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Please scan this QR code to view the Letter of Offer

TATA CONSUMER PRODUCTS

TATA CONSUMER PRODUCTS LIMITED

Our Company was originally incorporated as 'Tata Finlay Private Limited' on October 18, 1962, as a company limited by shares under the Companies Act, 1956 pursuant to a certificate of incorporation dated October 18, 1962 issued by the registrar of companies, Maharashtra at Bombay. Further, our company was converted into a deemed public limited company with effect from July 9, 1963. Subsequently, the name of our Company was changed to 'Tata Tea Limited' and a fresh certificate of incorporation consequent on change of name dated February 28, 1983 under the Companies Act, 1956 was issued by the Assistant Registrar of Companies, West Bengal at Calcutta. Thereafter, the name of our Company was changed to 'Tata Global Beverages Limited' and a fresh certificate of incorporation consequent on change of name dated July 2, 2010 under the Companies Act, 1956 was issued by the deputy registrar of companies, West Bengal at Kolkata. Further, the name of our Company was changed to 'Tata Consumer Products Limited' and a fresh certificate of incorporation consequent on change of name dated February 10, 2020 under the Companies (Incorporation) Rules, 2014 was issued by the Registrar of Companies, West Bengal at Kolkata ("ROC"). For details in relation to the change in name of our Company and the address of our registered office, see "General Information" beginning on page 46 of the LOF.

Registered Office: 1, Bishop Lefroy Road, Kolkata 700 020, West Bengal, India. Corporate Office: 11/13, Botawala building, 1st floor, Office #2-6 Horniman Circle Fort, Mumbai 400 001, Maharashtra, India. Tel: +91 22 6121 8400; Contact Person: Sivakumar Sivasankaran, Chief Financial Officer; E-mail: investor.relations@tataconsumer.com; Website: www.tataconsumer.com; Corporate Identity Number: L15491WB1962PLC031425.

PROMOTER OF OUR COMPANY: TATA SONS PRIVATE LIMITED

FOR PRIVATE CIRCULATION TO ELIGIBLE EQUITY SHAREHOLDERS OF TATA CONSUMER PRODUCTS LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF UP TO 3,66,47,492* FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹818.00 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹817.00 PER RIGHTS EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹2,997.77 CRORE* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARE FOR EVERY 26 (TWENTY-SIX) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT WAS ON SATURDAY, JULY 27, 2024 ("RECORD DATE") (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 872 OF THE LOF.

*Assuming full subscription in the Issue. Subject to finalisation of Basis of Allotment.

NOTICE TO ELIGIBLE SHAREHOLDERS OF OUR COMPANY

ISSUE OPENS ON
MONDAY, AUGUST 5, 2024

LAST DATE FOR MARKET RENUNCIATION*
MONDAY, AUGUST 12, 2024

ISSUE CLOSES ON**
MONDAY, AUGUST 19, 2024

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Issue Closing Date.

**Our Board or the Capital Raising Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

ASBA*

Simple, Safe, Smart way of Application!!

*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details check section on ASBA below.

Payment Schedule of Rights Equity Shares: ₹818.00 per Rights Equity Share (including premium of ₹817.00 per Rights Equity Share) shall be payable on Application.

Facilities for Application in this Issue

(i) ASBA Facility:

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI ICDR Master Circular and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details refer to "Terms of the Issue - Process of making an Application in the Issue" on page 874 of the Letter of Offer.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Pursuant to provisions of the SEBI ICDR Regulations and the SEBI ICDR Master Circular and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders will be credited in their respective demat account and shall be admitted for trading on the Stock Exchanges under the ISIN: INE192A20017 subject to requisite approvals. For details of credit of the Rights Entitlements, see "Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" on page 884 of the Letter of Offer, whose Rights Entitlements are credited in demat suspense escrow account opened by the Company.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company has credited the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form.

Eligible Equity Shareholders are requested to provide relevant details / documents as acceptable to our Company or the Registrar (such as applicable regulatory approvals, self-attested PAN and client master sheet of demat account, details/ records confirming the legal and beneficial ownership of their respective Equity Shares, etc.) to our Company or the Registrar no later than two clear Working Days prior to the Issue Closing Date, i.e., by Monday, August 19, 2024, to enable credit of their Rights Entitlements by way of transfer from the Demat Suspense Account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer. In the event that the Eligible Equity Shareholders are not able to provide relevant details to our Company or the Registrar by the end of two clear Working Days prior to the Issue Closing Date, Rights Entitlements credited to the Demat Suspense Account shall lapse and extinguish in due course and such Eligible Equity Shareholder shall not have any claim against our Company and our Company shall not be liable to any such Eligible Equity Shareholder in any form or manner.

