April 27, 2023

The 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 Ltd.
7 Lyons Range
Kolkata 700 001
Scrip Code – **10000027 (Demat)**
27 (Physical)

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2023

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant Circular(s) issued by SEBI/Exchanges from time to time, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023, issued by Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary and the Secretarial Auditor of the Company.

We request you to take this on record and to treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking you,

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

NEELABJA CHAKRABARTY
Digitally signed by NEELABJA CHAKRABARTY
Date: 2023.04.27 15:21:03 +05'30'

Neelabja Chakrabarty
Company Secretary & Compliance Officer
Encl.: as above

DR. ASIM KUMAR CHATTOPADHYAY
M.COM., Ph.D. (Appl.Eco.), LL.B., F.C.M.A., F.C.S., D.Litt

"MATRI ASHIS"
10, Kumar Para Lane,
Ganges Side, ALAMBAZAR
Kolkata-700035.
(Near Alambazar Govt. Quarters)
Mobile: 9830040243 / 9137811499
e-mail: asimsecy@gmail.com

Secretarial Compliance Report of Tata Consumer Products Limited
(CIN:L15491WB1962PLC031425)
For the Year Ended 31st March, 2023
(Pursuant to Regulation 24A (2) read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021. w.e.f. 05/05/2021

To,
The Members,
Tata Consumer Products Limited
1, Bishop Lefroy Road,
Kolkata – 700 020

I, Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (FCS No. 2303, Certificate of Practice No. 880) have examined:

(a)all the documents and records made available to us and explanation provided by **Tata Consumer Products Limited** ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2023 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder including amendment thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Amendments thereof;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendment thereof;
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018and Amendment Thereof;
(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and amendment thereof; Not Applicable to the Company during the period under review ;
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment thereof;
(i) Other applicable Regulations and Circulars / Guidelines issued thereunder.

And based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Regulation /Circular No	Deviations	Action Taken by	Type of Action (Advisory /Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
None										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Regulation/Circular No	Deviations	Action Taken by	Type of Action(Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
None										

In Addition to the abovementioned circular the following affirmations are being provided hereunder:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	
3.	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes Yes	
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	a) Yes b) Yes	

6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy Prescribed under SEBI LODR Regulations, 2015	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	As per SEBI LODR and Companies Act, the Board Evaluation is required to be done once in a year. Formal process of Performance Evaluation was carried out in the Month of March 2023 for FY 22-23.
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	a) Yes b) Not Applicable	Since, all Related party transactions were entered after obtaining prior approval of audit committee point (b) is not applicable
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations,2015withinthetimelimitsprescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	Actions taken by SEBI or Stock Exchange(s),if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/Guidelines issued thereunder	No action was taken/ required to be taken	

12.	Additional Non-compliances, if any: Any additional non-compliance observed for all SEBI Regulation/Circular/Guidance note etc.	None	

Asim Kumar Chattopadhyay

Digitally signed by Asim Kumar Chattopadhyay
Date: 2023.04.21 19:34:09 +05'30'

UDIN: F002303E000168172
Date: 21/04/2023
Place: Kolkata

DR.ASIM KUMARCHATTOPADHYAY
Practicing Company Secretary
FCS : 2303CP: 880
PRNo.–792/2020