

Postal Ballot Notice



TATA CONSUMER PRODUCTS LIMITED

CIN: L15491WB1962PLC031425

Registered Office: 1, Bishop Lefroy Road, Kolkata - 700020

Tel: +91 033 22813779/3891/4422/4747/66053400

E-mail id: investor.relations@tataconsumer.com; **Website:** www.tataconsumer.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 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]

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, February 21, 2025, at 9:00 a.m. (IST)	Saturday, March 22, 2025, 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 20 and 22 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, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 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”**).

Pursuant to Sections 102, 110 and other applicable provisions of the Act and SS-2, the Explanatory Statement pertaining to the said resolution setting out the material facts and related particulars is annexed hereto.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (**“RTA”**)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘Notes’ section to this Notice. 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.

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. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. 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 (www.evoting.nsdl.com).

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, March 22, 2025**. Remote e-Voting will be disabled by NSDL immediately after the end time and will not be allowed beyond the said date and time.

The Board of Directors has appointed Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (FCS: 2303 & COP No. 880, Peer Review No. 6375/2025) or failing him, Mr. Pratap Kumar Chakravarty (Membership No. ACS: 4680 & COP No. 15586), as the Scrutinizer at their meeting held on January 30, 2025, 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, March 25, 2025**. The same will be uploaded 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:

Re-appointment of Mr. Sunil D'Souza, (DIN: 07194259), as the Managing Director and Chief Executive Officer (MD & CEO) of the Company for a term of 5 years and 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, read with Schedule V of the Companies Act, 2013, ("Act") and the Companies (Appointment and Remuneration

of Managerial Personnel) Rules, 2014, as amended from time to time and in terms of Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other approvals, permissions and sanctions, as may be required, approval of the Members be and is hereby accorded for the re-appointment and terms of re-appointment including remuneration of Mr. Sunil D'Souza (DIN: 07194259), as the Managing Director and Chief Executive Officer (MD & CEO) of the Company for a further period of five years, with effect from 4th April, 2025 to 3rd April, 2030, not liable to retire by rotation, upon the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the Explanatory Statement annexed 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 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 re-appointment as it may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Sunil D'Souza.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

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

Sd/-
Delnaz Dara Harda
Company Secretary & Compliance Officer
Membership No.: ACS 73704

Date: January 30, 2025

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

NOTES:

1. The relevant Explanatory Statement pursuant to Sections 102, 110 of the Companies Act, 2013 (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), in respect of the re-appointment of Mr. Sunil D’Souza is furnished as **Annexure** to this Notice.
2. In compliance with the provisions of Sections 102, 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 **February 14, 2025** (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 members 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.nsd.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, February 21, 2025 to Saturday, March 22, 2025.
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 or to Company’s Registrar & Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (hereinafter referred as “ MUFG Intime”) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, 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 **February 14, 2025, 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.

11. **The Remote e-Voting will commence on Friday, February 21, 2025 at 9.00 a.m. IST and will end on Saturday, March 22, 2025 at 5.00 P.M. IST.** Remote e-Voting will be blocked by NSDL immediately after the end time 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 **5.00 P.M. IST on Saturday, March 22, 2025**, 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 Board of Directors has appointed Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (FCS: 2303 & COP No. 880, Peer Review No. 6375/2025) or failing him, Mr. Pratap Kumar Chakravarty (Membership No. ACS: 4680 & COP No. 15586), 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.
14. 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 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, March 25, 2025**. 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, March 22, 2025**, 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 MUFG Intime India Private Limited (RTA):** The Company has made special arrangements with RTA 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 RTA on or before **5.00 p.m. IST on Wednesday, March 19, 2025**. The process to be followed for registration of an e-mail address is as follows:
 - i. Visit the link: https://web.in.mpms.mufg.com/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 No 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 cs-unit@linkintime.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 / RTA 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/myeasi/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/myeasi/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

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 210 99 11

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 118825 then user ID is 118825001***).

