

September 21, 2020

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

Sub: Outcome of the 14<sup>th</sup> Annual General Meeting of the members of the Company held on September 21, 2020 and voting results

The 14<sup>th</sup> Annual General Meeting ("AGM") of the members of Bajaj Consumer Care Limited ("the Company") was held on Monday, September 21, 2020 at 10:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The meeting was held in compliance with the General Circular Numbers 22/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs and Circular Number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 issued by the Securities and Exchange Board of India and as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

In compliance with Regulation 30 and 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are enclosing the following:

1. Summary of proceedings as required under Regulation 30 of the Listing Regulations.
2. Voting Results as required under Regulation 44 of the Listing Regulations.
3. Consolidated Scrutinizer's Report dated September 21, 2020 on remote e-voting and e-voting.

Further, please note that the resolutions as set out in the notice convening the AGM dated June 18, 2020 are passed by the shareholders with requisite majority.

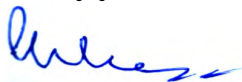
The aforementioned summary of proceedings, voting results and consolidated Scrutinizer's Report are also uploaded on the Company's website at [www.bajajconsumercare.com](http://www.bajajconsumercare.com) and on the website of Registrar and Share Transfer Agent at [evoting@kfintech.com](mailto:evoting@kfintech.com).

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 & Compliance Officer**

Membership No.: FCS 4813

Encl: as above

**Bajaj Consumer Care Ltd**  
(Formerly Bajaj Corp Ltd)

117, 11th Floor, Bajaj Bhavan, Jammalal Bajaj Marg, 226 Nariman Point, Mumbai - 400021  
Tel.: +91 22 22049056 / 58 / 8633 | CIN: L01110RJ2006PLC047173 | Web: [www.bajajconsumercare.com](http://www.bajajconsumercare.com)  
Registered Office: Old Station Road, Sevashram Chouraha, Udaipur- 313 001, Rajasthan  
Tel.: +91 0294-2561631, 2561632

## Annexure A

SUMMARY OF THE PROCEEDINGS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF BAJAJ CONSUMER CARE LIMITED (FORMERLY BAJAJ CORP LIMITED)

PRESENT:

Directors:

S.No.	Name of the Director	Designation	Location
1.	Mr. Jaideep Nandi	Managing Director	Joined over Video Conferencing from Mumbai
2.	Mr. Sumit Malhotra	Director (Advisor) & Shareholder	Joined over Video Conferencing from Mumbai
3.	Mr. Gaurav Dalmia	Independent Director	Joined over Video Conferencing from Delhi
4.	Mr. Dilip Cherian	Independent Director	Joined over Video Conferencing from Delhi
5.	Mr. Aditya Vikram Somani	Independent Director	Joined over Video Conferencing from Mumbai
6.	Ms. Lilian Jessie Paul	Independent Director	Joined over Video Conferencing from Amsterdam

Chief Financial Officer and Company Secretary:

S.No.	Name	Designation	Location
1.	Mr. D. K. Maloo	Chief Financial Officer	Joined over Video Conferencing from Udaipur
2.	Mr. Chandresh Chhaya	Company Secretary	Joined over Video Conferencing from Mumbai

Statutory Auditors and Secretarial Auditors

S.No.	Name	Position	Location
1.	Mr. Sidharth Jain	Proprietor, Sidharth N Jain & Co., Chartered Accountants	Joined over Video Conferencing from Surat
2.	Mr. Ashish Kumar Jain	Proprietor, A.K. Jain & Co., Company Secretaries	Joined over Video Conferencing from Mumbai

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Mode:

Through Video Conferencing (VC)/ Other Audio Video Means (OAVM), which was held in compliance with the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/ HO/ CFD/ CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI Listing Regulations.

Since Mr. Kushagra Bajaj, Chairman of the Company was not present, Directors present at the meeting elected Mr. Gaurav Dalmia, Independent Director, as Chairman of the meeting in terms of Article 67 of the Articles of Association of the Company.

Meeting Commencement time : 10:00 A.M.  
Meeting conclusion time : 10:52 A.M.

