

July 4, 2020

DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 023 Stock Code: 533229	Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East, Mumbai 400 051 Stock Code: BAJAJCON
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Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Notice convening Extraordinary General Meeting (EGM) of the Company scheduled on Thursday, July 30, 2020 at 11:00 AM through Video Conferencing/Other Audio Visual Means without the physical presence of Members at a common venue.

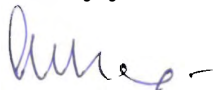
Further, please note that the Company has completed dispatch of the Notice of EGM through email on July 4, 2020 to all shareholders whose email IDs are registered with the Company/Depositories. The Notice of EGM is also available on the website of the Company at www.bajajconsumercare.com.

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,

Yours Sincerely,

For Bajaj Consumer Care Limited



Chandresh Chhaya

Company Secretary

Membership No.: FCS 4813

Encl: as above

Bajaj Consumer Care Ltd

(Formerly Bajaj Corp Ltd)

117, 11th Floor, Bajaj Bhavan, Jamnalal Bajaj Marg, 226 Nariman Point, Mumbai - 400021

Tel.: +91 22 22049056 / 58 / 8633 | CIN: L01110RJ2006PLC047173 | Web: www.bajajconsumercare.com

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur- 313 001, Rajasthan

Tel.: +91 0294-2561631, 2561632

Bajaj Consumer Care Limited

[Formerly Bajaj Corp Limited]

CIN: L01110RJ2006PLC047173

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur - 313 001, Rajasthan

Website: www.bajajconsumercare.com • Email: complianceofficer@bajajconsumer.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Bajaj Consumer Care Limited will be held on Thursday, July 30, 2020 at 11:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the business mentioned below.

The proceedings of the Extraordinary General Meeting ("EGM") shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:

1. To alter Memorandum of Association of the Company so as to adopt in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions from the Registrar of Companies ("ROC"), concerned ministries or departments of the Government of India ("GOI") and all other appropriate statutory authorities and departments (the "Regulatory Authorities") and such other approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" or "Board of Directors" which term shall be deemed to include any Committee which the Board may have constituted or herein after constitute for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), consent and approval of the Members of the Company be and is hereby accorded for effecting the alterations in the existing Object Clause of the Memorandum of Association (the "MOA") of the Company in the following manner:-

- (i) The existing heading of Clause III (A) be substituted by the new heading titled as "The Objects to be pursued by the Company on its incorporation are as under":
- (ii) Further, Clause III (A) of the MOA be altered by substituting sub-clause(s) 1 to 5 with the following sub-clause(s) 1 to 5 respectively:

1. To carry on the business of manufacturers, exporters, Importers, retailers, merchants, producers, buyers, sellers, brokers, buying agents, selling agents, packers, re-packers, commission agents, factors, distributors, stockiest, agents, traders and suppliers of and dealers in all classes and kinds of all or any cosmetics, personal care, hair care, skin care, hygiene, home care, oral care, pharmaceutical, ayurvedic, medicinal, industrial and other preparations and articles, patent medicines, mineral and other water, cordials, restoratives, foods, drugs, tinctures, inks, paints, pigments, varnishes, drugs and colour grinders, makers of and dealers in proprietary and sanitary articles, hair oils, scents, snows, perfumes, talcum powders, face powders, baby powders, prickly heat powders, face creams, face foundations, skin powders, tooth powders, tooth paste, toothbrushes, hair dyes, shaving soaps, shaving creams, shaving brushes, blades, razors, eyeliners, eye shadows, mascaras, kajals, nail polish, nail enamel, nail polish removers, nail hardeners, lip sticks, lip gloss, blush on, eyelash curlers, hair sprays, shampoos, conditioners, after shave lotions, after shave soaps, medicated soaps, lather soaps, moisturizing soaps, moisturizing creams, abrasives, cleansing milk creams, hair removers, waxes, sprays, hair creams, tissue papers, kerchiefs, cosmetics and toiletries and other Biochemistry, chemicals (organic and/or inorganic, fine or heavy, their mixtures and formulation) its intermediates, pesticides, insecticides, repellants and of all kinds of agriculture chemicals export house of any good, commodities and merchandise of any other description whatsoever either by wholesale or retail and to carry on other business or businesses which it may possibly be desirable to carry on in conjunction with or in lieu of or independently of any business of the Company.

