



## **TATA CONSUMER PRODUCTS LIMITED**

**Familiarisation Programme for Independent Directors**  
in terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

**Background:**

The Listing Regulations require listed companies to conduct familiarization programme for the Independent Directors so as to familiarize them with the company, nature of the industry in which the company operates, business model of the company, roles, rights and responsibilities of the independent directors and any other relevant information.

The Company facilitates the members of the Board to familiarize themselves with the industry and its operations.

**Practices followed by the Company:**

As trustees of shareholders, independent directors play a pivotal role in upholding corporate governance norms and ensuring fairness in decision making. Being experts in various fields, they also bring independent judgement on matters of strategy, risk management, controls and business performance.

At the time of appointing a new Independent Director, a formal letter of appointment is given to the Director, inter alia, explaining the role, duties and responsibilities of the Director. The Director is also explained in detail the compliances required from him / her under the Act, SEBI Regulations and other relevant regulations.

By way of an introduction to the Company, presentations are also made to the newly appointed Non-Executive Directors (including Independent Directors) on relevant information like overview of the Company's businesses, market and business environment, growth and performance, organisational set up of the Company, governance and internal control processes. Further, the new director also meets the Chairman of the Board, the Managing Director & CEO, the Executive Director & Group CFO, Chief Operating Officer and other Members of the Senior Management of the Company to get a first-hand account of business and regulatory environment and other issues concerning the operations of the Company.

Ongoing familiarisation aims to provide insights into the Company and the business environment to enable all the Independent Directors to be updated of newer challenges, risks and opportunities relevant in the Company's context and to lend perspective to the strategic direction of the Company.

Atleast one Board Meeting in a year has a detailed Strategy session with the senior management team of the Company. The members of the management team make presentations to the Board members which

*inter-alia* covers the industry scenario, strategic priorities for the Company and the business model of the Company.

The Company also highlights to the Board on the changes in the key regulations impacting the Company or the functioning, roles and responsibilities of the Board members.

At different Board meetings, the Directors are apprised of the Risk Management Process and its outcome, TBEM Assessment outcome, Company Policies and changes/revisions thereof, Regulatory updates, issues relating to compliances and governances.

Quarterly presentations on operations made to the Board includes information on business performance, operations, market share, financial parameters, working capital management, fund flows, information and performance of the subsidiary, joint venture and associate companies, major litigations, etc. Periodic presentations are made to the Board/Board Committees on business integration, strategic review of different business divisions/segments, HR strategy, CSR and sustainability initiatives, investors' complaints and its redressals, etc.



**Details of Familiarisation Programme imparted to Independent Directors in FY 2022-23:**

| Sr. No       | Subject matter of the Programmes  | No. of programmes attended by Independent Directors |                      | No. of hours spent by Independent Directors |                      |
|--------------|---|---|----------------------|---|----------------------|
|              |   | FY 2022-23  | Cumulative till date | FY 2022-23                                  | Cumulative till date |
| 1.           | Risk Management Framework and mitigation                                  | 3   | 23                   | 6   | 51                   |
| 2.           | Operations Reviews and Strategy discussions                               | 7   | 41                   | 15  | 78                   |
| 3.           | Internal Audit and Compliance process                                     | 4   | 24                   | 9   | 49                   |
| 4.           | Manufacturing Arrangements / Factory visits /Retail Visits/ Tea Tasting   | 2   | 17                   | 10  | 54                   |
| 5.           | SEBI Regulations, Secretarial Standards and other regulatory updates      | 4   | 25                   | 4   | 25                   |
| 6.           | HR Strategy including Long- term incentive and performance review process | 4   | 20                   | 8   | 53                   |
| 7.           | Business Updates- Subsidiaries/JVs and Associate Companies                | 6   | 43                   | 9   | 50                   |
| <b>TOTAL</b> |   | <b>30</b>   | <b>193</b>           | <b>61</b>                                   | <b>360</b>           |