The Statutory Auditor and the Secretarial Auditor were also present through VC from their respective locations. The senior management team was also present through VC from their respective locations.

Attendance at the Meeting:

63 Members were attending the meeting virtually in person/through authorized representative. In terms of the circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for authorized representatives of corporate shareholders.

Quorum:

The requisite quorum as required under Section 103 of the Companies Act, 2013 was present. After declaring that requisite quorum for the meeting being present, the Chairman called the Meeting to order. It was announced that All documents referred to in the Notice calling the Meeting and the Explanatory Statement and the statutory registers which are required to be placed before the meeting are available for inspection during the conduct of this Meeting on the website of the Company.

With the consent of the Members, the Notice convening the Meeting was taken as read. As there were no qualifications in the Auditors' Report, the same was not required to be read.

The Company Secretary informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided the Remote e-voting facility to the Members in respect of businesses to be transacted at the AGM. The Remote e-voting commenced at 9.00 AM. on Thursday, September 17, 2020 and ended at 5:00 P.M. on Sunday, September 20, 2020. Further, the Company had also provided the facility for e-voting during the AGMAGM on all the resolutions to facilitate the Members who were attending the meeting and had not cast their votes earlier through Remote e-Voting.

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The Members were also informed that the Board of Directors had appointed Mr. Prasanjit Kumar Baul, Practicing Company Secretary from Gupta Baul & Associates, Practicing Company Secretaries, as Scrutinizer for scrutinizing the Remote e-voting process and e-voting during the AGM of the Company, in a fair and transparent manner.

Thereafter, the Chairman informed the Members that the facility for voting through e-voting system was made available during the AGM and 15 minutes after conclusion of the AGM, for members who had not cast their vote through remote e-voting.

The following resolutions as set out in the Notice convening the AGM were put to vote by Remote e-voting and e-voting during the meeting:

<b>ORDINARY BUSINESS:</b>
1. Ordinary resolution regarding and adoption of (a) the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon.
2. Ordinary resolution regarding declaration of Dividend @ Rs. 2/- per share of Re. 1/- each fully paid up for the Financial year ended March 31, 2020.
3. Ordinary resolution regarding re-appointment of Mr. Sumit Malhotra as Director of the Company liable to retire by rotation.
<b>SPECIAL BUSINESS:</b>
4. Special resolution regarding ratification of change in designation and payment of remuneration to Mr. Sumit Malhotra, Non-Executive, Non-Independent Director.
5. Ordinary resolution regarding appointment of Mr. Jaideep Nandi as Director of the Company liable to retire by rotation.
6. Ordinary resolution regarding appointment and remuneration of Mr. Jaideep Nandi as Managing Director of the Company.

On the invitation of the Chairman, members who had previously registered themselves as speakers, addressed the meeting through VC/OAVM and sought clarification on the queries. The queries of the members were addressed to their satisfaction. Some shareholders who registered their queries or sent queries by email to Compliance Officer were also answered.

The Chairman informed that the Scrutinizer will consider the votes cast through remote e-voting as well as the e-voting system on the date of the AGM and will then prepare consolidated report of voting on the resolution and submit his report to the Chairman.

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The Chairman has authorized Mr. Chandresh Chhaya, Company Secretary & Compliance Officer to accept, acknowledge and counter sign the Scrutinizers report in connection with the AGM and declare the results of the voting in accordance with the requirements prescribed under the Companies Act, 2013 and other applicable laws.

The Meeting concluded at 10:52 A.M.

As per the consolidated Scrutinizer's Report dated September 21, 2020, all the above resolutions were passed by the Members of the Company with the requisite majority.