2. To carry on the business of importers and exporters of all kinds of chemicals, chemical products, Petro chemicals/oils deoiled cakes, animal feeds, concentrates and as manufacturers, buyers, sellers of and dealers in all kinds of chemicals and chemical products including acids, alkalies, salts, manures, fertilizers, dye ware paint, caustic soda, soda ash, nitric acid, sodium nitrate, sodium nitrite, sodium bicarbonate, ammonia, and all other types of acids, solvents and industrial chemicals and minerals, pigments, methanol and all other organic and inorganic chemicals.
 3. To carry on the business of manufacturers and dealers in Anatomical, Orthopedic and Surgical Appliances, provisions and requisites of all kinds of Surgical apothecaries, Medical Practitioners, Hospital and Invalids, preparations of all kind according to the methods and systems of Allopathy, Homeopathy, Unani, Ayurveda, tonics, restoratives, Chyawanprash, honey, products from honey, Hand Sanitizer, Floor Sanitizer, Face and hand Masks, Gloves, Safety kits, Disinfectant, Deodorant or any medical and personal hygiene products, health & immunity booster products.
 4. To manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents in foods, vegetables, canned, tinned and processed foods, deep frozen foods and vegetables, deep frozen cooked and semi cooked varieties of food, preserved fruits, dry fruits, protein, health and instant foods of all kinds including baby and deistic foods, cereals, beverages, cordials and aerated mineral waters and food stuffs and consumable provisions of every description for human or animal consumption and to carry on business in all natural, artificial, synthetic or chemical edible food colour. foodstuffs, canned fruits, chocolates, candies, jams, preserves, jellies, peppermints, juice, syrups, beverages, waters, wines, cordials, restorative and drinks of all kinds canned food, packed food, squashes, aerated water, mineral water, syrups, soft drinks, fruit drinks, milk and milk products and beverages of every description, aerated water and of casks, malt, hops, grains, meal, yeast, cooking oil, sterilized flavored milk, tea, coffee, cinchona, rubber, dairymen, contractors, dairy farmers, millers, purveyors and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds and to buy, sell and trade in any goods or business associated with the farming interest which may be advantageously carried on by the company.
 5. To carry on business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of proprietary product, hair, skin, nail and other beauty preparations, deodorants, aerosol, pump, spray products, baby products, coconut and other edible oils, petroleum and mineral oil products chemicals, acids and alkalis, all kinds of perfumery and other compounds, preparations, materials and products, bath products, care products, cotton swabs, family planning appliances, hair dyes, pigments, varnishes, essential oils, detergents, insecticides, oils, beauty specialties, preparations, aids and accessories of every description whether medicated, antiseptic or not, ingredients or accessories thereof and other materials or things capable of being used in connection with such manner, factor or business, finished cosmetics, perfumes and essences, dentifrices, lotions, extracts, greases, creams, salves, ointments, pomades, powders, tooth powder, toothpastes, mouthwash eau de cologne, toilet requisites and preparations, cleansing compounds, hand sanitizers, food sanitizers, disinfectant and all varieties, mixtures, descriptions, specifications, coverage, characteristics & applications, of colour, henna herbal product. guar gum, guar meal, guar gum derivatives and all other allied products of guar gum.
- (iii) The existing heading of Clause III (B) be substituted by the new heading titled as “Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under:”.
- (iv) The heading appearing at the start of existing Clause III (C) as OTHER OBJECTS stands deleted The sub-clause 52 to 81 be merged under Clause III (B) after sub clause 51 and be numbered as sub-clause 52 to 81.

