocket expenses for the financial year ended March 31, 2023 and proposed the same for approval of the members. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the statutory auditors under various regulations. The Board of Directors and the Audit Committee shall approve the revision in the remuneration of the statutory auditors, for the balance part of the tenure, based on the performance review and any additional efforts on account of changes in regulations or management processes, business acquisitions, internal restructurings or other considerations.

Deloitte has, in the past five years, demonstrated all round capabilities in executing group-wide audits. Deloitte has confirmed that they remain independent, as required by the relevant ethical /independence requirements as enunciated in the Act and the Code of Ethics issued by the ICAI, that are relevant to their audit of the standalone and consolidated financial statements under the provisions of the Act and the Rules made thereunder. They are not under a relationship that would be thought to influence their independence as auditors of the Company/Group.

Deloitte had deployed a strong audit team of senior audit professionals for Tata Consumer Products Group over the last audit term. During their audit term, the Company was involved in multiple complex activities including several acquisitions and mergers of the consumer products business of Tata Chemical Limited and several changes in the management processes and implementation of SAP HANA. Overall, Deloitte has a strong global presence, relevant experience with the listed companies of similar size or scale, single global audit approach (with more than 99% of the Tata Consumer Products groups business being currently audited by Deloitte/Deloitte affiliates worldwide) and sector specialist experience.

Deloitte has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 of the Act. Deloitte has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. Deloitte has also furnished a declaration confirming its independence in terms of section 141 of the Act and declared that it has not taken up any prohibited non-audit assignments for the Company.

Based on the recommendation made by the Audit Committee, after assessing the performance of Deloitte and considering the experience and expertise of Deloitte, the Board recommends the re-appointment of Deloitte as Statutory Auditors for the second term of 5 years, as set out in the Resolution no. 5, for approval of the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Notice of the Annual General Meeting

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the special businesses mentioned under resolutions Nos. 6 to 9 of the accompanying Notice.

Resolution no. 6: Ordinary Resolution

Ratification of Cost Auditor's Remuneration FY 2022-23

As per the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Shome & Banerjee, Cost Accountants, (Firm Registration Number 000001), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2023, at a remuneration of ₹ 4.40 Lacs plus applicable taxes and reimbursement of reasonable out-of-pocket expenses.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2023.

The Board commends ratification of remuneration of Cost Auditors, as set out in Resolution no. 6 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Resolution no. 7: Special Resolution

Re-appointment of Mr. Siraj Chaudhry (DIN 00161853) as an Independent Director of the Company for a second term of 5 years

Mr. Siraj Chaudhry, was appointed as an Independent Director at the 54th Annual General Meeting held on August 18, 2017, for a period of 5 years with effect from July 3, 2017, till July 2, 2022, and he is eligible for re-appointment for the second term of 5 years that is from July 3, 2022, till July 2, 2027.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on May 4, 2022, recommended the re-appointment of Mr. Siraj Chaudhry, for the term of second term five years i.e. from July 3, 2022 till July 2, 2027, subject to the approval of the Members.

The profile and specific areas of expertise of Mr. Chaudhry are provided as Annexure to this Notice.

Mr. Chaudhry has given his declaration to the Board that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India 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 for such re-appointment. In the opinion of the Board, Mr. Chaudhry is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Chaudhry has confirmed that he is not aware of any circumstance or situation that 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 continue Mr. Chaudhry on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. Chaudhry as an Independent Director for a second term of 5 years, as proposed in the Resolution no. 7 for approval by the Members as a Special Resolution.

Except for Mr. Siraj Chaudhry and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

Notice of the Annual General Meeting

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.tataconsumer.com/corporate-governance/compliances-and-filings> and is available for inspection.

Resolution no. 8: Special Resolution

Appointment of Mr. David Crean (DIN 09584874) as a Non-Executive, Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on May 4, 2022, appointed Mr. David Crean as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of five years i.e. from May 4, 2022, up to May 3, 2027 subject to the approval of the Members. According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Crean shall hold office as Additional Director up to the date of this 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 Mr. Crean are provided as Annexure to this Notice. Mr. Crean 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 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India 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, Mr. Crean is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Crean has confirmed that he is not aware of any circumstance or situation that 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 Mr. Crean on the Board of the Company and accordingly the Board recommends the appointment of Mr. Crean as an Independent Director as proposed in the Resolution no. 8 for approval by the Members as a Special Resolution.

Except for Mr. David Crean and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.tataconsumer.com/corporate-governance/compliances-and-filings> and is available for inspection.

Resolution no. 9: Special Resolution

Maintaining the Registers and Indexes of Members and copies of Annual Returns at the Registered Office of the Company and/or of the Registrar and Transfer Agent of the Company

As required under the provisions of Section 94 of the Companies Act, 2013 ('the Act'), certain documents such as the Registers and Indexes of Members, Debenture holders & any other security holders and certain other registers, certificates, records, returns etc., are required to be kept at the registered office of the Company. However, such registers, records, returns etc., can also be kept at any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Owing to the shifting of the registered office of the TSR Consultants Private Limited, (formerly known as TSR Darashaw Consultants Private Limited) Registrar and Transfer Agent of the Company ('RTA'), it has shifted its operations from the 6-10, Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011 to C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai -400 083, and thus the records of the Company maintained by them have been shifted to RTA's new premises.