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	BAJAJ CONSUMER CARE LIMITED
Date of the AGM/EGM	21-09-2020
Total number of shareholders on record date	78020
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not applicable
Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	4
Public:	59

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt a the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon and b the audited consolidated _x00D_ financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	56,125,000	56,125,000	100.0000	56,125,000	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		56,125,000	100.0000	56,125,000	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	63,293,630	51,800,784	81.8420	51,800,784	0	100.0000	0.0000	0	1,310,777
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		51,800,784	81.842	51,800,784	0	100.0000	0.0000	0	1310777
Public- Non Institutions	E-Voting	28,121,529	1,434,088	5.0996	1,433,310	778	99.9457	0.0542	0	0
	Poll		7,686	0.0273	7,686	0	100.0000	0.0000	0	272
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,441,774	5.1269	1,440,996	778	99.9460	0.0540	0	272
Total		147,540,159	109,367,558	74.1273	109,366,780	778	99.9993	0.0007	0	1311049



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a Dividend on Equity Shares of Face Value of Re. 1- each for the Financial Year ended March 31, 2020.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	56,125,000	56,125,000	100.0000	56,125,000	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>56,125,000</b>	<b>100.0000</b>	<b>56,125,000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	63,293,630	53,100,784	83.8959	53,100,784	0	100.0000	0.0000	0	10,777
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>53,100,784</b>	<b>83.8959</b>	<b>53,100,784</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	28,121,529	1,434,088	5.0996	1,433,310	778	99.9457	0.0542	0	0
	Poll		7,686	0.0273	7,686	0	100.0000	0.0000	0	272
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,441,774</b>	<b>5.1269</b>	<b>1,440,996</b>	<b>778</b>	<b>99.9460</b>	<b>0.0540</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>		<b>147,540,159</b>	<b>110,667,558</b>	<b>75.0084</b>	<b>110,666,780</b>	<b>778</b>	<b>99.9993</b>	<b>0.0007</b>	<b>0</b>	<b>11,049</b>



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Sumit Malhotra DIN02183825, Director, who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	56,125,000	56,125,000	100.0000	56,125,000	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>56,125,000</b>	<b>100.0000</b>	<b>56,125,000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	63,293,630	53,100,784	83.8959	40,703,934	12,396,850	76.6541	23.3458	0	10,777
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>53,100,784</b>	<b>83.8959</b>	<b>40,703,934</b>	<b>12,396,850</b>	<b>76.6541</b>	<b>23.3459</b>	<b>0</b>	<b>10777</b>
Public- Non Institutions	E-Voting	28,121,529	1,402,648	4.9878	1,401,859	789	99.9437	0.0562	0	31,440
	Poll		7,686	0.0273	7,630	56	99.2714	0.7285	0	272
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,410,334</b>	<b>5.0151</b>	<b>1,409,489</b>	<b>845</b>	<b>99.9401</b>	<b>0.0599</b>	<b>0</b>	<b>31712</b>
<b>Total</b>		<b>147,540,159</b>	<b>110,636,118</b>	<b>74.9871</b>	<b>98,238,423</b>	<b>12,397,695</b>	<b>88.7942</b>	<b>11.2058</b>	<b>0</b>	<b>42489</b>





Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Ratification of change in designation and payment of remuneration to Mr. Sumit Malhotra, Non-Executive, Non-Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	56,125,000	56,125,000	100.0000	56,125,000	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>56,125,000</b>	<b>100.0000</b>	<b>56,125,000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	63,293,630	53,100,784	83.8959	40,821,435	12,279,349	76.8753	23.1246	0	10,777
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>53,100,784</b>	<b>83.8959</b>	<b>40,821,435</b>	<b>12,279,349</b>	<b>76.8754</b>	<b>23.1246</b>	<b>0</b>	<b>10777</b>
Public- Non Institutions	E-Voting	28,121,529	1,402,648	4.9878	1,401,626	1,022	99.9271	0.0728	0	31,440
	Poll		7,686	0.0273	7,686	0	100.0000	0.0000	0	272
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,410,334</b>	<b>5.0151</b>	<b>1,409,312</b>	<b>1,022</b>	<b>99.9275</b>	<b>0.0725</b>	<b>0</b>	<b>31712</b>
<b>Total</b>		<b>147,540,159</b>	<b>110,636,118</b>	<b>74.9871</b>	<b>98,355,747</b>	<b>12,280,371</b>	<b>88.9002</b>	<b>11.0998</b>	<b>0</b>	<b>42489</b>



Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Jaideep Nandi as a Director of the Company liable to retire by rotation.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	56,125,000	56,125,000	100.0000	56,125,000	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>56,125,000</b>	<b>100.0000</b>	<b>56,125,000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	63,293,630	53,100,784	83.8959	52,652,725	448,059	99.1562	0.8437	0	10,777
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>53,100,784</b>	<b>83.8959</b>	<b>52,652,725</b>	<b>448,059</b>	<b>99.1562</b>	<b>0.8438</b>	<b>0</b>	<b>10777</b>
Public- Non Institutions	E-Voting	28,121,529	1,434,088	5.0996	1,433,189	899	99.9373	0.0626	0	0
	Poll		7,686	0.0273	7,630	56	99.2714	0.7285	0	272
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,441,774</b>	<b>5.1269</b>	<b>1,440,819</b>	<b>955</b>	<b>99.9338</b>	<b>0.0662</b>	<b>0</b>	<b>272</b>
<b>Total</b>		<b>147,540,159</b>	<b>110,667,558</b>	<b>75.0084</b>	<b>110,218,544</b>	<b>449,014</b>	<b>99.5943</b>	<b>0.4057</b>	<b>0</b>	<b>11049</b>



Resolution No.	6										
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment and Remuneration of Mr. Jaideep Nandi as Managing Director of the Company.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	56,125,000	56,125,000	100.0000	56,125,000	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	<b>Total</b>		<b>56,125,000</b>	<b>100.0000</b>	<b>56,125,000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	63,293,630	51,800,784	81.8420	51,005,154	795,630	98.4640	1.5359	0	1,310,777	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	<b>Total</b>		<b>51,800,784</b>	<b>81.842</b>	<b>51,005,154</b>	<b>795,630</b>	<b>98.4641</b>	<b>1.5359</b>	<b>0</b>	<b>1310777</b>	
Public- Non Institutions	E-Voting	28,121,529	1,434,088	5.0996	1,431,586	2,502	99.8255	0.1744	0	0	
	Poll		7,686	0.0273	7,630	56	99.2714	0.7285	0	272	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	<b>Total</b>		<b>1,441,774</b>	<b>5.1269</b>	<b>1,439,216</b>	<b>2,558</b>	<b>99.8226</b>	<b>0.1774</b>	<b>0</b>	<b>272</b>	
<b>Total</b>		<b>147,540,159</b>	<b>109,367,558</b>	<b>74.1273</b>	<b>108,569,370</b>	<b>798,188</b>	<b>99.2702</b>	<b>0.7298</b>	<b>0</b>	<b>1311049</b>	



# GUPTA BAUL & ASSOCIATES

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### CONSOLIDATED SCRUTINIZER'S REPORT

To

**The Chairman of the 14th Annual General Meeting ("AGM") of the Equity Shareholders of Bajaj Consumer Care Limited (formerly Bajaj Corp Limited) held on Monday, 21<sup>st</sup> September 2020 at 10:00 a.m. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).**

Dear Sir,

1. I, Prasanjit Kumar Baul, Company Secretary in practice and Partner, Gupta Baul & Associates, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Bajaj Consumer Care Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 18<sup>th</sup> June 2020 ("Notice") and the corrigendum notice in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Annual General Meeting of its Equity Shareholders ("the Meeting" / "AGM") through VC / OAVM. The AGM was convened on Monday, 21<sup>st</sup> September 2020 at 10:00 a.m. IST through VC / OAVM.

2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As a Scrutinizer, I have to scrutinize:

(i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and

(ii) process of e-voting at the AGM through electronic voting system ("e-voting").

#### **Management's Responsibility**

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

#### **Scrutinizer's Responsibility**

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited ("KFin"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or KFin for my verification.

#### **Cut-off date**

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Tuesday, 15 September, 2020 were entitled to vote on the resolutions (item nos. 1 to 6 as set out in



# GUPTA BAUL & ASSOCIATES

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the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

### 6. Remote e-voting process:-

- The remote e-voting period remained open from Thursday, 17 September, 2020 (9 :00 a.m. IST) to Sunday, 20 September, 2020 (5:00 p.m. IST).
- The votes cast were unblocked on Sunday, 20 September, 2020 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Bhibirani Borgohain and Ms. Tina Borgohain who are not in the employment of the Company and/ or KFin. They have signed below in confirmation of the same.

