

June 21, 2024

| | |
|--|---|
| 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 Limited Exchange Plaza, 5th Floor Plot No. C/1, 'G' Block Bandra- Kurla Complex Bandra East, Mumbai 400 051 Stock Code: BAJAJCON |
|--|---|

Dear Sir/Madam,

Further to our letter dated May 21, 2024, titled 'Postal Ballot Notice' please find enclosed:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of Scrutinizer dated June 20, 2024.
3. Minutes of Postal Ballot proceedings.

The resolution as proposed in the postal ballot notice has been passed by the shareholders by remote e-voting process with requisite majority.

The voting results along with the scrutinizer's report will also be made available on the Company's website at <https://www.bajajconsumercare.com/general-meetings-postal-ballots-postal-ballot.php>.

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

Thanking you,

Yours Sincerely,

For Bajaj Consumer Care Limited

Vivek Mishra
Head-Legal & Company Secretary
Membership No.: A21901

Encl: as above

| | |
|---|-----------------------------|
| Company Name | BAJAJ CONSUMER CARE LIMITED |
| Date of the AGM/EGM | Not Applicable |
| Total number of shareholders on record date | 145684 |
| No. of shareholders present in the meeting either in person or Promoters and Promoter Group: | Not Applicable |
| Public: | |
| No. of Shareholders attended the meeting through Video Promoters and Promoter Group: | Not Applicable |
| Public: | |

| | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | SPECIAL - Approval for buyback by the Company of its fully paid-up equity shares having a face value of INR 1/- each ("Equity Shares"), not exceeding 57,41,000 Equity Shares (representing 4.02 % of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2024), at a price of INR 290/- per Equity Share payable in cash for an aggregate amount not exceeding INR 16,649 lakhs. | | | | | | | |
| 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 |
| Promoter and Promoter Group | E-Voting | 56125000 | 56125000 | 100.0000 | 56125000 | 0 | 100.0000 | 0.0000 |
| | Poll | 56125000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 56125000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 44341995 | 39330004 | 88.6970 | 39330004 | 0 | 100.0000 | 0.0000 |
| | Poll | 44341995 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 44341995 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 42326808 | 760551 | 1.7969 | 720111 | 40440 | 94.6828 | 5.3171 |
| | Poll | 42326808 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 42326808 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Total | | 142793803 | 96215555 | 67.3808 | 96175115 | 40440 | 99.9580 | 0.0420 |



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

SCRUTINIZER'S REPORT

To,
The Chairman
Bajaj Consumer Care Limited
CIN: L01110RJ2006PLC047173
Old Station Road Sevashram Chouraha,
Udaipur, Rajasthan 313 001

Dear Sir,

We are pleased to present the report on the Postal Ballot conducted by **Bajaj Consumer Care Limited** ("the Company") seeking consent of its Members' for the (1) Agenda item as contained in the Notice of Postal Ballot dated **May 08, 2024**.

1. In terms of provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Company on **April 30, 2024** to conduct the Postal Ballot as contained in the Notice dated **May 08, 2024** ("Postal Ballot Notice").
2. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) from time to time, in relation to "Clarification on passing of Member's resolution by companies under the Companies Act, 2013" read with rules made thereunder, Members' approval was sought for the Special Resolution as contained in the Postal Ballot Notice through e-voting only.



*Scrutinizer's Report on Postal Ballot conducted by Bajaj Consumer Care Limited
vide Notice dated May 08, 2024*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

3. Notice of the Postal Ballot.

- 3.1. The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **May 17, 2024** ("the cut-off date"), the Company had completed the dispatch of Postal Ballot Notice on **May 21, 2024** through e-mail to **1,41,257** Members who had registered their email-ids with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agents (RTA).
- 3.2. The Company had hosted the Postal Ballot Notice on its website and the website of KFin Technologies Limited ("KFintech") (e-voting Agency) and also intimated the same to BSE Limited and National Stock Exchange of India Limited on **May 21, 2024**.
- 3.3. Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the relevant MCA Circulars, an advertisement regarding the Postal Ballot was published on **May 22, 2024** in **Financial Express (English Newspaper), Jansatta (Hindi Edition)** and **Dainik Navajyoti (Hindi Newspaper)**.
4. In terms of the aforesaid notice, Members were required to convey their assent or dissent, only through e-voting system, on e-voting platform provided by KFintech from **9:00 a.m. (IST) on Wednesday, May 22, 2024 to 5:00 p.m. (IST) on Thursday, June 20, 2024**.
5. Member's demographic details and voting rights were downloaded by us from e-voting platform provided by KFintech.





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

6. Counting Process

6.1. On completion of e-voting at the postal ballot, we unblocked the results of the remote e-voting on the KFinTech e-voting platform and downloaded the results for scrutiny.

