

Notice of the Annual General Meeting

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Sixtieth Annual General Meeting of Tata Consumer Products Limited will be held on **Tuesday, June 06, 2023, at 10:30 a.m. (IST)** through Video Conferencing and 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, 2023, 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, 2023, together with the Report of the Auditors thereon.

3. DECLARATION OF DIVIDEND

To declare a dividend of ₹ 8.45 per Equity Shares of the face value of ₹ 1 each (845%), of the Company for the financial year ended March 31, 2023.

4. APPOINTMENT OF MR. N. CHANDRASEKARAN (DIN: 00121863) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. N. Chandrasekaran (DIN: 00121863) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

5. RATIFICATION OF COST AUDITOR'S REMUNERATION FOR FY 2023-24

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 ₹ 5,00,000/- (Rupees Five Lakhs 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, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (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."

6. RE-APPOINTMENT OF MR. L. KRISHNAKUMAR (DIN: 00423616) AS WHOLE-TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR AND GROUP CHIEF FINANCIAL OFFICER AND APPROVAL OF PAYMENT OF REMUNERATION

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (collectively referred as 'the Act'), the consent of the Company be and is hereby accorded for the re-appointment and terms of appointment including remuneration of Mr. L. Krishnakumar (DIN:00423616) as a Whole-time Director, designated as "Executive Director and Group Chief Financial Officer" of the Company, for a duration of seven months commencing from April 1, 2023 until October 31, 2023 (i.e. his date of superannuation as per the policy of the Company), upon the terms and conditions as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, as set out in the Explanatory Statement annexed to this Notice, including the

remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner, as may be agreed to between the Board of Directors and Mr. L. Krishnakumar.

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

NOTES

1. The Ministry of Corporate Affairs (“MCA”) *inter-alia* 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, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (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 60th Annual General Meeting (“**Meeting**” or “**AGM**”) of the Company is being held through VC / OAVM on Tuesday, June 06, 2023, at 10:30 a.m. (IST). The proceedings of the 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, HUFs, NRIs 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 and investor.relations@tataconsumer.com, **not later than 48 hours before the scheduled time of the commencement of the Meeting.** Corporate Members/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the “Upload Board Resolution/Authority Letter” displayed under the “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.
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. 5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
6. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 and 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard - 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 the Directors 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 a live webcast of the 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 a 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 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, May 20, 2023, to Friday, May 26, 2023 (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, 2023, if approved at the AGM.

The dividend of ₹ 8.45 per equity share of ₹ 1 each (845%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after June 8, 2023, and before July 5, 2023, as under:

(a) To all the Beneficial Owners as at the end of the day on Friday, May 19, 2023, 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, May 19, 2023.

For the 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 them.

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, May 17, 2023 **(upto 7:00 pm) to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption.** For the detailed process, please visit the website of the Company at <https://www.tataconsumer.com/investors/investor-information/letters-sent-to-shareholders> and also refer to the email being sent to members in this regard.

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 Wednesday, May 17, 2023 :

a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and the 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;
 - iii) 11digit IFSC Code; and
 - iv) 9-digit MICR Code.
- b) Original copy of 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 dividends 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. Interm of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies 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 the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialized 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 2015-16 till date, on or before September 13, 2023.** The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by an application to the IEPF Authority, in Form No. IEPF-5 is 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.
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. SH- 13**. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in **Form No. SH-14**. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out 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 the 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 AGM2023@tataconsumer.com, **latest by Monday, June 5, 2023 (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 statements 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:

- a) **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 05:00 p.m. IST on Tuesday, May 30, 2023**. The process to be followed for registration of an 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 the physical form need to additionally enter one of the share certificate(s) numbers.
 - (d) Enter your Mobile No and email id and click on the Continue button.
 - (e) The system will send OTP on Mobile and Email IDs.
 - (f) Upload a self-attested copy of your 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 your Mobile and Email Address.
 - (h) The system will then confirm the e-mail address for receiving this AGM Notice.

After the successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for FY 2022-23 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.

