

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

ANNEXURE I

1. Name of Listed Entity - TATA CONSUMER PRODUCTS LIMITED
 2. Quarter ending - 30-Sep-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 the director is disqualified?	Current Status	Whether special resolution passed?	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)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	Chandrasekaran Natarajan	00121863	C,NED		03-07-2017	03-07-2017			02-06-1963	No	Active	NA		7	0	0	0	NRC
Mr.	Pathamadai Balachandran Balaji	02762983	NED		08-08-2020	08-08-2020			09-09-1969	No	Active	NA		1	0	6	0	
Mr.	Sunil Alaric Dsouza	07194259	ED	CEO-MD	04-04-2020	04-04-2020			31-12-1967	No	Active	NA		2	0	1	0	SC
Mr.	Lakshmanan Krishna Kumar	00423616	ED		01-04-2013	01-04-2023			29-10-1958	No	Active	NA		1	0	2	1	SC
Mr.	Siraj Azmat Chaudhry	00161853	ID		03-07-2017	03-07-2022		74.27	08-01-1967	No	Active	NA		6	6	8	2	AC,SC, RC
Mr.	Bharat Tilakraj Puri	02173566	ID		07-05-2019	07-05-2019		52.23	14-06-1961	No	Active	NA		2	1	1	0	AC,RC, NRC
Mrs.	Shikha Sanjaya Sharma	00043265	ID		07-05-2019	07-05-2019		52.23	19-11-1958	No	Active	NA		5	4	4	0	AC,RC, NRC
Mr.	K P Krishnan	01099097	ID		22-10-2021	22-10-2021		23.8	29-12-1959	No	Active	NA		2	2	4	1	AC
Mr.	David Francis Crean	09584874	ID		04-05-2022	04-05-2022		16.26	13-12-1960	No	Active	NA		1	1	1	0	AC,RC

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

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ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	K P Krishnan	ID	Chairperson	22-10-2021	
2	Siraj Azmat Chaudhry	ID	Member	21-03-2018	
3	Bharat Tilakraj Puri	ID	Member	01-08-2019	
4	Shikha Sanjaya Sharma	ID	Member	01-08-2019	
5	David Francis Crean	ID	Member	01-04-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Siraj Azmat Chaudhry	ID	Chairperson	01-08-2019	
2	Sunil Alaric Dsouza	ED	Member	22-10-2021	
3	Lakshmanan Krishna Kumar	ED	Member	01-04-2014	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Bharat Tilakraj Puri	ID	Chairperson	01-08-2019	
2	Shikha Sanjaya Sharma	ID	Member	01-08-2019	
3	Siraj Azmat Chaudhry	ID	Member	21-03-2018	
4	David Francis Crean	ID	Member	10-08-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Shikha Sanjaya Sharma	ID	Chairperson	01-08-2019	
2	Bharat Tilakraj Puri	ID	Member	01-08-2019	
3	Chandrasekaran Natarajan	C,NED	Member	06-07-2017	

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Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
25-04-2023	Yes	9	9	5
26-07-2023	Yes	9	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	91

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	24-04-2023	Yes	5	5	5	0
Audit Committee	24-07-2023	Yes	5	5	5	0
Stakeholders Relationship Committee	24-04-2023	Yes	3	3	1	0
Stakeholders Relationship Committee	24-07-2023	Yes	3	3	1	0
Risk Management Committee	24-07-2023	Yes	4	4	4	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

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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	
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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 1000 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:

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Name : **Neelabja Chakrabarty**
Designation : **Company Secretary & Compliance Officer**

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ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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Name : NEELABJA CHAKRABARTY
Designation : Company Secretary & Compliance Officer

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ANNEXURE IV

(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>
980000000	0	0	0	0	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

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: Mumbai
Date: 17-Oct-2023