

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154



11422_1/ITSL/OPR/2019

March 26, 2019

Bombay Stock Exchange Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051
Bajaj Consumer Care Limited 221, Solitaire Corporate Park, 151, M. VasANJI Marg, Opp. Apple Heritage, Chakala, Andheri (East), Hanuman Nagar, Andheri East, Mumbai, Maharashtra 400093	Bajaj Consumer Care Limited Old Station Road, Udaipur, Khempura, Rajasthan, 313001, India

Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to release of shares of Bajaj Corp Limited

Pursuant to the disclosure required to be made under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of release of 20,500 equity shares and pledge of 13,75,000 equity shares of Bajaj Consumer Care Limited provided under Pledge Agreement by BAJAJ RESOURCES LIMITED, SKB ROOP COMMERCIAL LLP, KNB ENTERPRISES LLP currently pledged with IDBI Trusteeship Services Ltd acting in its capacity as a Debenture Trustee on behalf of Debenture holders.

For and on behalf of

IDBI Trusteeship Services Ltd



Authorised Signatory

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Bajaj Consumer Care Limited (Erstwhile Bajaj Corp Limited)		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	IDBI Trusteeship Services Limited****		
3. Whether the acquirer belongs to Promoter/Promoter group	No. IDBI Trusteeship Services Limited is acting as Debenture Trustee/ Security Trustee and holding the said shares as security for Debenture holder/ Lender.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Ltd.		
5. Details of the acquisition /disposal as follows:	Number	% w.r.t. total share/voting capital wherever	% w.r.t. total diluted share/voting capital of the TC(*)
<u>Before the acquisition under consideration, holding of:</u>			
a) Shares carrying voting rights	-	-	-
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	5,04,47,500	34.20%	34.20%
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
Total (a+b+c+d)	5,04,47,500****	34.20%	34.20%
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired/ sold	-	-	-
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-



d) Shares encumbered/invoked/ released by the acquirer	13,70,000	0.93%	0.93%
	60,00,500	4.07%	4.07%
Total (a+b+c+d)	73,70,500	5.00%	5.00%
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	4,58,17,000	31.06%	31.06%
b) Shares encumbered with the acquirer			
c) VRs otherwise than by equity shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.			
Total (a+b+c+d)	4,58,17,000	31.06%	31.06%
6. Mode of disposal / acquisition/ sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance etc).	<p>On the instructions of the Investors,</p> <ol style="list-style-type: none"> 1. additional 13,70,000 equity shares of the target company has been pledged on 22.03.2019 in favor of IDBI Trusteeship Services Limited (acting as Debenture Trustee for the benefit of the Debentureholder. 2. pledge of 20,500 equity shares of the target company has been released on 22.02.2019 which were pledged in favor of IDBI Trusteeship Services Limited (acting as Security Trustee for the benefit of the Lender. 3. Pledge of 27,80,000 equity shares of target company has been released on 25.03.2019 which were pledged in favour of IDBI Trusteeship Services Limited (acting as Debenture Trustee for the benefit of the Debentureholder. 4. Pledge of 32,00,000 equity shares of target company has been released on 26.03.2019 which were pledged in favour of IDBI Trusteeship Services Limited (acting as Debenture Trustee for the benefit of the Debentureholder. 		
7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	-		



8. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable in the TC	1. March 22, 2019 (additional shares pledged) 2. February 20, 2019, March 25, 2019 and March 26, 2019 (shares released)
9. Equity share capital / total voting capital of the TC before the said disposal / sale	Rs.14,75,00,000/- (consisting of 14,75,00,000 equity shares of Re. 1/- each)
10. Equity share capital/ total voting capital of the TC after the said disposal / sale	Rs.14,75,00,000/- (consisting of 14,75,00,000 equity shares of Re. 1/- each)
11. Total diluted share/voting capital of the TC after the said disposal/sale.	Rs.14,75,00,000/- (consisting of 14,75,00,000 equity shares of Re. 1/- each)

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) These shares are pledged for different transactions involving different lenders and there is no nexus/inter connection between those transactions and present transactions.

(****) We are the Trustees and holding the shares by way of Share Pledge as Security and we do not have any intention of making investment in shares or acquisition of shares for trading. It is not the business or activity of ITSL to deal in any shares. ITSL does not operate and acquire any shares by purchasing or buying from the Securities Market. ITSL need to sell the Pledged shares only when the Borrower has committed default in Payment of interest or repayment of Principal and in no other case. The sole purpose of the sale is to recover the defaulted dues of the Lenders and not for making any gain.

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Signature of the acquirer / seller / Authorized Signatory

Place: Mumbai

Date: March 26, 2019