

DR. ASIM KUMAR CHATTOPADHYAY
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COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
Tata Consumer Products Limited

I Dr. Asim Kumar Chattopadhyay, Company Secretary in practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on August 10, 2022, by the Board of Directors of **Tata Consumer Products Limited** (herein after referred to as ‘**the Company**’), having CIN: **L15491WB1962PLC031425** and having its registered office at 1, Bishop Lefroy Road, Kolkata – 700 020. This certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as “**the Regulations**”), for the year ended March 31, 2023.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented **Tata Consumer Products Limited Share-based Long-Term Incentive Scheme 2021** viz Employee Stock Option Scheme in accordance with the Regulations and the Special Resolutions passed by the members of the Company through Postal Ballot on December 28, 2021.

For the purpose of verifying the compliance of the Regulations, I have Examined the following:

1. Scheme(s) received from/furnished by the Company;
2. Articles of Association of the Company ;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed through Postal Ballot;
5. Shareholders resolutions passed at General Meetings w.r.t variation in the scheme (if any); Not applicable
6. Shareholders resolution passed at General Meeting w.r.t approval for Implementing the scheme(s) through a trust(s); Not applicable
7. Minutes of the meetings of the Compensation Committee;
8. Trust Deed; Not applicable

9. Details of trades in the securities of the company executed by the trust through which the scheme is implemented; Not applicable
10. Relevant Accounting Standards as prescribed by the Central Government;
11. Detailed terms and conditions of the scheme as approved by the Nomination and Remuneration Committee;
12. Bank Statements towards Application money received under the scheme(s); Not applicable
13. Valuation Report; Not applicable
14. Exercise Price / Pricing formula;
15. Statement filed with recognized Stock Exchange(s) in accordance With Regulation 10 of these Regulations;
16. Disclosure by the Board of Directors;
17. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder ;
18. Other relevant document /filing/records/information ; Not Applicable for FY-2022-23

Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the “Tata Consumer Products Limited Share-based Long-Term Incentive Scheme 2021” -Employee Stock Option Scheme in accordance with the applicable provisions of the Regulations and Resolution(s) passed through Postal Ballot.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. My responsibility is to give certificates based upon my examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information, and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

UDIN. F002303E000255732

DR.ASIM KUMARCHATTOPADHYAY
Practising Company Secretary
FCS2303 CP880
PRNo.-792/2020
Date: 04/05/2023