



September 22, 2025

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, G Block  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai 400 051  
Scrip Code –TATACONSUM

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001  
  
Scrip Code - **500800**

**The Calcutta Stock Exchange Limited**  
7 Lyons Range  
Kolkata 700 001  
Scrip Code – **1000027 (Demat) 27 (Physical)**

**Sub: Notice of Postal Ballot seeking shareholders' approval for Material Related Party Transactions with Capital Foods Private Limited, subsidiary of the Company**

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice, for seeking approval of Members of the Company for the below mentioned **Ordinary Resolution**:

<b>Brief Description of Ordinary Resolution</b>
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Approval for Material Related Party Transactions with Capital Foods Private Limited
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The Company has circulated the Postal Ballot Notice along with the Explanatory Statement pertaining to the aforementioned resolution, in electronic mode to those Members whose names appear in the Register of Members / list of Beneficial Owners maintained by the Company / Registrar and Transfer Agent ("RTA") -MUFG Intime India Private Limited (formally known as Link Intime India Private Limited)/ Depositories as at close of business hours on Friday, September 5, 2025 **i.e. Cut-off date** and whose

e-mail address were registered with the Depositories or with the Company or Registrar and Transfer Agent as on the Cut-off date. Members who have not updated their e-mail addresses with the Company/ RTA / Depositories are requested to update their e-mail addresses as per the instructions given in the enclosed Postal Ballot Notice.

The Remote e-Voting will commence on **Wednesday, September 24, 2025 at 09:00 a.m. IST** and will conclude **on Thursday, October 23, 2025 at 05:00 p.m. IST.**

This Notice is also being hosted on the Company's website at [www.tataconsumer.com](http://www.tataconsumer.com).

This is for your information and records and we request you to treat the same as compliance with the applicable provisions of the Listing Regulations.

Yours faithfully,  
For **Tata Consumer Products Limited**

**Delnaz Dara Harda**  
**Company Secretary & Compliance Officer**  
**Membership No: A73704**  
*Encl: as above*

**TATA CONSUMER PRODUCTS LIMITED**

11/13 Botawala Building 1<sup>st</sup> Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India  
Tel: 91-22-6121-8400 | Fax: 91-22-61218499  
Registered Office: 1, Bishop Lefroy Road, Kolkata – 700 020  
Corporate Identity Number (CIN): L15491WB1962PLC031425  
email: [investor.relations@tataconsumer.com](mailto:investor.relations@tataconsumer.com)  
website: [www.tataconsumer.com](http://www.tataconsumer.com)

# 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](mailto:investor.relations@tataconsumer.com); Website: [www.tataconsumer.com](http://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
Wednesday, September 24, 2025, at 9:00 a.m. (IST)	Thursday, October 23, 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 (**'SEBI Listing Regulations'**) and other applicable provisions of the Act, rules, regulations, circular and notification (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, 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/MUFG Intime India Private Limited (formally known as Link Intime India Private Limited), the Company's Registrar and Transfer Agent RTA/MUFG Intime/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 Remote e-Voting system. The detailed procedure for Remote e-Voting forms part of the 'Notes' section to this Notice. Eligible Members 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 Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and 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 Friday, September 5, 2025 (**'Cut-off date'**) The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice will also be available on the website of the Company at [www.tataconsumer.com](http://www.tataconsumer.com), websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively, and on the website of our e-Voting agency i.e. NSDL e-Voting website at [www.evoting.nsdl.com](http://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 **Thursday, October 23, 2025**. Remote e-Voting will be disabled 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, Peer Review No. 6375/2025) or failing him, Mr. Pratap Kumar Chakravarty (Membership No. ACS: 4680 & COP No. 15586), as the Scrutinizer 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 **Monday, October 27, 2025**. The same will be displayed on the website of the Company: [www.tataconsumer.com](http://www.tataconsumer.com), the website of NSDL: [www.evoting.nsdl.com](http://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:**

##### **Material Related Party Transactions with Capital Foods Private Limited**

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

**"RESOLVED THAT** pursuant to Regulations 23, 2(1) (zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), the applicable provisions of the Companies Act, 2013 (**'Act'**), read with related rules, if any, each as amended from time to time and the Policy on Related Party Transactions of Tata Consumer Products Limited (**'the Company'**) and based on the prior approval of the Audit Committee and Board, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **'Board'**), which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contracts/arrangements/transactions and/or enter into and/or execute new contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Capital Foods Private Limited (**'CFPL'**), a subsidiary of the Company and accordingly, a related party

of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and CFPL, for an aggregate value up to ₹ 1,650 Crores for purchase of goods, Inter-corporate deposit/ loans, contract manufacturing services, reimbursement of related expenses and other transactions for the purpose of business, entered/to be entered during FY 2025-26, subject to such contracts/arrangements/transactions being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contracts, schemes, agreements and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or Key Managerial Personnel or any other officer or the Authorised Representative of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing Resolution, be and are hereby approved, ratified and confirmed in all respects."