RESOLVED FURTHER THAT the words ‘Companies Act, 1956’ in the existing MOA shall be substituted with the words ‘Companies Act, 2013’, wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and Key Managerial Personnel of the Company be and are hereby authorised jointly and severally to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary, desirable or expedient and to authorize all such

persons as may be necessary, in connection therewith and incidental thereto as they in their absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby authorised jointly and severally to take such steps as may be necessary for obtaining requisite approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all such deeds, drafts, documents, applications and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution”.

2. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions from the Registrar of Companies (“ROC”), concerned ministries or departments of the Government of India (“GOI”) and all other appropriate statutory authorities and departments (the “Regulatory Authorities”), and such other approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” or “Board of Directors” which term shall deemed to include any Committee which the Board may have constituted or hereinafter constitute for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the new set of Articles of Association of the Company, be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the entire existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and Key Managerial Personnel of the Company be and are hereby authorised jointly and severally to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary, desirable or expedient and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as they in their absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby authorised jointly and severally to take such steps as may be necessary for obtaining approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all such deeds, drafts, documents, applications and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution”.

By Order of the Board of Directors

Chandresh Chhaya
Company Secretary
Membership No.: FCS4813

Place: Mumbai

Dated: June 30, 2020

Registered Office:

Old Station Road,
Sevashram Chouraha
Udaipur 313 001
Rajasthan

NOTES:

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the EGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Act read with the MCA Circulars and the Listing Regulations, the EGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business as set out in the Notice is annexed hereto.
4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this EGM is being held pursuant to the applicable MCA and SEBI Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., authorising their representative to attend the EGM through VC / OAVM on their behalf and to vote through remote e-voting or during the EGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to prasanjit.baul@gmail.com with a copy marked to evoting@kfintech.com.
6. The Member’s log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the EGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
8. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. KFin Technologies Private Limited (“KFintech”) (formerly known as “Karvy Fintech Private Limited”) having their office at Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.
9. The modified copy of the Memorandum of Association and Articles of Association is uploaded on the Company’s website at the link: <https://www.bajajconsumercare.com> to facilitate online inspection for Members, up to and including the date of the EGM of the Company.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ KFintech/Depositories. Members may note that the Notice will also be available on the Company’s website at www.bajajconsumercare.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFintech at <https://evoting.karvy.com>. For any communication, the Members may also send a request to the Company’s investor email id: complianceofficer@bajajconsumer.com.
11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted

at the EGM. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the EGM will be provided by KFintech.

12. EGM through VC/OAVM: Members will be provided with a facility to attend the EGM through video conferencing platform provided by KFintech. Members can join the EGM 15 minutes before and after the scheduled time of commencement of the EGM. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis, in accordance with the Circulars issued by the MCA.
13. Instructions for Members for attending the EGM through VC/OAVM are as under:
 - i. Attending the EGM: Members will be provided with a facility to attend the EGM through video conferencing platform provided by KFin Technologies Private Limited. Members are requested to visit <https://evoting.karvy.com/> and click on the "e-EGM-Video Conference & Streaming" to join the Meeting by using the remote e-voting credentials.
 - ii. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in Note No. 14.
 - iii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 - iv. Members who need assistance before or during the EGM may contact Mr. P.S.R.C.H. Murthy, Manager – RIS, KFin Technologies Private Limited at Tel: +91 40 6716 2222 or Toll Free No.: 1800-345-4001; or send an email request at the email id: murthy.psrch@kfintech.com or evoting@kfintech.com.

14. Procedure for Remote E-voting

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and provisions of Regulation 44 of the Listing Regulations and Circulars issued by the MCA and SEBI, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech, on the Resolutions set forth in this Notice, through remote e-voting.