Eligible Equity Shareholders holding Equity Shares in physical form, can update the details of their respective demat accounts on the website of the Registrar (i.e. www.linkintime.co.in). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, PLEASE SEE THE SECTION ENTITLED "TERMS OF THE ISSUE - PROCESS OF MAKING AN APPLICATION IN THE ISSUE" ON PAGE 874 OF THE LETTER OF OFFER.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/OtherAction.do?doRecognisedFPI=yes&intmid=34>.

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THE ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. INVESTORS MUST ENSURE THAT THEIR PAN IS LINKED WITH AADHAAR AND THAT THEY ARE IN COMPLIANCE WITH CBDT NOTIFICATION DATED FEBRUARY 13, 2020. PRESS RELEASE DATED JUNE 25, 2021 AND SEPTEMBER 17, 2021, CBDT CIRCULAR NO. 7 OF 2022, DATED MARCH 30, 2022, READ WITH PRESS RELEASE DATED MARCH 28, 2023, READ WITH SUBSEQUENT CIRCULARS ISSUED IN RELATION THERETO.

APPLICATION ON PLAIN PAPER: An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected. Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Tata Consumer Products Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Rights Equity Shares entitled to; 8. Number of Rights Equity Shares applied for within the Rights Entitlements; 9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Rights Equity Shares applied for; 11. Total Application amount paid at the rate of ₹818.00 per Rights Equity Share; 12. Details of the ASBA account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR / NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in "Restrictions on Purchases and Resales - Representations, Warranties and Agreements by Purchasers" on page 897 of the LOF, and shall include the following:

"I/We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to Eligible Equity Shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Restrictions on Purchases and Resales" on page 897 of the LOF.

I/We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

I/We acknowledge that the Company, the Lead Managers, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and/or whose demat account details are not available with our Company or the Registrar, shall be credited in the Demat Suspense Account.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

NOTICE TO ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY: ADDENDUM TO THE LETTER OF OFFER, THE ABRIDGED LETTER OF OFFER, THE APPLICATION FORM AND THE RIGHTS ENTITLEMENT LETTER

This Addendum is being issued pursuant to item (4) Schedule IX, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("SEBI ICDR Regulations") as amended.

In reference to the LOF filed with SEBI and the Stock Exchanges in relation to the Issue, investors should note the following:

(i) Pursuant to Regulations 33 and 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors of the Company at its meeting held on July 30, 2024, approved the unaudited standalone and consolidated financial results for the quarter ended June 30, 2024 and the corresponding limited review reports, the details of which are available on the website of the BSE at www.bseindia.com, NSE at www.nseindia.com, CSE at www.cse-india.com and on the Company's website at <https://www.tataconsumer.com/investors/investor-relations/results-and-presentation/analyst-presentation>.

(ii) In terms of the LOF filed by the Company with SEBI, BSE, NSE and CSE, reference is made to:

(a) the tax litigation as disclosed in "Risk Factors" and "Outstanding Litigation and Defaults" on pages 28 and 859 of the LOF, respectively. Investors may note that the Company has filed a memorandum of appeal dated July 30, 2024, before the Income Tax Appellate Tribunal, Kolkata, in relation to such tax litigation and assessment order.

(b) the commercial papers proposed to be repaid in full or bought back by the Company for financing the acquisition of Capital Foods Private Limited and Organic India Private Limited, as disclosed in "Objects of the Issue" on pages 56-57 of the LOF. Investors may note that certain commercial papers have matured on July 31, 2024, and hence, have been refinanced by the Company by issuing new commercial papers with new ISIN numbers, as follows:

Sr. No.	Nature of facility	ISIN	Date of issue	Date of maturity	Rate of interest (% per annum)	Name of commercial paper holder	Maturity amount (in ₹ crore)	Purpose of the facility
1	Commercial paper*	INE192A14630	July 31, 2024	September 6, 2024	7.15	ICICI Prudential Liquid Fund	800.00	Bridge funding for acquisition purpose and /or other transaction related expense
2	Commercial paper*	INE192A14630	July 31, 2024	September 6, 2024	7.15	Axis Arbitrage Fund	200.00	Bridge funding for acquisition purpose and /or other transaction related expense
3	Commercial paper*	INE192A14630	July 31, 2024	September 6, 2024	7.15	Baroda BNP Paribas Liquid Fund	100.00	Bridge funding for acquisition purpose and /or other transaction related expense
4	Commercial paper*	INE192A14630	July 31, 2024	September 6, 2024	7.15	Kotak Balanced Advantage Fund	80.00	Bridge funding for acquisition purpose and /or other transaction related expense

