

## Report on Corporate Governance for the quarter ended September 30, 2022

### ANNEXURE I

1. Name of Listed Entity - **TATA CONSUMER PRODUCTS LIMITED**
2. Quarter ending - **30-September-2022**

#### i. Composition of Board of Director

Title (Mr./ Ms)	Name of the Director	DIN	Category (Chairperson / Executive/ Non- Executive/ Independent/ Nominee)	Subcategory	Initial Date of Appointment	Date of Re-Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Current status	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	N. Chandrasekaran	00121863	C & NED		03-07-2017	03-07-2017			02-06-1963	NA	Active	NA	7	0	0	0	NRC
Mr.	P.B. Balaji	02762983	NED		08-08-2020	08-08-2020			09-09-1969	NA	Active	NA	1	0	5	0	
Mr.	Sunil Dsouza	07194259	ED	CEO-MD	04-04-2020	04-04-2020			31-12-1967	NA	Active	NA	2	0	1	0	SC
Mr.	Lakshmanan Krishnakumar	00423616	ED		01-04-2013	01-04-2018			29-10-1958	NA	Active	NA	1	0	1	1	SC
Mr.	Siraj Chaudhry	00161853	ID		03-07-2017	03-07-2017		63	08-01-1967	NA	Active	NA	4	4	5	2	AC,SC,RC
Mr.	Bharat Puri	02173566	ID		07-05-2019	07-05-2019		41	14-06-1961	NA	Active	NA	2	1	1	0	AC,RC,NRC
Ms.	Shikha Sharma	00043265	ID		07-05-2019	07-05-2019		41	19-11-1958	NA	Active	NA	5	5	3	0	AC,RC,NRC
Mr.	K.P. Krishnan	01099097	ID		22-10-2021	22-10-2021		11	29-12-1959	NA	Active	NA	2	2	2	1	AC
Mr.	David Crean*	09584874	ID		04-05-2022	04-05-2022		5	13-12-1960	NA	Active	NA	1	1	0	0	RMC

\* Mr. David Crean is a United Kingdom National and accordingly does not have a Permanent Account Number



## Report on Corporate Governance for the quarter ended September 30, 2022

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

### ii. Composition of Committees

#### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	K.P. Krishnan	ID	Chairperson	22-Oct-2021	
2	Siraj Chaudhry	ID	Member	21-Mar-2018	
3	Bharat Puri	ID	Member	01-Aug-2019	
4	Shikha Sharma	ID	Member	01-Aug-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

#### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Siraj Chaudhry	ID	Chairperson	01-Aug-2019	
2	Sunil Dsouza	ED	Member	22-Oct-2021	
3	L. Krishnakumar	ED	Member	01-Apr-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

#### c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Bharat Puri	ID	Chairperson	01-Aug-2019	
2	Shikha Sharma	ID	Member	01-Aug-2019	
3	Siraj Chaudhry	ID	Member	21-Mar-2018	
4	David Crean	ID	Member	10-Aug-2022	



## Report on Corporate Governance for the quarter ended September 30, 2022

Company Remarks	
Whether Permanent chairperson appointed	Yes

### d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Shikha Sharma	ID	Chairperson	01-Sep-2019	
2	Bharat Puri	ID	Member	01-Aug-2019	
3	N. Chandrasekaran	C & NED	Member	06-Jul-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### e. Corporate Social Responsibility Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Siraj Chaudhry	ID	Chairperson	01-Aug-2019	
2	Shikha Sharma	ID	Member	06-Nov-2020	
3	K.P. Krishnan	ID	Member	22-Oct-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
04-May-2022	10-Aug-2022	Yes	9	8

Company Remarks	
Maximum gap between any two consecutive (in number of days)	97



## Report on Corporate Governance for the quarter ended September 30, 2022

### iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two Consecutive(in number of days)	Whether requirement of Quorum met (Yes/No)	Total number of Directors as on the date of Meeting	Number of Directors present	Number of independent directors present
Audit Committee	03-May-2022			Yes	4	3	4
Audit Committee		09-Aug-2022	97	Yes	4	4	4
Nomination & Remuneration Committee	04-May-2022			Yes	3	3	2
Nomination & Remuneration Committee		10-Aug-2022	97	Yes	3	3	2
Stakeholders Relationship Committee	29-Apr-2022			Yes	3	3	1
Stakeholders Relationship Committee		09-Aug-2022	101	Yes	3	3	1
Risk Management Committee		08-Aug-2022		Yes	3	3	3
Corporate Social Responsibility Committee	29-04-2022			Yes	3	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

### v. Related Party Transactions

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

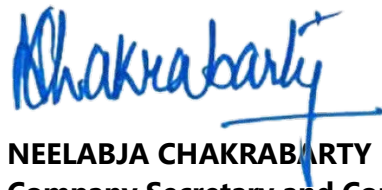


## Report on Corporate Governance for the quarter ended September 30, 2022

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### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:



**Name :** NEELABJA CHAKRABARTY  
**Designation :** Company Secretary and Compliance Officer

## Report on Corporate Governance for the quarter ended September 30, 2022

### Annexure III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Due to pre-occupation, the Chairperson of the Nomination and Remuneration Committee (NRC) was not able to attend the annual general meeting. However, the Chairperson of the NRC delegated other Members of the NRC to present at the meeting and address the queries of shareholders. Further Regulation 19(3) says The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries and thus the presence of the Chairperson of the NRC in AGM is not a mandatory requirement as per the said Regulation, hence we are in compliance with Regulation 19(3)
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

**Name :** NEELABJA CHAKRABARTY  
**Designation :** Company Secretary and Compliance Officer

**Report on Corporate Governance for the quarter ended September 30, 2022**

**Annexure IV**

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

<b>Aggregate amount advanced during six months</b>				<b>Balance outstanding at the end of six months</b>			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
1000000000	0	0	0	1000000000	0	0	0

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

<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0



## Report on Corporate Governance for the quarter ended September 30, 2022

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

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

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

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**Affirmations**

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

**Company Remarks in case of non-compliant status**

**Name:** Sivasankaran Sivakumar  
**Designation:** Chief Financial Officer  
**Place:** Bengaluru  
**Date:** 18-Oct-2022