- b) **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 ISR1 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, 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 **Tuesday, May 30, 2023 (cut-off date not earlier than 7 days before the AGM)**, may cast their vote by **remote e-Voting. The remote e-voting period commences on Friday, June 02, 2023, at 9:00 a.m. (IST) and ends on Monday, June 05, 2023, 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 Tuesday, May 30, 2023.** 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., **Tuesday, June 06, 2023.** 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 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 the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Tuesday, May 30, 2023**, 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 acquire 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. **Tuesday, May 30, 2023**, 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 contact at 022 - 4886 7000 and 022 - 2499 7000. 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. Tuesday, May 30, 2023, 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 2 working days 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 AGM2023@tataconsumer.com before **5.00 p.m. (IST) on Friday, June 2, 2023**. 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 AGM2023@tataconsumer.com **between Wednesday, May 31, 2023 (9:00 a.m. IST) and Saturday, June 3, 2023 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id AGM2023@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 Friday, June 02, 2023, at 9:00 a.m. (IST) and ends on Monday, June 05, 2023, 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. Tuesday, May 30, 2023** 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, **Tuesday, May 30, 2023**

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"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 4. 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

AppStore



Google Play



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/myeasinew/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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. Once login, you will be able to see e-Voting option. Once you 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 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.

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 contact at 022 - 4886 7000 and 022 - 2499 7000
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 1800 22 55 33

(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.

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 123901 then user ID is 123901001***

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.**

with NSDL or CDSL) option available on www.evoting.nsd.com.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.

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?

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

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 123901**" 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 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 and investor.relations@tataconsumer.com, **not later than 48 hours before the scheduled time of the commencement of the Meeting.** 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.
- 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 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager 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.

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

Mumbai,
April 25, 2023

(Membership No: ACS 16075)

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 NUMBER 5 AND 6 OF THE NOTICE

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. 5 and 6 of the accompanying Notice.

RESOLUTION NO. 5: ORDINARY RESOLUTION

Ratification of Cost Auditor's Remuneration FY 2023-24

As per the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), 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, 2024, at a remuneration of ₹ 5,00,000/- (Rupees Five Lakhs) 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, is required 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2024.

The Board commends ratification of remuneration of Cost Auditors, as set out in Resolution no. 5 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. 6: ORDINARY RESOLUTION

Re-appointment of Mr. L. Krishnakumar (DIN: 00423616) as Whole-time Director designated as Executive Director and Group Chief Financial Officer and approval of payment of remuneration

Mr. L. Krishnakumar was appointed as Executive Director and Group Chief Financial Officer effective April 1, 2013, for a term of 5 years until March 31, 2018. He was subsequently re-appointed for a second term of five years, starting from April 1, 2018, and ending on March 31, 2023. The members of the Company approved this re-appointment, as well as the terms and remuneration payable to Mr. Krishnakumar, at the 55th Annual General Meeting held on July 5, 2018. The said second term of Mr. L. Krishnakumar as Executive Director and Group Chief Financial Officer concluded on March 31, 2023. The Governance Guideline on Board Effectiveness of the Company specifies a retirement age of 65 years for Managing/Executive Directors, making Mr. Krishnakumar eligible for re-appointment until the attainment of the age of 65, i.e., until the end of October 2023.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on March 29, 2023, re-appointed Mr. L. Krishnakumar as Whole-time Director designated as "Executive Director and Group Chief Financial Officer" for the duration of seven months starting from April 1, 2023, until October 31, 2023 (i.e. his date of superannuation as per the policy of the Company). Additionally, the Board at its meeting held on April 25, 2023, approved the remuneration payable to Mr. Krishnakumar, effective from April 1, 2023, based on the NRC's recommendations.

The re-appointment of Mr. L. Krishnakumar and his remuneration is subject to approval by the Company's shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The Board considers Mr. L. Krishnakumar's experience and expertise to be beneficial to the Company and therefore recommends his re-appointment as Whole-time Director, designated as Executive Director and Group Chief Financial Officer, for a duration of seven months, starting from April 1, 2023, until October 31, 2023, as proposed in Resolution no. 6 by way of an ordinary resolution.

The specific areas of expertise of Mr. L. Krishnakumar are provided in the Annexure to this Notice.