6.2. All the votes polled have been found to be valid.

7. Results

7.1. Based on the aforesaid results, we report that the 01 (One) Special Resolution as contained in the Postal Ballot Notice have been passed with requisite majority.

We have annexed with this report, the analysis of the result of the Resolutions as contained in the Postal Ballot Notice.

For S. N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023

S. N. Viswanathan



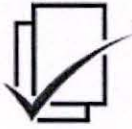
S. N. Viswanathan

Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955F000596555

June 20, 2024



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 1: Approval for buyback by the Company of its fully paid-up Equity Shares having a face value of INR. 1/- each ("Equity Shares") not exceeding 57,41,000 Equity Shares (representing 4.02% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2024) at a price of INR 290/- per Equity Share payable in cash for an aggregate amount not exceeding INR 16,649 lakh.

| Particulars | Number of valid | | Percentage (%) |
|--------------|-----------------|--------------------|-----------------|
| | Voters | Votes | |
| Assent | 755 | 9,61,75,115 | 99.9580 |
| Dissent | 59 | 40,440 | 0.0420 |
| Total | 814 | 9,62,15,555 | 100.0000 |

Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 1 of the Postal Ballot Notice has been passed with **requisite majority**.

For **S. N. ANANTHASUBRAMANIAN & CO.**
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 5218/2023



S. N. Viswanathan
Partner
ACS: 61955 | COP No.: 24335
ICSI UDIN: A061955F000596555
June 20, 2024

MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING CONCLUDED ON MAY 20, 2024

The Board of Directors vide their resolution dated May 8, 2024, approved the postal ballot notice entailing the following resolution to be considered and approved by shareholders through remote e-voting pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

| Sr. No. | Particulars |
|---------|--|
| 1. | Approval for buyback by the Company of its fully paid-up equity shares having a face value of INR 1/- each ("Equity Shares"), not exceeding 57,41,000 Equity Shares (representing 4.02 % of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2024), at a price of INR 290/- per Equity Share payable in cash for an aggregate amount not exceeding INR 16,649 lakh |

- a) The Company had engaged the services of KFin Technologies Limited (KFINTECH) for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.
- b) The Board of Directors of the Company has appointed Mr. S.N. Viswanathan (ACS 61955, COP 24335), failing him Ms. Malati Kumar (ACS 15508 I COP 10980) Partners of S.N. Ananthasubramanian & Co., Practicing Company Secretaries, as the scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
- c) In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date May 17, 2024, seeking approval as set out in the postal ballot notice.
- d) The total number of shareholders as on the cut-off date was 1,45,684.
- e) Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on May 21, 2024.
- f) A Public advertisement was published on May 22, 2024 in Financial Express, Jansatta (all editions) and Dainik Navjyoti (Hindi Daily).
- g) The e-voting commenced on May 22, 2024 (9.00 AM IST) and closed on June 20, 2024 (5.00 PM IST).
- h) The Scrutinizer unblocked the votes cast under e-voting and downloaded the details at 5.05 PM IST on June 20, 2024 from KFINTECH portal.
- i) The Scrutinizer then rendered his report to the Chairman.
- j) The Chairman took the report on record and declared that the resolutions set out in the postal ballot notice dated May 8, 2024 were passed with requisite majority. The details of voting are as below;

Bajaj Consumer Care Limited

1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East),
Mumbai 400 093 I Tel.: +91 22 66919477/78 I CIN: L01110RJ2006PLC047173 I

Web: www.bajajconsumercare.com

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur- 313 001, Rajasthan
Tel.: +91 0294-2561631, 2561632

| Resolutions | Total shares as on the cutoff date | No. of votes Polled | No. of Votes – in favor | % of Votes in favor | No. of Votes – Against | % of Votes against |
|---|------------------------------------|---------------------|-------------------------|---------------------|------------------------|--------------------|
| Approval for buyback by the Company of its fully paid-up equity shares having a face value of INR 1/- each ("Equity Shares"), not exceeding 57,41,000 Equity Shares (representing 4.02 % of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2024), at a price of INR 290/- per Equity Share payable in cash for an aggregate amount not exceeding INR 16,649 lakh. | 14,27,93,803 | 9,62,15,555 | 9,61,75,115 | 99.9580 | 40,440 | 0.0420 |

Note – None of the promoter / promoter group members were interested in aforementioned resolutions.

- k) The text of resolutions as set out in the postal ballot notice dated May 8, 2024, that were passed by the shareholders were as follows:

Approval for buyback by the Company of its fully paid-up equity shares having a face value of INR 1/- each ("Equity Shares"), not exceeding 57,41,000 Equity Shares (representing 4.02 % of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2024), at a price of INR 290/- per Equity Share payable in cash for an aggregate amount not exceeding INR 16,649 lakh.