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 "132997")**
- 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.

19. 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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

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

**Sd/-
Delnaz Dara Harda
Company Secretary & Compliance Officer
Membership No.: ACS 73704**

Date: January 30,2025

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 SECTIONS 102 AND 110 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. Sunil D’Souza (DIN: 07194259) was appointed as the Managing Director and Chief Executive Officer (MD & CEO) by the Board of Directors, at their meeting held on December 20, 2019, for a period of five years with effect from April 4, 2020, to April 3, 2025, not liable to retire by rotation. Subsequently, at the Annual General Meeting of the Company held on July 6, 2020, the Members had approved the appointment and terms of remuneration of Mr. Sunil D’Souza as MD& CEO of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on January 30, 2025, has approved the re-appointment and terms of re-appointment (including remuneration) of Mr. Sunil D’Souza as the MD & CEO of the Company for further period of five (5) years commencing from April 4, 2025 upto April 3, 2030, subject to approval of the Members of the Company.

The Audit Committee has approved the terms and conditions of his re-appointment, as he being key managerial personnel, is a related party.

Brief profile of Mr. Sunil D’Souza is as follows:

Mr. Sunil D’Souza has been serving as the MD & CEO of the Company since April 2020. Prior to this, he held the position of Managing Director at Whirlpool India Ltd. for over four years and had a significant contribution in transforming the Whirlpool business in India. He has also worked with PepsiCo for almost 15 years, where he held various leadership positions, managing the commercial aspects of the company’s food and beverage portfolio, and steering the business in a large cluster of Asian countries. Mr. D’Souza started his career with Hindustan Unilever in 1993 and has 31 years of extensive experience in the consumer products sector with a strong emphasis on strategy, growth, and execution.

In addition to his current role as MD & CEO of the Company, he is also a Director on the Board of Tata Starbucks Private Limited, Capital Foods Private Limited, Organic India Private Limited and several of Tata Consumer Products’ overseas subsidiaries.

Mr. D’Souza holds a degree in engineering from the University of Madras and is an alumnus of the Indian Institute of Management, Calcutta (IIM-C).

The key terms and conditions of Mr. Sunil D’Souza’s re-appointment as the MD & CEO are as follows:

1. Tenure of Re-appointment

The re-appointment as MD & CEO is for a period of five years with effect from April 4, 2025 to April 3, 2030.

2. Nature of Duties

The MD & CEO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the 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 one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the MD & CEO from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

3. Remuneration

a) Basic Salary

Basic Salary of ₹17,00,000 per month with effect from April 1, 2025 up to a maximum of ₹35,00,000 per month.

The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee (hereinafter called the “NRC”) and will be performance-based and take into account 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. D’Souza 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 85% 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. D'Souza 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 Target 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. D'Souza shall be eligible to Performance Share Units as determined by NRC. The Target Incentive, which refers to the fair value

of the PSU's to be granted, shall not exceed 50% of the Total Target 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 MD & CEO from time to time.

- e) An indicative list of factors that may be considered for determining the extent of 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.
4. 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.
5. 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, read with Schedule V of the Act as amended / replaced and as in force from time to time.
- 6. Minimum Remuneration**
- Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the MD & CEO the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances, performance linked incentives/ bonus and Long-Term incentive as specified above, subject to such further approvals as may be required.
- 7. 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.
- 8. Other Terms of re-appointment:**
- a) The terms and conditions of the re-appointment of Mr. D'Souza as provided in this 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. D'Souza, subject to such approvals as may be required.
- b) According to the Company's policy, employment of Mr. D'Souza may be terminated by either party giving six months' notice in writing or the Company providing six months' remuneration in lieu of notice.
- c) The employment of Mr. D'Souza may be terminated by the Company without notice or payment in lieu of notice:
- i. If Mr. D'Souza 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. D'Souza, of any of the stipulations contained in the Employment Agreement to be executed between the Company and Mr. D'Souza; or
 - iii. In the event, the Board expresses its loss of confidence in Mr. D'Souza.
- d) In the event Mr. D'Souza 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.
- e) Upon the termination by whatever means, the employment of Mr. D'Souza:
- 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.
- f) 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. D'Souza unless specifically provided otherwise.
- g) Mr. Sunil D'Souza is appointed as a Director by virtue of his employment in the Company and his re-appointment shall be subject to the provisions of Sections 164 and 167 of the Act.
- h) The terms and conditions of the re-appointment of Mr. D'Souza 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.
- i) If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Sunil D'Souza will cease to be the MD & CEO and also cease to be a Director of the Company unless otherwise determined by the Board. If at any time, Mr. Sunil D'Souza ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the MD & CEO, and the Agreement shall forthwith terminate.