The principal terms and conditions of re-appointment of Mr. L. Krishnakumar as Executive Director and Group CFO, including his remuneration and the main clauses of the agreement to be executed between the Company and Mr. L. Krishnakumar, are as follows:

i) Tenure of re-appointment: Re-appointment of Mr. L. Krishnakumar as Whole-time Director designated as “Executive Director and Group Chief Financial Officer” for a period of 7 months commencing from April 1, 2023, to October 31, 2023, (i.e. his date of superannuation as per the policy of the Company).

ii) Nature of duties: Mr. L. Krishnakumar shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director & CEO and/or the Board of Directors from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries, including performing duties as assigned by the Managing Director & CEO and/ or the Board from time to time by serving on the boards of such associated companies and/or joint ventures and/or subsidiaries or any other executive body or any committee of such a company.

iii) Remuneration: Mr. L. Krishnakumar shall, subject to such approvals as may be required, be entitled to the following remuneration, subject to deduction of tax at source of all applicable taxes in accordance with the laws for the time being in force:

a. Basic Salary: ₹ 9,63,911 per month, which is computed at 35% of the Fixed compensation, with authority to the Board to revise it based on the recommendation of the Nomination and Remuneration Committee, as may be required.

b. Benefits, Perquisites, Allowances: In addition to the basic salary referred to in (a) above, the Executive Director and Group CFO shall be entitled to:

- Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for company-provided accommodation

OR

House Rent Allowance aggregating 60% of the basic salary (in case of residential accommodation is not provided by the Company).

- Reimbursement of hospitalization and major medical expenses, incurred as per rules of the Company (this includes Mediclaim insurance premium).
- Car facility, Telecommunication facility (including broadband internet and fax) and Housing loan facility as per the Rules of the Company.
- Other perquisites and allowances subject to a maximum of 75% of the Annual Basic Salary, which includes:

Sr. No.	Particulars
1	Medical Allowance
2	Leave Travel Concession/Allowance
3	Other Allowances
4	Club Membership fees

- Retirement benefits: Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund shall be made as per the Rules of the Company.
- He shall be entitled to leave in accordance with the Rules of the Company. Annual Leave not availed by Mr. L. Krishnakumar is encashable in accordance with the Rules of the Company.

c. Commission: In addition to Basic Salary, Benefits, Perquisites, and Allowances, Mr. L. Krishnakumar would be paid such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of the financial year. The specific amount payable to him will be based on his performance as evaluated by the Board or the NRC and approved by the Board and will be payable annually after the annual accounts have been approved by the Board.

d. Incentive Remuneration: Such incentive remuneration at a target value of 68% of Annual Fixed Compensation is to be paid annually at the discretion of the Board, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

e. An indicative list of factors that may be considered for determining the extent of

commission/incentive remuneration, by the Board as recommended by NRC, are:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
- Industry benchmarks of remuneration.
- Performance of the individual.

iv) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, wherein the financial year during the currency of the tenure of the Mr. L. Krishnakumar, the Company has no profits or its profits are inadequate, the Company will pay to the Mr. L. Krishnakumar remuneration by way of salary, benefits, perquisites and allowances, and incentive remuneration as specified above.

v) Insurance: The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time.

vi) Other Terms of Re-appointment

- a) Mr. L. Krishnakumar shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- b) The terms and conditions of the re-appointment of Mr. L. Krishnakumar may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Mr. L. Krishnakumar, subject to such approvals as may be required.
- c) According to the Company's policy, termination of employment for MD/ED level personnel can occur by either party giving six months' notice or the Company providing six months' remuneration in lieu of notice. However, because the appointment is for a duration of seven months, termination is not possible. Nonetheless, under exceptional circumstances, employment may be terminated by mutual agreement between the Company and Mr. L. Krishnakumar.

d) The employment of the Mr. L. Krishnakumar may be terminated by the Company without notice or payment in lieu of notice:

- i) If Mr. L. Krishnakumar is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which he is required to render services; or
 - ii) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by Mr. L. Krishnakumar, of any of the stipulations contained in the Employment Agreement to be executed between the Company and Mr. Krishnakumar; or
 - iii) In the event, the Board expresses its loss of confidence in Mr. L. Krishnakumar
- e) In the event Mr. L. Krishnakumar is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- f) Upon the termination by whatever means, the employment of Mr. L. Krishnakumar:
- 1) shall immediately cease to hold office held by him in any subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1) (h) of the Act and shall resign as trustee of any trust connected with the Company.
 - 2) shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries or associate companies.
- g) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to Mr. L. Krishnakumar unless specifically provided otherwise.
- h) Mr. L. Krishnakumar is re-appointed as a Director by virtue of his employment in the Company and his appointment shall be subject to the provisions of Sections 164 and 167 of the Act.