Given the operational convenience, the approval of the Members is sought by a Special Resolution to enable the Company to keep and maintain the registers, returns and other records as required under Section 88 of the Act, copies of Annual Returns as filed/to be filed under Section 92 of the Act, and other documents at the Registered Office of the Company, and/or of the Registrar and Transfer Agent of the Company or such other place

Notice of the Annual General Meeting

where the office of the Registrar and Transfer Agent of the Company is situated from time to time. ***The present place of keeping such records is TSR Consultants Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083.***

The time for inspection of documents, by shareholders or such persons as are entitled to such inspection, will be between 11:00 a.m. to 1:00 p.m. on any working day of RTA or by writing to the Company at investor.relations@tataconsumer.com except when the Registers and Books are closed under the provisions of the Act or the Articles of Association of the Company.

The Board recommends the Resolution no. 9 of the Notice for approval by the Members as a Special Resolution.

None of the 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

Neelabja Chakrabarty

Company Secretary

(Membership No: ACS 16075)

Mumbai

May 4, 2022

Registered Office:

1, Bishop Lefroy Road, Kolkata – 700 020

CIN - L15491WB1962PLC031425

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

Website address: www.tataconsumer.com

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment/Re-appointment at the Fifty-Ninth Annual General Meeting

Name of Director	Mr. P. B. Balaji	Mr. Siraj Chaudhry	Mr. David Crean
Director Identification Number (DIN)	02762983	00161853	09584874
Designation/ category of the Director	Non-Executive (Non-Independent) Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Age	52 Years	55 Years	61 Years
Date of the first appointment on the Board	August 8, 2020	July 3, 2017	May 4, 2022
Qualifications	Mr. Balaji is a graduate of the Indian Institute of Technology, Chennai, and has a post-graduate management degree from the Indian Institute of Management, Kolkata.	Mr. Chaudhry holds an MBA from the Indian Institute of Foreign Trade (IIFT) and is a graduate of SRCC, University of Delhi	Mr. Crean graduated with a BA (Hons) Degree in Applied Biology in 1982 from Liverpool Polytechnic
Brief Profile, Experience, and Expertise in specific functional areas	<p>Mr. Balaji is the group chief financial officer of Tata Motors Limited since November 2017. In his role as the CFO of Tata Motors, he is a part of the executive committee of Tata Motors and is responsible for the Tata Motors financial performance and helps Tata Motors Limited make the right choices to seize the future while driving profitable and sustainable growth. He is also on the boards of Jaguar LandRover, Tata Motors Finance Group, Tata Technologies.</p> <p>Mr. Balaji is a global finance professional with almost three decades of experience in the corporate sector spanning the FMCG and Automotive industries. He started his career with Unilever in 1995 and worked in different corporate finance roles across Asian markets, Switzerland, UK, and India. He joins Tata Motors after his last assignment with Hindustan Unilever, a \$6 billion enterprise, where he headed the finance function as chief financial officer.</p>	<p>Mr. Chaudhry has worked extensively with industry, the social sector, and the Government on transformational and numerous nation-building projects. He has over 34 years of experience in building, turning around, acquiring, and divesting businesses. In his current role as Managing Director & CEO of NCML, he is leading the organization into greater diversification and expanding the company footprint across the country as a trusted and preferred Agri Supply chain and solutions company. Mr. Chaudhry was the Chairman of Cargill India, the Indian arm of Cargill Inc., where he led the building and expansion of Cargill's Food Business in India. He was instrumental in transforming a traditional B2B business into an FMCG company of repute. He also serves as an Independent Director on the boards of Tata Coffee Ltd, Dhanuka Agritech, and Jubilant Ingrevia Ltd, and Carrier Aircon besides being on the advisory board of ABInbev and a member of the Food and Agri Advisory group at British International Investment (earlier CDC Group plc.) He has, in the past, been an Independent Director on the Board of IndusInd Bank and has served as the Co-chair of the National Committee for Agriculture at FICCI.</p>	<p>Mr. Crean was the Vice President of Corporate R&D & Chief Science Officer at Mars Incorporated, Virginia, USA. He held global roles across all Mars business segments contributing to science strategy, delivery, research practices, policies, innovation, and quality and food safety standards. He has held a variety of senior leadership positions at Mars, including that of Chief Science Officer from 2018 onwards. His earlier roles also included European Food R&D Director at MasterFoods (Mars Food) Europe in the Netherlands, where he was jointly responsible for turning around Mars' European food business into a highly profitable enterprise. He also held the role of R&D Director at Mars Poland. He was a key player in commissioning three new factories in Poland, launching 70+ Mars products, developing local supply chains, and establishing a local Polish team. He has over three decades of experience in technology and Research & Development.</p> <p>He was a member of the board of the Partnership for Aflatoxin Control in Africa and a panelist at events organized by the UN and WHO on World Food Security and Food Safety.</p>