Mr. Sunil D'Souza has provided his consent for re-appointment as MD & CEO 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. Sunil D'Souza confirmed that he satisfies all the conditions set out under Section 196(3) and in Part –I of Schedule V to the Act, for being eligible for re-appointment as MD & CEO 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, 197, 203 and other applicable provisions read with Schedule V to the Act, read with Regulation 17 of the Listing Regulations, the terms of re-appointment and remuneration of the MD & CEO as specified above are now being placed before the Members for their approval by way of an Ordinary Resolution.

Except for Mr. Sunil D'Souza 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 as under:

Name of Director	Mr. Sunil D'Souza
Director Identification Number	07194259
Designation/category of the Director	Whole-time Director designated as "Managing Director and Chief Executive Officer"
Date of Birth	31/12/1967
Age	57 years
Date of first appointment on the Board	April 4, 2020
Qualification	Degree in engineering from the University of Madras and is an alumnus of the Indian Institute of Management, Calcutta (IIM-C).
Profile, Experience and Expertise in specific functional areas	<p>Mr. Sunil D'Souza has been serving as the Managing Director & Chief Executive Officer of Tata Consumer Products since April 2020. Prior to this, he held the position of Managing Director at Whirlpool India Ltd. for over four years and had a significant contribution in transforming the Whirlpool business in India. He has also worked with PepsiCo for almost 15 years, where he held various leadership positions, managing the commercial aspects of the company's food and beverage portfolio, and steering the business in a large cluster of Asian countries. Mr. D'Souza started his career with Hindustan Unilever in 1993 and has 31 years of extensive experience in the consumer products sector with a strong emphasis on strategy, growth, and execution.</p> <p>He is also a Director on the Board of Tata Starbucks Private Limited, Capital Foods Private Limited, Organic India Private Limited and several of Tata Consumer Products' overseas subsidiaries.</p>
Terms and conditions of re-appointment	As set out in Resolution and the Explanatory Statement
Details of remuneration last drawn (FY 2023-24)	Salary, Perquisites and Allowance: ₹ 1,013.26 Lakhs
Details of remuneration sought to be paid	As set out in Resolution and the Explanatory Statement
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 Starbucks Private Limited 2) Capital Foods Private Limited 3) Organic India Private Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	<ol style="list-style-type: none"> 1. Tata Starbucks Private Limited -Corporate Social Responsibility Committee (Member) 2. Capital Foods Private Limited - Nomination and Remuneration Committee (Member)

Name of Director	Mr. Sunil D'Souza
Listed entities from which the Director has resigned from directorship in the past three (3) years	None
No. of Board Meetings attended	FY 2023-24: 7 out of 7 FY 2024-25 (till the date of this Postal Ballot Notice): 5 out of 5
Inter-se relationship with other Directors and Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel of the Company

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

**Sd/-
Delnaz Dara Harda
Company Secretary & Compliance Officer
Membership No.: ACS 73704**

Date: January 30, 2025

Place: Mumbai

Registered Office:

1, Bishop Lefroy Road, Kolkata – 700 020

CIN - L15491WB1962PLC031425

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