*Amounting to a total face value of ₹1,180.00 crore with ISIN numbers INE192A14416, INE192A14424, INE192A14432, INE192A14440, INE192A14457 were originally issued by our Company to the following investors namely: (a) SBI Saving Fund, (b) SBI Magnum Ultra Short Duration Fund, (c) Nippon India Liquid Fund, and (d) DSP Liquidity Fund, for financing the acquisition of the Acquired Companies. Such commercial papers had matured during different dates starting from May 29, 2024, to June 6, 2024, and hence, had been refinanced by our Company by issuing new commercial papers with ISIN number INE192A14556. These refinanced commercial papers were issued to the following investors namely (e) Nippon India Liquid Fund, (f) Axis Liquid Fund and (g) Baroda BNP Paribas Liquid Fund. Such refinanced commercial papers had matured on July 31, 2024, and hence have been further refinanced by our Company by issuing these new commercial papers with new ISIN numbers as listed above.

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(iii) Given that our Company has published the June 30, 2024 financials, investors may read the following with risk factor 4 on page 18 of the LOF:
The classification of our businesses in our quarterly presentations disclosed to the Stock Exchanges are more granular than the segment information in our financial results to facilitate the explanation of the operating performance. The financial information relating to recent acquisitions is included in the respective segments in our segment information, however for ease of understanding of the acquired business, Capital Foods and Organic India financial information have been included in India Foods and India Beverages respectively. Accordingly, investors should review our quarterly presentations along with our financial results.

(iv) Set forth below are certain metrics that investors may read along with the LOF in relation to our June 30, 2024 financials:

Particulars ^A	Three months ended June 30, 2024
A) Group	
Consolidated revenue growth, constant currency ¹	16.33% (15.73% in constant currency)
Consolidated revenue organic growth, constant currency ²	10.06% (9.47% in constant currency)
EBITDA: amount, growth ³	₹ 670.55 crore, growth: 22.50%
EBITDA Margin and Margin expansion ⁴	15.41%, higher by 78 bps
Group Net Profit Before Exceptional Items (GNP BEI): amount, growth ⁵	₹ 302.05 crore, growth: -11.35%
GNP BEI Margin and margin expansion ⁶	Margin % 6.94% lower -220 bps
EPS and EPS growth	EPS 3.05 and EPS growth -10.56%
EPS (BEI) and EPS (BEI) growth ⁷	EPS (BEI) 3.17 and EPS (BEI) growth -7.77%
Net cash/(debt) ⁸	₹ (2857.17) crore
B) Key Businesses	
India Beverages revenue growth ⁹	5.51%
India Beverages revenue organic growth ¹⁰	0.63%
India Foods revenue growth ¹¹	30.26%
India Foods revenue organic growth ¹²	14.39%
International revenue growth, constant currency ¹³	10.38% (8.15% in constant currency)
Capital Foods revenue	₹ 163.97 crore
Organic India revenue	₹ 70.57 crore
Combined gross margin of new acquisitions (Capital Foods + Organic India) ¹⁴	48.40%

- This reflects the growth in our consolidated revenue from operations over the corresponding quarter of the previous year including revenue from Organic India and Capital Foods
- This reflects the growth in our consolidated revenue from operations (ex-acquisitions of Capital Foods and Organic India) over the corresponding quarter of the previous year
- EBITDA is calculated as profit before exceptional items and tax plus finance costs, depreciation and amortization expenses, excluding other income (other than other non-operating income) and growth % reflects the growth over the corresponding quarter of the previous year
- EBITDA Margin is calculated as EBITDA divided by revenue from operations and margin expansion / decline represents the increase / decrease in margin % over the corresponding quarter of the previous year
- Group net profit before exceptional items (GNP BEI) represents Group net profit adjusted for exceptional items net of taxes and growth % reflects the growth over the corresponding quarter of the previous year
- GNP BEI margin % represents GNP BEI divided by Revenue from operations and margin expansion / decline represents the increase / decrease in margin % over the corresponding quarter of the previous year
- EPS (BEI) represents profit available to equity shareholders adjusted for exceptional items net of tax and growth % reflects the growth over the corresponding quarter of the previous year
- Net cash includes Cash and Cash equivalents including Inter Corporate loans/deposits and interest accrued thereon adjusted for borrowings
- India Beverages revenue includes Packaged Beverages, Ready-to-Drink (RTD) and Organic India revenues and reflects the growth over the corresponding quarter of the previous year
- India Beverages revenue - organic includes Packaged Beverages and RTD revenues and reflects the growth over the corresponding quarter of the previous year
- India Foods revenue includes Salt, Tata Sampann, Tata Souffull and Capital Foods Revenues and reflects the growth over the corresponding quarter of the previous year
- India Foods revenue - organic includes Salt, Tata Sampann and Tata Souffull revenues and reflects the growth over the corresponding quarter of the previous year
- International revenue includes International Tea and US Coffee businesses and reflects the growth over the corresponding quarter of the previous year
- Combined gross margin of new acquisitions represents margin % derived from Gross Margin (Revenue from operations less direct cost incurred to bring the product to point of sale) divided by Revenue from operations
- Constant currency growth refers growth without considering the impact of change in exchange rates