RESOLVED THAT pursuant to provisions of Article 62 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "Share Capital Rules"), the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant rules made thereunder, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") (including any statutory amendment(s), alteration(s) modification(s) and re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations for the time being in force) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Registrar of Companies, Rajasthan at Jaipur ("RoC") and/ or other authorities, institutions or bodies (together with SEBI, RBI and RoC, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed to by the Board of Directors of the Company, the consent of the Board of Directors of the Company ("Board", which term shall be deemed to include any committee constituted by the Board and/ or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares having a face value of INR 1/- (Indian Rupees One only) each ("Equity

Shares"), not exceeding 57,41,000 Equity Shares (representing 4.02 % of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2024), at a price of INR 290/- (Indian Rupees Two Hundred and Ninety only) per Equity Share payable in cash for an aggregate amount not exceeding INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakh only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses, if any, filing fees to SEBI and any appropriate authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs"), (such maximum amount hereinafter referred to as the "Buyback Size") which represents 19.25% and 20.00% of the aggregate of the Company's paid-up equity capital and free reserves as per the latest audited standalone financial statements and audited consolidated financial statements for the financial year ended March 31, 2024 respectively (being the latest audited financial information available as on the date of the Board Meeting recommending the proposal for the Buyback), which is less than 25% of the aggregate of the total paid-up capital and free reserves of the Company in accordance with Regulation 4(i) read with provision to Regulation 5(i)(b) of the SEBI Buyback Regulations, from all the shareholders/ beneficial owners of the Equity Shares of the Company, including promoters and members of the promoter group, and persons acting in concert as on a record date, which may be fixed as the record date by the Board / Buyback Committee for the purpose of buyback of Equity Shares of the Company ("Record Date"), through the tender offer route ("Tender Offer"), on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback"). The term "Promoter" will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, as on Record Date.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (including promoters and members of promoter group) as on Record Date, on a proportionate basis, provided that either fifteen percent of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares which small shareholders are entitled to as per their shareholding whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and read with the SEBI's circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI's circular with reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force or such other circulars or notifications, as may be applicable and the Company shall approach BSE Limited ("BSE") or National Stock Exchange of India Limited ("NSE"), as may be required, for facilitating the same.

RESOLVED FURTHER THAT, all the shareholders of the Company, as on the Record Date, including the promoters and members of promoter group, may be eligible to participate in the Buyback, except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities.

RESOLVED FURTHER THAT, in terms of Regulation 4 of the SEBI Buyback Regulations, the proposed Buyback be implemented from the existing shareholders as on Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide

from time to time, and in the absolute discretion of the Board, as it may deem fit under the applicable laws.

RESOLVED FURTHER THAT the Buyback from shareholders/ beneficial owners of Equity Shares who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Committee ("Buyback Committee") / any one or more Director(s)/Officer(s)/Authorized Representative(s) of the Company to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback; deciding the Record Date for the purposes of Buyback; appointment and finalization of intermediaries/agencies/persons, as may be required, for the implementation of the Buyback; preparing, finalizing, signing and filing of the affidavit for declaration of solvency, public announcement, letter of offer with the BSE and the NSE and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI and RBI; and initiating all necessary actions for preparation and issue of various documents including public announcement and letter of offer, and using the common seal of the Company wherever necessary on relevant documents required to be executed; opening, operation and closure of necessary accounts including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts, negotiating and execution of escrow arrangement(s) as required under the SEBI Buyback Regulations, earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishing dematerialized shares and physically destroying share certificates in respect of the Equity Shares bought back by the Company, filing of 'compliance certificate' as required under the SEBI Buyback Regulations; filing return of Buyback with RoC and other statutory authorities and maintaining register of securities bought back; deciding the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account; verifying offer/acceptances received, finalizing basis of acceptance, paying the members consideration for shares bought back pursuant to the Buyback; providing such confirmations and opinions as may be required in relation to the Buyback; filing of 'certificate of extinguishment' required to be filed in connection with the Buyback on behalf of the Board and filing such other undertakings, agreements, papers, documents and correspondence, as may be required to be filed in connection with the Buyback with the SEBI, RBI, Government of India, BSE, NSE, RoC, Depositories and / or other relevant authorities and to do all such acts, deeds, matters and things incidental and in connection with the Buyback and deliver such documents as may be necessary, desirable and expedient.

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on any shareholder to offer, and/or any obligation on the part of the Company or the Board or the Buyback Committee to buyback any shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or the Buyback Committee be and are hereby jointly and/or severally empowered and authorized on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorized by the Board may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.