- i. The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	From :	Sunday, July 26, 2020 at 9:00 a.m. (IST)
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To :	Wednesday, July 29, 2020 at 5:00 p.m. (IST)

- ii. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of the aforesaid period.
- iii. Details of Website: <https://evoting.karvy.com>.
- iv. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- v. Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the EGM Notice and holds shares as on the cut-off date, i.e. Tuesday, June 30, 2020, may obtain the User ID and password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD<space> e-voting Event Number + Folio No. or DP ID Client ID to +91- 9212993399
 Example for NSDL: MYEPWD<SPACE> IN12345612345678
 Example for CDSL: MYEPWD<SPACE> 1402345612345678
 Example for Physical: MYEPWD<SPACE> XXXX1234567890

- b. If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Member may call KFinTech’s Toll free number 1800-345-4001.
 - d. Member may send an email request to evoting@kfintech.com. However, KFinTech shall endeavour to send User ID and Password to those new Members whose email IDs are available.
- vi) Details of person(s) to be contacted for issues relating to e-voting:

Mr. P.S.R.C.H. Murthy

Manager – RIS,

KFin Technologies Private Limited

Unit: **Bajaj Consumer Care Limited**

Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli,
Financial District, Nanakramguda, Serilingampally Mandal,
Hyderabad – 500 032.

Tel. No.: +91 40 6716 2222;

Toll Free No.: 1800-345-4001;

Fax No.: +91 40 2300 1153/ 2342 0814.

E-mail: murthy.psrch@kfintech.com or evoting@kfintech.com.

- vii. The instructions for remote e-voting are as under:
- a. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
 - c. After entering these details appropriately, click on “LOGIN”.
 - d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the EVEN for Bajaj Consumer Care Limited.
 - g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. July 24, 2020 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as on the cut-off date.

Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
 - h. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

- i. Voting has to be done for each item of the Notice separately.
- j. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- k. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- l. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID: prasanjit.baul@gmail.com with a copy to evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO”.

In case of any query pertaining to e-voting, please visit Help & FAQs section and e-voting User Manual available at the download section of KFinTech’s website <https://evoting.karvy.com> or contact at complianceofficer@bajajconsumer.com or at evoting@kfintech.com. or call Toll free No. 1800-345-4001, for any further clarifications.

15. Instructions for Members for Voting during the EGM:
 - i. The procedure for remote e-voting during the EGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
 - ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the EGM.
 - iii. E-voting during the EGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the EGM.
 - iv. Only those Members/ Shareholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM.
16. Procedure for registering the email addresses and obtaining the EGM Notice and e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with KFinTech (in case of Members holding shares in physical form)
 - I. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company’s Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the EGM Notice and the e-voting instructions.
 - II. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFinTech for registration of email addresses of the Members in terms of the MCA Circulars. Eligible Members who have not submitted their email address to the Company or KFinTech are required to provide their email address to KFinTech, on or before 5:00 p.m. (IST) on July 20, 2020.

Process to be followed for Registration of E-mail address:

- A. The process for registration of email address with KFintech for receiving the Notice of EGM and login ID and password for e-voting is as under:
- i. Visit the link: https://ris.kfintech.com/email_registration
 - ii. Select the Company name viz. Bajaj Consumer Care Limited.
 - iii. Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.
 - iv. Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.
 - v. Enter your email address and mobile number.
 - vi. The system will then confirm the email address for receiving this EGM Notice.

- B. The process for registration of email address with the Company for receiving the Notice of EGM and login ID and password for e-voting is as under:

Members are requested to visit the website of the RTA https://ris.kfintech.com/email_registration and click on “Click here for temporary registration of email-id of Members for EGM 2020” and follow the process as mentioned on the landing page to receive the Notice of EGM and Voting Instructions.

- III. After successful submission of the email address, KFintech will email a copy of this EGM Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFintech.
- IV. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs / KFintech to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.