^A The disclosures in the LOF, and other Issue materials, stands modified to the above extent.

This Addendum should be read in conjunction with the LOF, Abridged Letter of Offer, Application Form and other applicable Issue materials. This Addendum shall be communicated to SEBI and the Stock Exchanges. Further, this Addendum can be accessed on websites of:

- our Company at www.tataconsumer.com;
- the Registrar at www.linkintime.co.in; and
- the Lead Managers at <https://investmentbank.kotak.com>, www.axiscapital.co.in, and <https://www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market>. Investors should only rely on the information included in this Addendum, the LOF, the Abridged Letter of Offer, the Application Form and other applicable Issue materials while making an investment decision to invest in the Issue.

Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the LOF.

LEAD MANAGERS TO THE ISSUE			REGISTRAR TO THE ISSUE	CHIEF FINANCIAL OFFICER
				Sivakumar Sivasankaran Chief Financial Officer 11/13, Botawala building, 1st floor, Office #2-6 Homiman Circle, Fort, Mumbai 400 001, Maharashtra, India Tel: +91 22 6121 8400; E-mail: investor.relations@tataconsumer.com
Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. C-27, G Block Bandra Kurla Complex Bandra (East), Mumbai 400 051, Maharashtra, India Tel: +91 22 4336 0000 E-mail: TCPL_rights@kotak.com Website: https://investmentbank.kotak.com Investor grievance ID: kmccredressal@kotak.com Contact person: Ganesh Rane SEBI Registration No.: INM000008704	Axis Capital Limited 1st floor, Axis House, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 025, Maharashtra, India Tel: +91 22 4325 2183 E-mail: tataconsumer.rights@axiscap.in Website: www.axiscapital.co.in Investor grievance ID: complaints@axiscap.in Contact person: Pratik Pednekar SEBI Registration No.: INM000012029	HSBC Securities and Capital Markets India Private Limited 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 Maharashtra, India Tel: +91 22 6864 1289 E-mail: tcplrights@hsbc.co.in Website: https://www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market Investor grievance ID: investorgrievance@hsbc.co.in Contact person: Rishi Tiwari, Sumant Sharma SEBI Registration No.: INM000010353	Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India Tel: +91 81081 14949 E-mail: tcpl.rights2024@linkintime.co.in Website: www.linkintime.co.in Investor grievance ID: tcpl.rights2024@linkintime.co.in Contact person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058	Investors may contact the Registrar to the Issue or our Chief Financial Officer for any pre-issue or post-issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see "Terms of the Issue" beginning on page 872 of the LOF.

For TATA CONSUMER PRODUCTS LIMITED

On behalf of the Board of Directors

Sd/-

Sivakumar Sivasankaran
Chief Financial Officer

Place: Kolkata

Date: July 31, 2024

TATA CONSUMER PRODUCTS LIMITED is proposing, subject to requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and in this regard has filed the Letter of Offer dated July 23, 2024 with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in; the website of BSE at www.bseindia.com; the website of NSE at www.nseindia.com; the website of CSE at www.cse-india.com; the website of CSE at www.cse-india.com and the website of the Lead Managers at <https://investmentbank.kotak.com>, www.axiscapital.co.in and <https://www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market>. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section titled "Risk Factors" beginning on page 16 of the LOF.

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Equity Shares are only being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act to Eligible Equity Shareholders located in jurisdictions where such offer and sale is permitted under the laws of such jurisdictions.