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

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

Date: July 23, 2025  
Place: Mumbai

#### **Registered Office:**

1, Bishop Lefroy Road,  
Kolkata – 700 020

CIN - L15491WB1962PLC031425

E-mail id: [investor.relations@tataconsumer.com](mailto:investor.relations@tataconsumer.com)

Website address: [www.tataconsumer.com](http://www.tataconsumer.com)

### Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ('the Act') and Rule 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 below for your consideration.
  2. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('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 hereinunder.
  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 / RTA/ Depositories as at close of business hours on **Friday, September 5, 2025** i.e. **Cut-off date**, and whose e-mail addresses 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 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 be available on the website of the Company at [www.tataconsumer.com](http://www.tataconsumer.com), websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited at "[www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively, and on the website of our e-Voting agency i.e. NSDL e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  6. All documents referred to in the Postal Ballot Notice will 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](mailto:investor.relations@tataconsumer.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period **Wednesday, September 24, 2025 to Thursday, October 23, 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 'RTA/MUFG Intime') at C-101, 1<sup>st</sup> 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 the same shall also be displayed on the Company's website: [www.tataconsumer.com](http://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 **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 Wednesday, September 24, 2025 at 9.00 a.m. IST and will end on Thursday, October 23, 2025 at 5.00 P.M. 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 **5.00 P.M. IST on Thursday, October 23, 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 Resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

13. The Company 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 **Monday, October 27, 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](http://www.tataconsumer.com) and on the website of NSDL [www.evoting.nsdl.com](http://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 **Thursday, October 23, 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 **5.00 p.m. IST on Friday, October 10, 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](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 [evoting@nsdl.com](mailto: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](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing Demat account no. / Folio no. 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>a) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>b) Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.</p> <p>c) If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>                      Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 hold 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 company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.</p> <p>d) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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](http://www.evoting.nsdl.com).
  - **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 the Company for which you wish to cast your vote during the Remote e-Voting period. (EVEN of the Company for this Postal Ballot is '137221')
- 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](mailto:asimsecy@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://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](mailto:evoting@nsdl.com).

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

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

Date: July 23, 2025  
Place: Mumbai

**Registered Office:**

1, Bishop Lefroy Road,  
Kolkata – 700 020  
CIN - L15491WB1962PLC031425  
E-mail id: [investor.relations@tataconsumer.com](mailto:investor.relations@tataconsumer.com)  
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**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 material facts relating to the businesses mentioned under Resolution of the accompanying Notice.**

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year, exceeds ₹ 1,000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of Members by means of an Ordinary Resolution. The said limits are applicable even if the transactions are in the ordinary course of business and at an arm's length basis.

Further, as per Regulation 2(1)(zc) of the SEBI Listing Regulations, the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity and any of its subsidiary on the other hand, regardless of whether a price is charged or not.

Accordingly, a Resolution is placed before the Members of the Company for approval.

**Background, details, benefits and justification of the transaction:**

Capital Foods Private Limited (CFPL) is an unlisted subsidiary of Tata Consumer Products Limited (TCPL). TCPL holds 75% of its equity share capital. CFPL is engaged in

the business of manufacture and sale of packaged food and condiments and primarily manufactures and sells chutney, masala, sauces, noodles and soups under the trademark 'Ching's Secret' and 'Smith & Jones'.

TCPL enters into various transactions with CFPL such as purchase of goods for distribution in India, inter-corporate deposit / loans, contract manufacturing services, reimbursement of related expenses and other transactions (other transactions not being significant in nature) for the purpose of business. These transactions enables TCPL to capitalize on Capital Foods' strong brand portfolio. These transactions will not only strengthen TCPL's foothold in the fast-growing packaged foods segment but also unlock operational synergies across distribution, supply chain, and export channels. By integrating the subsidiaries capabilities, TCPL aims to accelerate innovation, expand its reach in non-Indian cuisines, and enhance overall value creation within its food business.