17. Submission of Questions / Queries prior to EGM:

- a. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the EGM are requested to write to the Company Secretary on the Company’s investor email-id i.e. complianceofficer@bajajconsumer.com at least 2 days before the date of the EGM so as to enable the Management to keep the information ready. Please note that, Members’ questions will be answered only if they continue to hold the shares as on the cut-off date.
- b. Alternatively, Members holding shares as on the cut-off date may also visit <https://evoting.karvy.com> and click on the tab “Post Your Queries Here” to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the EGM.

18. Speaker Registration before EGM:

- a. In addition to the above, the speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to visit <https://evoting.karvy.com> and click on “Speaker Registration” during this period. Members shall be provided with a “queue number” before the EGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the EGM, the Company may have to dispense with or curtail the Question and Answer Session. Hence, Members are encouraged to send their questions/queries etc., in advance as provided in Note No. 17 above.
- b. Members will be provided with the facility to attend the EGM through VC/OAVM through KFintech’s e-voting system and they may access the same at <https://evoting.karvy.com> by clicking “e-EGM-Video Conference &

Streaming” and join the Meeting by using the remote e-voting credentials. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

19. General Instructions/Information for Members for voting on the Resolutions at the EGM:

- a. Members who are present at the EGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-voting may cast their votes during the EGM through the e-voting system provided by KFinTech during the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however, these Members are not entitled to cast their vote again in the Meeting.
- b. The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date i.e. Friday, July 24, 2020. Members are eligible to cast their vote either through remote e-voting or in the EGM, only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
- c. The Scrutinizer after scrutinising the votes through remote e-voting and e-votes cast at the Meeting will, not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any and submit the same forthwith to the Chairman or a person duly authorised by the Chairman who shall counter sign the same and declare the results of the voting.

The results declared along with the consolidated Scrutinizer’s Report will be placed on the website of the Company at www.bajajconsumercare.com and the website of KFinTech: <https://evoting.karvy.com> immediately after the results are declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.

- d. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, July 30, 2020, subject to receipt of the requisite number of votes in favour of the Resolutions.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**Item No 1 - Alteration of Memorandum of Association of the Company**

In order to make the main object clause of the Memorandum of Association ("MoA") comprehensive and concise and also to include products to be undertaken by the Company from time to time or in near future, it is proposed to alter the main object clause of the Memorandum of Association of the Company.

Further, MoA is required to be aligned with the provisions of The Companies Act, 2013 for public companies limited by shares. In accordance with Section 4 and 13 of the Act, it is proposed to alter the MoA of the Company by merging and retaining the Objects under Clause III (C) - "The Other Objects are" with Clause III (B) - "The Objects Incidental or Ancillary to the attainment of the Main Objects are" to the extent possible, deleting heading appearing as OTHER OBJECTS under Clause III(C) and also to reclassify and renumber the Clause III (A) and III (B) of the Object Clause.

Further, certain clauses of the MoA contained references to the provisions of sections and rules made under the Companies Act, 1956 which are also required to be amended by corresponding references to the provisions of the Companies Act, 2013.

The Board at its meeting held on June 30, 2020 after evaluating urgent necessity of the proposal has approved aforesaid alteration of the MoA of the Company and recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members. The proposed draft MoA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed MoA of the Company would be available for inspection for the Members on the website as well as at the Registered Office of the Company during the office hours on any working day, except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. till the date of EGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

Item No 2 - Alteration of Articles of Association in conformity with provisions of The Companies Act,2013

The Articles of Association ("AoA") of the Company as presently in force were since incorporation of the Company in 2006. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the Act).

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the Model Articles of Association for a Company limited by shares.

The Board at its meeting held on June 30, 2020 after evaluating urgent necessity of the proposal has approved aforesaid alteration of the AoA of the Company and recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members. The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders. Further, a copy of the proposed AoA of the Company would be available for inspection for the Members on the website of the Company and also at the Registered Office of the Company during the office hours on any working day, except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. till the date of EGM.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

By Order of the Board of Directors

Chandresh Chhaya
Company Secretary
Membership No.: FCS 4813

Place : Mumbai

Dated : June 30, 2020