Notice of the Annual General Meeting

Name of Director	Mr. P. B. Balaji	Mr. Siraj Chaudhry	Mr. David Crean
		<p>He is a member of CDC Group's Food & Agriculture Advisory Council. He has been past Chair of the National Committee on Food Processing at FICCI and the National Alliance for Edible Oil Fortification, a joint initiative by CII and GAIN to address malnutrition through food fortification.</p> <p>He has received numerous awards and recognitions, including Pride of Uttar Pradesh by Lucknow Management Association and Pioneer for Edible Oil Fortification by FSSAI.</p>	
Directorships held in other companies including listed companies (^) and excluding foreign companies as of the date of this Notice.	<ol style="list-style-type: none"> 1) Tata Passenger Electric Mobility Limited 2) Tata Motors Finance Limited 3) Tata Motors Finance Solutions Limited 4) TMF Holdings Limited 5) Tata Technologies Limited 6) Tata Motors Passenger Vehicles Limited 	<ol style="list-style-type: none"> 1) Tata Coffee Limited^ 2) Dhanuka Agritech Limited^ 3) Jubilant Ingrevia Limited^ 4) National Commodities Management Services Limited 5) NCML Agribusiness Consultants Private Limited 6) NCML Mkyard Private Limited 7) Arboreal Bioinnovations Private Limited 8) Bikaji Foods International Limited 9) Carrier Airconditioning & Refrigeration Limited 	Nil
Name of listed entities from which the person has resigned in the past three years	Nil	Indusind Bank Limited (ceased w.e.f. September 23, 2019)	Nil

Notice of the Annual General Meeting

Name of Director	Mr. P. B. Balaji	Mr. Siraj Chaudhry	Mr. David Crean
Memberships / Chairmanships of committees of other companies including listed companies (A) and excluding foreign companies as of the date of this Notice	<p>Member of Audit Committee of:</p> <ol style="list-style-type: none"> 1) Tata Motors Finance Limited 2) Tata Motors Finance Solutions Limited 3) Tata Technologies Limited 4) TMF Holdings Limited <p>Member of Stakeholders Relationship Committee and of:</p> <p>Tata Motors Finance Solutions Limited</p> <p>Member of Nomination and Remuneration Committee of:</p> <ol style="list-style-type: none"> 1) Tata Motors Finance Limited 2) Tata Motors Finance Solutions Limited 3) TMF Holdings Limited <p>Member of Risk Management Committee of:</p> <ol style="list-style-type: none"> 1) Tata Motors Finance Limited 2) Tata Motors Finance Solutions Limited 3) TMF Holdings Limited <p>Chairman of Corporate Social Responsibility Committee of:</p> <p>Tata Technologies Limited</p> <p>Member of Corporate Social Responsibility Committee of:</p> <p>Tata Motors Finance Solutions Limited</p> <p>Member of Asset Liability Management Committee of:</p> <ol style="list-style-type: none"> 1) Tata Motors Finance Limited 2) Tata Motors Finance Solutions Limited 3) TMF Holdings Limited <p>Member of IT Strategy Committee of:</p> <ol style="list-style-type: none"> 1) Tata Motors Finance Limited 2) Tata Motors Finance Solutions Limited 3) TMF Holdings Limited 	<p>Member of Audit Committee of:</p> <ol style="list-style-type: none"> 1) Tata Coffee Limited^ 2) Jubilant Ingrevia Limited^ <p>Member of Risk Management Committee of:</p> <ol style="list-style-type: none"> 1) Tata Coffee Limited^ 2) Jubilant Ingrevia Limited^ <p>Chairman of Nomination and Remuneration Committee of:</p> <p>Tata Coffee Limited^</p>	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil	Nil	Nil
Shareholding in the Company including shareholding as a beneficial owner	285 equity shares held in his name	Nil	Nil

Notice of the Annual General Meeting

Name of Director	Mr. P. B. Balaji	Mr. Siraj Chaudhry	Mr. David Crean
Terms and Conditions of appointment / re-appointment	Re-appointment as a Non-Executive, Non-Independent Director	Re-appointment as a Non-Executive, Independent Director. For the detailed terms and conditions of appointment of an 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 a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings	They shall be paid remuneration in the 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.	
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Chaudhry and Mr. Crean and concluded that Mr. Chaudhry and Mr. Crean possess the relevant skill and capabilities to discharge the role of Independent Directors.	

Note: ^Companies, whose equity shares are listed on a recognized stock exchange in India

For other details such as the number of meetings of the Board attended during FY 2021-22, remuneration last drawn in FY 2021-22 by Mr. P. B. Balaji and Mr. Siraj Chaudhry, please refer to the corporate governance report which is a part of this Integrated Annual Report. Mr. David Crean has been appointed w.e.f. May 4, 2022, and was not a Director of the Company in FY 2021-22, and thus information relating to FY 2021-22 is not applicable, hence not stated.

The profile of the Directors is available on the Company's website at <https://www.tataconsumer.com/about/leadership>