

Report on Corporate Governance for the quarter ended March 31, 2023

ANNEXURE I

1. Name of Listed Entity - **TATA CONSUMER PRODUCTS LIMITED**
 2. Quarter ending - **31-March-2023**

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	2	1	SC
Mr.	Siraj Chaudhry	00161853	ID		03-07-2017	03-07-2017		69	08-01-1967	NA	Active	NA	5	5	8	2	AC,SC,RC
Mr.	Bharat Puri	02173566	ID		07-05-2019	07-05-2019		47	14-06-1961	NA	Active	NA	2	1	1	0	AC,RC,NRC
Ms.	Shikha Sharma	00043265	ID		07-05-2019	07-05-2019		47	19-11-1958	NA	Active	NA	5	4	3	0	AC,RC,NRC
Mr.	K.P. Krishnan	01099097	ID		22-10-2021	22-10-2021		17	29-12-1959	NA	Active	NA	2	2	2	1	AC
Mr.	David Crean*	09584874	ID		04-05-2022	04-05-2022		11	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



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

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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	

Company Remarks	
Whether Permanent chairperson appointed	Yes



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d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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	Total Number of Director as on date of the meeting	Number of Directors present (All including Independent Director)	Number of Independent Directors attending the meeting
22-Oct-2022		Yes	9	9	5
	02-Feb-2023	Yes	9	9	5
	29-Mar-2023	Yes	9	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	104



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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	Whether requirement of Quorum met (Yes/No)	Total Number of Director in the Committee as on date of the meeting	Number of Directors present (All including Independent Director)	Number of Independent Directors attending the meeting	Number of members attending (other than Board of Directors)
Audit Committee	19-Oct-2022		Yes	4	4	4	0
Audit Committee		02-Feb-2023	Yes	4	4	4	0
Audit Committee		13-Mar-2023	Yes	4	4	4	0
Nomination & Remuneration Committee	22-Oct-2022		Yes	3	3	2	0
Nomination & Remuneration Committee		6-Mar-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	19-Oct-2022		Yes	3	3	1	0
Stakeholders Relationship Committee		02-Feb-2023	Yes	3	3	1	0
Risk Management Committee	07-Dec-2022		Yes	4	4	4	0
Risk Management Committee		13-Mar-2023	Yes	4	4	4	0
Corporate Social Responsibility Committee	19-Oct-2022		Yes	3	3	3	0
Corporate Social Responsibility Committee		13-Mar-2023	Yes	3	3	3	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	105

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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		



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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**



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ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Company Remark</i>	<i>Website</i>
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.tataconsumer.com
Terms and conditions of appointment of independent directors	Yes		www.tataconsumer.com
Composition of various committees of board of directors	Yes		www.tataconsumer.com
Code of conduct of board of directors and senior management personnel	Yes		www.tataconsumer.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.tataconsumer.com
Criteria of making payments to non-executive directors	Yes		www.tataconsumer.com
Policy on dealing with related party transactions	Yes		www.tataconsumer.com
Policy for determining 'material' subsidiaries	Yes		www.tataconsumer.com
Details of familiarization programs imparted to independent directors	Yes		www.tataconsumer.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.tataconsumer.com
Contact information of the designated officials of the listed entity who are responsible for assisting and	Yes		www.tataconsumer.com
Financial results	Yes		www.tataconsumer.com
Shareholding pattern	Yes		www.tataconsumer.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.tataconsumer.com
New name and the old name of the listed entity	Yes		www.tataconsumer.com
Advertisements as per regulation 47 (1)	Yes		www.tataconsumer.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.tataconsumer.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial	Yes		www.tataconsumer.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.tataconsumer.com
Materiality Policy as per Regulation 30	Yes		www.tataconsumer.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.tataconsumer.com
It is certified that these contents on the website of the listed entity are correct.	Yes		www.tataconsumer.com
II Annual Affirmations			



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Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	



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<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

II Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

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



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ANNEXURE IV

500800/TATACONSUM	Tata Consumer Products Limited	Quarter ended March 31, 2023
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<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>
115,00,00,000	0	0	0	15,00,00,000	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:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<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



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(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
<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

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

Outstanding at any point in time between 01.10.2021 -31.03.2022 did not exceed 100 crores.

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: 20-Apr-2023



Name : NEELABJA CHAKRABARTY
Designation : Company Secretary and Compliance Officer