

Postal Ballot Notice

POSTAL BALLOT NOTICE

[Pursuant to Section 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs]

VOTING STARTS ON	VOTING ENDS ON
Friday, December 29, 2023, at 9:00 a.m. (IST)	Saturday, January 27, 2024, at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given that pursuant to Sections 108, 110 of the Companies Act, 2013 ("**the Act**"), read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), read with the General Circular Nos. 14/2020 dated April 8, 2020, 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 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolution, as set out hereunder, is proposed for approval of the Members of Tata Consumer Products Limited ("**the Company**" or "**TCPL**") as an **Ordinary Resolution**, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means ("Remote e-Voting").

The Explanatory Statement pertaining to the said resolution setting out the material facts and related particulars is annexed hereto.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of National Securities Depository Limited ("**NSDL**") as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Company (www.tataconsumer.com) and on the website of NSDL.

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on **Saturday, January 27, 2024**. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Company has appointed Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (FCS: 2303 & COP No. 880), as Scrutinizer, as authorized by the Board at its meeting held on October 31, 2023, for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, on or before **Tuesday, January 30, 2024**. The same will be displayed on the website of the Company: www.tataconsumer.com, the website of NSDL: www.evoting.nsdl.com and also shall be communicated to BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**") and the Calcutta Stock Exchange Limited ("**CSE**"), where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

Appointment of Mr. Ajit Sukumar Krishnakumar, (DIN: 08002754), as the Whole-time Director, designated as 'Executive Director and Chief Operating Officer', for a term of 5 years commencing from November 1, 2023, and payment of remuneration.

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

"RESOLVED THAT Mr. Ajit Sukumar Krishnakumar, (DIN: 08002754), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective November 1, 2023 and who holds office as an Additional Director, up to the date of forthcoming Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of the Sections 196, 197, 203 of the Act and other applicable provisions, if any, Schedule V to the Act 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, the consent of the Company be and is hereby accorded for the appointment and terms of the appointment including remuneration of Mr. Ajit Sukumar Krishnakumar, (DIN: 08002754), as the Whole-time Director, designated as 'Executive Director and Chief Operating Officer' of the Company, for a term of five consecutive years commencing from November 1, 2023 upto October 31, 2028, upon the terms and conditions of appointment and remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the explanatory statement attached to this postal ballot 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 (subject to such approval as required), with liberty to the Board (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit and in such manner as may be agreed to between the Board and of Mr. Ajit Sukumar 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 relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein for your consideration.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-Voting is mentioned in note no. 18 hereunder.
3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on **Friday, December 22, 2023** (i.e. **Cut-off date**), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given in note no. 17 hereinunder.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote E-voting only. The Company has engaged the services of NSDL to provide Remote E-Voting facility to its members.
5. A copy of the Postal Ballot Notice is available on the website of the Company at www.tataconsumer.com, website of the stock exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of our E-voting agency i.e. NSDL E-Voting website at www.evoting.nsdl.com.
6. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members seeking to inspect such documents can send

- an e-mail to investor.relations@tataconsumer.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Friday, December 29, 2023 to Saturday, January 27, 2024.
7. 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.
 8. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Bengali newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.tataconsumer.com.
 9. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours on **Friday, December 22, 2023, i.e. the Cut-off date**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote E-voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the Remote E-voting process. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only. A Member cannot exercise his vote by proxy on Postal Ballot.
 10. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his vote by proxy on Postal Ballot.
 11. **The Remote E Voting will commence on Friday, December 29, 2023 at 09:00 hours IST and will end on Saturday, January 27, 2024 at 17:00 hours IST.** Remote E-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.
 12. Members are requested to cast their vote through the Remote E-voting process not later than **17:00 hours IST on Saturday, January 27, 2024**, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolutions are casted by the Members, the Members shall not be allowed to change these subsequently.
 13. The Company has appointed Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (FCS: 2303 & COP No. 880), as Scrutinizer, to scrutinize the Postal Ballot through Remote e-Voting process in a fair and transparent manner. He has communicated his willingness for such appointment and will be available for the same.
 14. The Scrutinizer will submit his report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote E-voting process will be announced by the Chairman, or such person as authorized, on or before **Tuesday, January 30, 2024**. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
 15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tataconsumer.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
 16. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on **Saturday, January 27, 2024**, i.e. the last date specified for receipt of votes through the Remote e-Voting process.
 17. **Process for those members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this Postal Ballot Notice:**
 - (a) **Registration of email addresses with TSR Consultants Private Limited ("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 Thursday, January 25, 2024**. The process to be followed for registration of an e-mail address is as follows:

- i. Visit the link: https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
 - ii. Select the Name of the Company from the dropdown: **Tata Consumer Products Limited.**
 - iii. 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.
 - iv. Enter your Mobile Number and email id and click on the Continue button.
 - v. The system will send OTP on Mobile and Email IDs.
 - vi. 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.
 - vii. Enter the OTP received on your Mobile and Email Address.
 - viii. The system will then confirm the e-mail address for receiving this Postal Ballot Notice.
- After the successful submission of the e-mail address, NSDL will e-mail a copy of this Postal Ballot Notice 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.com.
- (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.
 - (c) **Alternatively,** Members may send a request to evoting@nsdl.com. 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).
18. **The details of the process and manner for Remote e-Voting are explained herein below: Process to vote electronically using NSDL e-Voting system:**
- The way to vote electronically on 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 for Individual shareholders holding securities in demat mode**
- In terms of 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:
- Login Methods are given below
 - i. **Individual Shareholders holding securities in demat mode with NSDL. :**
 - a) 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.nsdl.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.
 - b) If the user is not registered for IDeAS e-Services, option to register is available at. Select <https://eservices.nsdl.com/> “**Register Online for IDeAS**” Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

- c) 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 (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.
- d) 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



ii. Individual Shareholders holding securities in demat mode with CDSL :

- a) 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/myeasitoken/home/login> or www.cdslindia.com and click on New System Myeasi.
- b) 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.

- c) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- d) 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.

iii. 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.

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.](#)

• Helpdesk details & Login Types are given below:

- 1. 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.com. or contact at 022-4886 7000 and 022-2499 7000

2. 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.

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. 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.

- iv. Your User ID details are given below :
 - **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*****).
 - **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*****).
 - **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 127404 then user ID is 127404001***).
- v. Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- 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.
- How to retrieve your 'initial password'?

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 digits 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'.
- vi. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - Click on "**Forgot User Details/ Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com. mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- a) 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.
- b) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. **(EVEN of the Company for this Postal Ballot is “127404”)**
- c) Now you are ready for e-Voting as the Voting page opens.
- d) 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.
- e) Upon confirmation, the message “Vote cast successfully” will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are

authorized to vote, to the Scrutinizer by e-mail to asimsecy@gmail.com with a copy marked to evoting@nsdl.com.

- 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.
- 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 toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.com.

**By Order of the Board of Directors of
Tata Consumer Products Limited**

**Sd/-
Neelabja Chakrabarty
Company Secretary
Membership No.: ACS 16075**

Date: October 31, 2023
Place: Mumbai

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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under resolution of the accompanying Notice.

Mr. Ajit Krishnakumar assumed the role of Chief Operating Officer of the Company on April 1, 2020, and became a key member of the Leadership Team. Since then, he has led Integrated India operations overseeing business integration, transformation, and B2B functions, while collaborating closely with the MD&CEO on strategy, corporate finance, and M&A. Meanwhile, Mr. L. Krishnakumar, the then Executive Director & Group CFO, retired on October 31, 2023, following the Company's policy.

Recognizing Mr. Ajit Krishnakumar's significant contributions and aligning with the Company's talent strategy, a proposal was made to appoint him as an Executive Director. Based on the Nomination and Remuneration Committee's recommendation, the Board appointed Mr. Ajit Krishnakumar as an Additional Director of the Company, effective November 1, 2023, and also as Whole-time Director designated as “Executive Director and Chief Operating Officer” effective November 1, 2023, for a term of 5 years until October 31, 2028. During his tenure as Director of the Company, he shall be subject to retirement by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

In accordance with Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Ajit Krishnakumar shall hold office as an Additional Director up to the date of forthcoming Annual General Meeting and is eligible to be appointed as a Director. The Company has received a written notice from a Member, proposing his candidature for the office of Director, in terms of Section 160(1) of the Act, which has been duly reviewed and recommended by the Board of Directors to shareholders for approval.