The Management has provided the Audit Committee with all the relevant details of various proposed RPTs including material terms and basis of pricing and other details as required under applicable laws. Accordingly, the Audit Committee comprising of all Independent Directors, at its Meeting held on July 22, 2025, have reviewed all necessary information, and granted approval for entering into the RPTs between the Company and CFPL for an aggregate value not exceeding ₹ 1,650 Crores to be entered into during FY 2025-26. While approving the RPTs, the Committee has determined that the promoters will not benefit from the proposed RPTs at the expense of public shareholders. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business. These RPTs were also placed before the Board of Directors on a voluntary basis and the same were approved by them.

**Details of the proposed RPTs between TCPL and CFPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated November 11, 2024 are as follows:**

Sr. No.	Description	Details
1.	A summary of information provided by the Management to the Audit Committee	
a.	Type, material terms and particulars of contracts or arrangement	The Company enters into various transactions such as Purchase of goods, Inter-corporate deposits /loans, contract manufacturing services, reimbursement of related expenses and other transactions (other transactions not being significant in nature) for the purpose of business
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Capital Foods Private Limited (CFPL) is an unlisted subsidiary of the Company. TCPL holds 75% of its equity share capital

Sr. No.	Description	Details
c.	Tenure of the transaction	While there are ongoing arrangements with CFPL effective from February 01, 2024, no shareholders' approval was necessary as the transactions were not material  Approval of the Members is being sought for Material RPTs for FY 2025-26 based on the anticipated value of transactions
d.	Value of Transaction	Operational Transactions – up to ₹ 1,300 Crores Financial Transactions – up to ₹ 350 Crores
e.	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year	9.37% of annual consolidated turnover of the Company for FY 2025  (for RPTs to be entered during FY 2025-26)
f.	If RPT involves a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	221.66% of CFPL's annual turnover on a standalone basis for FY 2025  (for RPTs to be entered during FY 2025-26)
2.	Justification for the transaction	Please refer to "Background, details, benefits and justification of the transaction" which forms part of the explanatory statement to the Resolution
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Internal accruals of CFPL
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Inter-corporate deposits given aggregating to, not exceeding ₹ 350 Crores outstanding at any point of time. <ul style="list-style-type: none"> <li>Tenure: up to 180 days, option to pre-close with 1 day's notice</li> <li>Interest rate: Inter-corporate deposit rate is kept similar to the third party borrowing rate for the same period with similar terms</li> <li>Repayment Schedule: Monthly interest payments, principal repayment at the end of the tenure</li> <li>The above inter-corporate deposits are under unsecured category.</li> </ul>
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the working capital requirements of the Company
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent chartered accountants firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.

Sr. No.	Description	Details
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	221.66% of CFPL's annual turnover on a standalone basis for FY 2025  (for RPTs to be executed during FY 2025-26)
6.	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and nature of relationship	Mr. Sunil D'Souza, Managing Director and CEO and KMP of the Company is a Non-Executive Director of CFPL
7.	Any other information that may be relevant	All important information forms part of the Explanatory Statement setting out material facts of the proposed RPTs

**Arm's length pricing:**

The RPTs/contracts/arrangements mentioned in this proposal have been evaluated by a reputed external independent chartered accountants firm and the firm has confirmed that the proposed terms of the RPTs/contracts/arrangements meet the arm's length testing criteria. The RPTs/contracts/arrangements also qualifies as contract under ordinary course of business.

Operational RPTs are / would be entered based on the market price of the relevant material and service of an aggregate amount up to ₹ 1,300 Crores. Where market price is not available, alternative method including reimbursement of actual cost incurred or at cost-plus mark-up or sales price minus distributor margin as applicable which is benchmarked to external comparable transaction and reviewed by independent Chartered accountants firm has been considered as per arm's length pricing criteria.

Financial RPT of an aggregate amount up to ₹ 350 Crores is / would be entered based on prevailing borrowing interest rate for similar tenor in market.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related parties are party to the aforesaid transactions or not), shall not vote to approve the Resolution.

Except as mentioned in point no. 6 of the above table, none of the other Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution.

Basis the consideration and approval of the Audit Committee and the Board, the Ordinary Resolution forming part of the accompanying Notice is recommended by the Board to the Members for their approval.

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

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

Date: July 23, 2025  
Place: Mumbai

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1, Bishop Lefroy Road,  
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CIN - L15491WB1962PLC031425  
E-mail id: [investor.relations@tataconsumer.com](mailto:investor.relations@tataconsumer.com)  
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