  
Bhibirani Borgohain

  
Tina Borgohain

iii. Thereafter, the details containing, interalia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of KFin, i.e., <https://evoting.karvy.com>. Based on the report generated by KFin and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

### 7. E-voting process at the AGM:-

- After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by KFin under my instructions.
  - The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / KFin and the authorizations lodged with the Company/ KFin on test check basis.
  - The e-votes cast were unblocked on Monday, 21 September, 2020 after the conclusion of the AGM.
8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by KFin, scrutinized on testcheck basis and relied upon by me as under:-

### Resolution no. 1

**Adoption of (a) the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon. – Ordinary Resolution**

Particulars	Remote E-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	194	109359094	19	7686	213	109366780	100.00
Dissent	6	778	0	0	6	778	0.00
Abstain	3	1310777	3	272	6	1311049	--
Less Voted	0	0	0	0	0	0	--
Total	203	110670649	22	7958	225	110678607	100.00



# GUPTA BAUL & ASSOCIATES

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### Resolution no. 2

#### Declaration of a dividend on equity shares – Ordinary Resolution

Particulars	Remote E-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	195	110659094	19	7686	214	110666780	99.993
Dissent	6	778	0	0	6	778	0.007
Abstain	2	10777	3	272	5	11049	--
Less Voted	0	0	0	0	0	0	--
Total	203	110670649	22	7958	225	110678607	100.00

### Resolution no. 3

#### Appointment of a Director in place of Mr. Sumit Malhotra (DIN 02183825) who retires by rotation and being eligible, offers himself for reappointment – Ordinary Resolution

Particulars	Remote E-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	170	98230793	18	7630	188	98238426	88.79
Dissent	30	12397639	1	56	31	12397695	11.21
Abstain	3	42217	3	272	6	42489	--
Less Voted	0	0	0	0	0	0	--
Total	203	110670649	22	7958	225	110678607	100.00

### Resolution no. 4

#### Ratification of change in Designation and Payment of Remuneration to Mr. Sumit Malhotra – Special Resolution

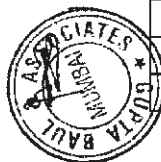
Particulars	Remote E-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	170	98348061	19	7685	189	98355747	88.90
Dissent	31	12280371	0	0	31	12280371	11.10
Abstain	3	42217	3	272	6	42489	--
Less Voted	0	0	0	0	0	0	--
Total	203*	110670649	22	7958	225	110678607	100.00

\* 1 shareholder holding 60 shares has e-voted partly in Favour and partly in Against for this resolution.

### Resolution no. 5

#### Appointment of Mr. Jaideep Nandi (DIN 06948380) as a Director of the Company – Ordinary Resolution

Particulars	Remote E-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	190	110210914	18	7630	208	110218544	99.59
Dissent	11	448958	1	56	12	449014	0.41
Abstain	2	10777	3	272	5	11049	--
Less Voted	0	0	0	0	0	0	--
Total	203	110670649	22	7958	225	110678607	100.00



# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

Resolution no. 6

Appointment and remuneration of Mr. Jaideep Nandi as Managing Director of the Company – Ordinary Resolution

Particulars	Remote E-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	184	108561740	18	7630	202	108569370	99.27
Dissent	16	798132	1	56	17	798188	0.73
Abstain	3	1310777	3	272	6	1311049	--
Less Voted	0	0	0	0	0	0	--
Total	203	110670649	22	7958	225	110678607	100.00

9. Based on the aforementioned results, we report that the Resolutions as contained in Item No. 1 to 6 of the Notice of AGM dated 18<sup>th</sup> June, 2020 has been passed with requisite majority.

10. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Shri. Chandresh Chhaya, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.



Prasanjit Kumar Baul

Partner

Gupta Baul & Associates

Company Secretaries

ACS 34347 CP 12981

UDIN:- A034347B000741878

Date: 21<sup>st</sup> September, 2020.

Place:- Mumbai

Countersigned by:

For Bajaj Consumer Care Limited



Chandresh Chhaya

Company Secretary and

Compliance Officer