Furthermore, the appointment of Mr. Ajit Krishnakumar as a Whole-time Director, designated as “Executive Director and Chief Operating Officer,” effective November 1, 2023, and the terms and conditions of such appointment, including remuneration, are subject to the approval of the shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”).

In light of the aforementioned facts and recognizing the valuable experience and expertise that Mr. Ajit Krishnakumar brings to the Company, the Board recommends the approval of shareholders for appointment Mr. Ajit Krishnakumar as a Whole-time Director, designated as “Executive Director

and Chief Operating Officer” as detailed out in resolution. Specific details regarding his areas of expertise are provided in the Annexure to this Notice.

The principal terms and conditions of appointment of Mr. Ajit Krishnakumar as Executive Director and Chief Operating Officer, including his remuneration and the main clauses of the Agreement to be executed between the Company and Mr. Ajit Krishnakumar, are as follows:

1. Nature of duties:

Mr. Ajit 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 interest 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.

2. Remuneration:

Mr. Ajit 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: Basic salary is ₹ 6,12,514 per month, upto a maximum of ₹ 11,00,000 per month.

The annual increments which will be effective April 1 of each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee and will be performance-based and will consider the Company's performance as well, within the said maximum amount.

b) Benefits, Perquisites, Allowances: In addition to the basic salary referred to in (a) above, Mr. Ajit Krishnakumar 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 paid by the Company on behalf).
- Car facility and car related benefits such as fuel, maintenance and driver as per the policy of the Company.
- 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 120% of the Annual Basic Salary, which includes:

Sr. No.	Particulars
1	Leave Travel Concession/Allowance/ Assistance
2	Superannuation allowance
3	Special Residual Allowance (SRA): Any amount lying unallocated from the flexible allowance after distribution across the components specified above will be paid as Special Residual Allowance
4	Other Allowances if any

It is clarified that the details mentioned under Hospitalization, Telecommunication and other facilities shall not be included in computation of the limits.

- Retirement benefits: Contribution to Provident Fund and Gratuity Fund shall be made as per the Rules of the Company.
- Membership and joining fees for one club.
- He shall be entitled to leave in accordance with the Rules of the Company. Annual Leave not availed by Mr. Ajit Krishnakumar is cashable in accordance with the Rules of the Company.

- c) Performance linked incentive/bonus:** Performance linked incentive/bonus at a target value not exceeding 25% of Total Cost to Company 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.

- d) Long-Term Incentives:** With the objective of achieving long-term value creation through retention and continuity of the leadership, as a part of long-term incentive plan (LTIP) of the Company, Mr. Ajit Krishnakumar shall be eligible to Performance Share Units as determined by NRC. The Target Incentive under the LTIP is intended to be not exceeding 25% of Total Cost to Company. This incentive would be payable subject to the achievement of certain performance criteria as prescribed by the NRC and the Board. Long-Term Incentives shall be governed by terms and conditions as provided under the long-term incentive plan (LTIP) of the Company, as applicable to Mr. Ajit Krishnakumar, from time to time.
- e)** An indicative list of factors that may be considered for determining the extent of commission, Performance linked incentive/bonus and Long-term incentive, 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.
- 3.** For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules wherever applicable and in the absence of any such Rules, perquisites shall be evaluated at actual cost.
- 4.** The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act as amended / replaced and as in force from time to time.
- 5. Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, wherein the financial year during the currency of the tenure of Mr. Ajit Krishnakumar as Executive Director and Chief Operating Officer, the Company has no profits, or its profits are inadequate, the Company will pay to Mr. Ajit Krishnakumar remuneration by way of salary, benefits, perquisites and allowances, performance linked incentive/bonus and Long-term incentive as specified above, subject to necessary approvals as may be required for this purpose.

6. 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 appointment, subject to the terms of such policy in force from time to time.