- i) The terms and conditions of the re-appointment of Mr. L. Krishnakumar also includes clauses pertaining to adherence with the Tata Code of Conduct, no conflict of interest with the Company, protection and use of Intellectual Properties, non-solicitation post termination of agreement and maintenance of confidentiality
- j) If and when the Agreement expires or is terminated for any reason whatsoever, Mr.L.Krishnakumar will cease to be the Executive Director and Group CFO and also cease to be a Director. If at any time, the Mr. L. Krishnakumar ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole-time Director/Executive Director and Group CFO and the Agreement shall forthwith terminate.

Mr. L. Krishnakumar satisfies all the conditions set out in Part –I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment. He is not disqualified from being a Director in terms of Section 164 of the Act.

Mr. L. Krishnakumar provided his consent for such re-appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act read with and Regulation 17 of SEBI Listing Regulations, the terms of re-appointment and remuneration of Mr. L. Krishnakumar as specified above, are now placed before the Members for their approval. The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Except for Mr. L. Krishnakumar and 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 SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

By Order of the Board of Directors

Neelabja Chakrabarty
Company Secretary

(Membership No: ACS 16075)

Mumbai,
April 25, 2023

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 Sixtieth Annual General Meeting

Name of Director	Mr. N. Chandrasekaran	Mr. L. Krishnakumar
Director Identification Number (DIN)	00121863	00423616
Designation/category of the Director	Chairman Non-Executive (Non-Independent) Director	Whole-time Director designated as Executive Director and Group CFO
Age	59 years	64 years
Date of the first appointment	July 03, 2017	April 01, 2013
Qualifications	Bachelor's degree in Applied Science and Master's degree in Computer Applications from Regional Engineering College, Trichy, Tamil Nadu, India.	B.Com and Associate Chartered Accountant, Associate Cost Accountant and Associate Company Secretary
Profile, Experience and Expertise in specific functional areas	<p>Mr. N. Chandrasekaran is the Chairman of Tata Sons Private Limited, the holding company and promoter of all Tata Group companies.</p> <p>Mr. Chandrasekaran joined the Board of Tata Sons in October 2016 and was appointed Chairman in January 2017. He also chairs the Boards of several group operating companies, including Tata Steel, Tata Motors, Tata Power, Air India, Tata Chemicals, Tata Consumer Products, The Indian Hotel Company and Tata Consultancy Services (TCS) – of which he was the Chief Executive Officer from 2009-17.</p> <p>His appointment as Chairman of Tata Sons, followed a 30-year business career at TCS, which he joined from university. Mr. Chandrasekaran rose through the ranks at TCS to become the CEO and Managing Director of the leading global IT solution and consulting firm. Under his leadership, TCS generated total revenues of US \$16.5 billion in 2015-16 and consolidated its position as the largest private sector employer in India and the country's most valuable company.</p> <p>Since he has taken over as Chairman, Mr. Chandrasekaran has been driving transformation of the group towards digital, sustainability and supply chain resilience. The group has forayed into new businesses including electronics manufacturing, consumer internet platform and mobile technology for 5G in India.</p> <p>The Tata group has expanded its aviation presence with the acquisition of Air India and is building a large global airline. The group's turnover stood at over US\$125 billion with a market cap of US\$311 billion as on 31st March, 2022.</p>	<p>Mr. L. Krishnakumar is currently serving as the Executive Director and Group CFO of Tata Consumer Products. Mr. L. Krishnakumar began his career with A. F. Ferguson and Co. in India and the Middle East as a management consultant. He later joined Larsen and Toubro Ltd., where he served as General Manager, Finance, gaining extensive experience across various functions in industries such as engineering, information technology, and shipping.</p> <p>In the year 2000, he joined The Indian Hotels Company Limited, a Tata Group company in the hotels business, as Vice President - Finance. Four years later, he was appointed as the Senior Vice President - Finance of Tata Tea Limited (now Tata Consumer Products Limited) in India in 2004. During his tenure at Tata Consumer Products, Mr. L. Krishnakumar held several leadership and strategic roles in the Company's operations in India and its international business.</p> <p>In addition to his current role as Executive Director and Group CFO of the Company, he is also a Director on the Board of NourishCo Beverages Limited, Tata Starbucks Private Limited, Infiniti Retail Limited, and several of Tata Consumer Products' overseas subsidiaries. Mr. L. Krishnakumar has also been a member of finance forums of CII and Bombay Chamber.</p>

