

Report on Corporate Governance for the quarter ended June 30, 2023

ANNEXURE I

1. Name of Listed Entity - TATA CONSUMER PRODUCTS LIMITED
2. Quarter ending - 30-June-2023

i. Composition of Board of Director

| Title (Mr./ Ms) | Name of the Director | DIN | Category (Chairperson / Executive/ Non-Executive/ Independent/ | Subcategory | Initial Date of Appointment | Date of Re-Appointment | Date of cessation | Tenure | Date of Birth | Whether special resolution passed? | Date of passing special resolution | No. of Directorship in listed entities including this listed | No of Independent Directorship in listed entities including this listed | No of memberships in Audit/ Stakeholder Committee(s) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities | Membership in Committees of the Company |
|-----------------|--------------------------------|----------|--|-------------|-----------------------------|------------------------|-------------------|--------|---------------|------------------------------------|------------------------------------|--|---|--|---|---|
| Mr. | Chandrasekaran Natarajan | 00121863 | C & NED | | 03-07-2017 | 03-07-2017 | | | 02-06-1963 | NA | | 7 | 0 | 0 | 0 | NRC |
| Mr. | Pathamadai Balachandran Balaji | 02762983 | NED | | 08-08-2020 | 08-08-2020 | | | 09-09-1969 | NA | | 1 | 0 | 6 | 0 | |
| Mr. | Sunil Alaric Dsouza | 07194259 | ED | CEO-MD | 04-04-2020 | 04-04-2020 | | | 31-12-1967 | NA | | 2 | 0 | 1 | 0 | SC |
| Mr. | Lakshmanan Krishnakumar | 00423616 | ED | | 01-04-2013 | 01-04-2023 | | | 29-10-1958 | NA | | 1 | 0 | 2 | 1 | SC |
| Mr. | Siraj Azmat Chaudhry | 00161853 | ID | | 03-07-2017 | 03-07-2022 | | 71.27 | 08-01-1967 | NA | | 5 | 5 | 8 | 2 | AC, SC, RC, CSR |
| Mr. | Bharat Tilakraj Puri | 02173566 | ID | | 07-05-2019 | 07-05-2019 | | 49.23 | 14-06-1961 | NA | | 2 | 1 | 1 | 0 | AC, RC, NRC |
| Ms. | Shikha Sanjaya Sharma | 00043265 | ID | | 07-05-2019 | 07-05-2019 | | 49.23 | 19-11-1958 | NA | | 5 | 4 | 3 | 0 | AC, RC, NRC, CSR |
| Mr. | K.P. Krishnan | 01099097 | ID | | 22-10-2021 | 22-10-2021 | | 20.08 | 29-12-1959 | NA | | 2 | 2 | 3 | 1 | AC, CSR |
| Mr. | David Francis Crean* | 09584874 | ID | | 04-05-2022 | 04-05-2022 | | 13.26 | 13-12-1960 | NA | | 1 | 1 | 1 | 0 | AC, RC |

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

Company Remarks



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| | |
|---|-----|
| Whether Permanent chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | No |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | K.P. Krishnan | ID | Chairperson | 22-Oct-2021 | |
| 2 | Siraj Azmat Chaudhry | ID | Member | 21-Mar-2018 | |
| 3 | Bharat Tilakraj Puri | ID | Member | 01-Aug-2019 | |
| 4 | Shikha Sharma | ID | Member | 01-Aug-2019 | |
| 5 | David Francis Crean | ID | Member | 01-April-2023 | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

b. Stakeholders Relationship Committee

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

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

c. Risk Management Committee

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

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |



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d. Nomination and Remuneration Committee

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

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

e. Corporate Social Responsibility Committee

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

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| 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 | Maximum gap between any two consecutive (in number of days) | Whether requirement of Quorum met | Total Directors as on Date of Meeting | Number of Directors present | Number of Independent Directors present |
|---|---|---|-----------------------------------|---------------------------------------|-----------------------------|---|
| 02-Feb-2023 | | | Yes | 9 | 9 | 5 |
| 29-Mar-2023 | | 54 | Yes | 9 | 8 | 4 |
| | 25-Apr-2023 | 26 | Yes | 9 | 9 | 5 |

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| Company Remarks | |
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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 | Maximum gap between any two Consecutive(in number of days) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors | Number of Directors Present | No. of Independent Directors attending the Meeting | No. of Members attending the meeting |
|---|--|---|--|--|---------------------------|-----------------------------|--|--------------------------------------|
| Audit Committee | 02-Feb-2023 | | | Yes | 4 | 4 | 4 | 0 |
| Audit Committee | 13-Mar-2023 | | 38 | Yes | 4 | 4 | 4 | 0 |
| Audit Committee | | 24-Apr-2023 | 41 | Yes | 5 | 5 | 5 | 0 |
| Nomination & Remuneration Committee | 06-Mar-2022 | | | Yes | 3 | 3 | 2 | 0 |
| Nomination & Remuneration Committee | | 25-Apr-2023 | 49 | Yes | 3 | 3 | 2 | 0 |
| Stakeholders Relationship Committee | 02-Feb-2023 | | | Yes | 3 | 3 | 1 | 0 |
| Stakeholders Relationship Committee | | 24-Apr-2023 | 80 | Yes | 3 | 3 | 1 | 0 |
| Corporate Social Responsibility Committee | 13-Mar-2023 | | | Yes | 3 | 3 | 3 | 0 |
| Corporate Social Responsibility Committee | | 24-Apr-2023 | 41 | Yes | 3 | 3 | 3 | 0 |

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| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 41 |

v. Related Party Transactions

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



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