7. Other Terms of Appointment

- a) Mr. Ajit Krishnakumar, so long as he functions as Executive Director & COO, shall not be entitled to supplement his earnings with any buying or selling commission. He will also not become interested or otherwise concerned directly or through his relatives in any selling agency of the Company without such statutory approvals as required to be obtained under the Companies Act 2013.
- b) The terms and conditions of the appointment of Mr. Ajit Krishnakumar as provided in the Agreement 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 to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Ajit Krishnakumar, subject to such approvals as may be required.
- c) According to the Company's policy, employment of Mr. Ajit Krishnakumar may be terminated by either party giving six months' notice in writing or the Company providing six months' remuneration in lieu of notice.
- d) The employment of Mr. Ajit Krishnakumar may be terminated by the Company without notice or payment in lieu of notice:
 - i. If Mr. Ajit 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. Ajit Krishnakumar, of any of the stipulations contained in the Employment Agreement to be executed between the Company and Mr. Ajit Krishnakumar; or
 - iii. in the event, the Board expresses its loss of confidence in Mr. Ajit Krishnakumar.
- e) In the event Mr. Ajit 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 of employment by whatever means, Mr. Ajit 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. Ajit Krishnakumar unless specifically provided otherwise.
- h) Mr. Ajit Krishnakumar is 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 appointment of Mr. Ajit 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. Ajit Krishnakumar will cease to be the Executive Director and Chief Operating Officer and also cease to be a Director of the Company unless otherwise determined by the Board. If at any time, Mr. Ajit Krishnakumar ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole-time Director/Executive Director & Chief Operating Officer and the Agreement shall forthwith terminate.

Mr. Ajit Krishnakumar has provided his consent for appointment as Director of the Company. He 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.

Mr. Ajit Krishnakumar confirmed that he satisfies all the conditions set out in Part –I of Schedule V to the Act and also conditions set out under Section 196(3) of the Act, for being eligible for appointment as a whole-time director of the Company and he is not disqualified from being a Director in terms of Section 164 of the Act.

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 Regulation 17 of Listing Regulations, the terms of appointment and remuneration of Mr. Ajit Krishnakumar as specified above, are now placed before the Members for their approval.

The Board recommends the approval of the Ordinary Resolution as presented in the Postal Ballot Notice by the Members.

Except for Mr. Ajit 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 Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to this Postal Ballot Notice.

**By Order of the Board of Directors of
Tata Consumer Products Limited**

Sd/-

Neelabja Chakrabarty

Company Secretary

Membership No.: ACS 16075

Date: October 31, 2023

Place: Mumbai

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 Director seeking appointment

Name of Director	Mr. Ajit Sukumar Krishnakumar
Director Identification Number	08002754
Designation/category of the Director	Whole-time Director designated as "Executive Director and Chief Operating Officer"
Age	47 years
Date of first appointment on the Board	November 1, 2023
Qualification	Post-graduate in business administration from the University of Michigan, Ann Arbor and has a bachelor's degree in business administration from the University of Hartford, Connecticut.
Profile, Experience and Expertise in specific functional areas	<p>Mr. Ajit Krishnakumar joined Tata Consumer Products Limited in 2020 as Chief Operating Officer.</p> <p>Mr. Ajit Krishnakumar joined the Tata Group in 2013 where he worked in the Group Chairman's Office with strategy, corporate finance and M&A responsibilities for the consumer and other business verticals. He also served as the Tata Group nominee on the Boards of Directors of select affiliates. In 2019, he helped lead the Group's effort to consolidate its multiple consumer packaged goods businesses into a single platform, now labelled Tata Consumer Products.</p> <p>At Tata Consumer Products, he oversees business integration & transformation, the integrated India operations as well as the B2B businesses, among other corporate responsibilities.</p> <p>Before he joined the Tata Group, Mr Ajit Krishnakumar was an investment banker and advisor with ~15 years of experience supporting large, medium and small companies think through and execute their strategic, financial and M&A choices. He has worked across a variety of industries and in several countries.</p>
Shareholding in the Company including shareholding as a beneficial owner	Nil
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	<ol style="list-style-type: none"> 1) Tata Smartfoodz Limited 2) TCPL Beverages & Foods Limited 3) Smart Building Development & Estate Management Private Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date on this Notice	None
Name of listed entities from which the person has resigned in the past three years	None
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None
Terms & conditions of the appointment	As set out in Resolution and the Explanatory Statement
Details of Remuneration sought to be paid	As set out in Resolution and the Explanatory Statement

Note: Details such as the number of Board meetings attended during FY 2022-23 and the remuneration last drawn in the capacity of Director of the Company by Mr. Ajit Krishnakumar are not applicable since his appointment became effective on November 1, 2023.