Name of Director	Mr. N. Chandrasekaran	Mr. L Krishnakumar
	<p>In addition to his professional career at Tata, Mr. Chandrasekaran is on the International Advisory Council of Singapore's Economic Development Board. He is the Chairman of Indian Institute of Management, Lucknow as well as the President of the Court at Indian Institute of Science, Bengaluru. He is the member of the Mitsubishi's International Advisory Committee and the Co-Chair of the India - US CEO Forum. He is also on the Board of Governors of New York Academy of Sciences and has been elected as an international member of the United States National Academy of Engineering (NAE).</p> <p>Mr. Chandrasekaran was conferred with the Padma Bhushan, one of the highest civilian awards in India, in the field of trade and industry in 2022. He has also been conferred the President Eisenhower Global Award for Leadership by the Business Council for International Understanding (BCIU). Mr. Chandrasekaran has been awarded several honorary doctorates by leading Universities in India and internationally, including an honorary Doctor of Letters from Macquarie University, Australia, Doctor Honoris Causa by Nyenrode University, The Netherlands, honorary Doctor of Science by the Aligarh Muslim University, and Doctor of Letters from the Regional Engineering College, Trichy, Tamil Nadu, where he completed a Masters Degree in Computer Applications, before joining TCS in 1987.</p>	<p>He holds qualifications in Chartered Accountancy, Cost Accountancy, and Company Secretarial.</p>
<p>Directorships held in other companies including equity listed companies and excluding foreign companies as of the date of this Notice.</p>	<ul style="list-style-type: none"> • Tata Sons Private limited • Tata Consultancy Services Limited • Tata Steel Limited • Tata Motors Limited • The Indian Hotels Company Limited • The Tata Power Company Limited • Tata Chemicals Limited • TCS Foundation • Air India Limited • Tata Digital Private Limited 	<ul style="list-style-type: none"> • NourishCo Beverages Limited. • Infiniti Retail Limited • Tata Starbucks Private Limited

Name of Director	Mr. N. Chandrasekaran	Mr. L. Krishnakumar
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	Tata Sons Private Limited	Infiniti Retail Limited
	- Nomination and Remuneration Committee (Member)	- Audit Committee (Chairperson)
	- CSR & ESG Committee (Chairman)	- IRL Issue Committee (Member)
	- Risk Management Committee (Chairman)	Tata Starbucks Private Limited
	Tata Consultancy Services Limited	- Audit Committee (Member)
	- Nomination and Remuneration Committee (Member)	- NRC Committee (Member)
	- Corporate Social Responsibility Committee (Chairman)	- CSR Committee (Member)
	- Executive Committee (Chairman)	
	Tata Motors Limited	
	- Nomination and Remuneration Committee (Member)	
	Tata Steel Limited	
	- Nomination and Remuneration Committee (Member)	
	- Executive Committee (Chairman)	
	The Indian Hotels Company Limited	
	- Nomination and Remuneration Committee (Member)	
The Tata Power Company Limited		
- Nomination and Remuneration Committee (Member)		
- Executive Committee (Chairman)		
Air India Limited		
- Nomination and Remuneration Committee (Member)		
- Corporate Social Responsibility & Sustainable Development Committee (Chairman)		
Name of listed entities from which the person has resigned in the past three years	NIL	Tata Coffee Limited (Date of Cessation May 5, 2020)
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	NIL	NIL
Shareholding in the Company including shareholding as a beneficial owner	1,00,000 Equity Shares	228 Equity Shares

Name of Director	Mr. N. Chandrasekaran	Mr. L Krishnakumar
Terms and Conditions of appointment / reappointment	Re-appointment as a Non-Executive, Non-Independent Director under sec 152(6) of Companies Act 2013	Re-appointment as Executive Director and Group CFO
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	As set out in the Explanatory Statement

For other details such as the number of meetings of the Board attended during FY 2022-23, remuneration last drawn in FY 2022-23 by Mr. N. Chandrasekaran and Mr. L Krishnakumar, please refer to the corporate governance report which is a part of this Integrated Annual Report.

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