

June 21, 2024

To:

DCS-CRD BSE Limited

First Floor, New Trade Wing Rotunda Building,

Phiroze Jeejeebhoy Towers

Dalal Street, Fort, Mumbai 400 023

Stock Code: 533229

To:

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 Sirs/Madam,

Sub: Buyback - Newspaper Publication - Public Announcement

Pursuant to Regulation 30 read with Schedule III Part A Para A and Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further, in connection with the Buyback, pursuant to Regulation 7 of the SEBI (Buy-back of Securities) Regulations, 2018, the Company has published a public announcement dated June 20, 2024 for the Buyback ("Public Announcement") on June 21, 2024, in the newspapers mentioned below:

Name of the Newspaper	Newspaper's Language	Editions
Financial Express	English	All editions
Jansatta	Hindi	All editions
Dainik Navjyoti	Hindi	Udaipur

The above information will be 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 faithfully,

For BAJAJ CONSUMER CARE LIMITED

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

Encl: As above



BAJAJ CONSUMER CARE LIMITED

Corporate Identity Number (CIN): L01110RJ2006PLC047173

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

Corporate Office: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093, Maharashtra, India

Tel: +91 0294-2561631 | Website: www.bajajconsumercare.com | E-mail: complianceofficer@bajajconsumer.com

Contact Person: Vivek Mishra, Head-Legal & Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF BAJAJ CONSUMER CARE LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE ("TENDER OFFER") USING STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of the Company through the tender offer process using the stock exchange mechanism in accordance with Securities and Exchange Board of India ("SEBI") circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and read with the SEBI's circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13 2021 and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 and such other circulars as may be applicable, including any amendments thereof (the "SEBI Circulars") pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II read with Schedule I of the SEBI Buyback Regulations.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

OFFER TO BUYBACK NOT EXCEEDING 57,41,000 (FIFTY SEVEN LAKHS FORTY ONE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEES ONE ONLY) EACH OF THE COMPANY (THE "EQUITY SHARES") AT A PRICE OF INR 290/- (INDIAN RUPEES TWO HUNDRED AND NINETY ONLY) PER EQUITY SHARE, PAYABLE IN CASH THROUGH THE TENDER OFFER ROUTE ON A PROPORTIONATE BASIS USING STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

- The board of directors of the Company (the "Board", which expression shall include any committee constituted and authorised by the Board to exercise its power related to the buyback i.e., the Buyback Committee) at its meeting held on Wednesday, May 8, 2024 (the "Board Meeting" and such date, the "Board Meeting Date"), approved the buyback of up to 57,41,000 (Fifty Seven Lakhs Forty One Thousand) Equity Shares, which represented 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/- (Indian Rupees Two Hundred and Ninety only) per Equity Share (the "Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) (such maximum amount hereinafter referred to as the "Buyback Offer Size") (the process being referred hereinafter as the 'Buyback"), from the shareholders/ beneficial owners of Equity Shares of the Company as on the record date. The Buyback Offer Size and the Buyback Offer Price do not include 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")
- The Buyback of the Equity Shares from the shareholders/beneficial owners of the Equity Shares as on the Record Date, being July 2, 2024 (the "Record Date") at the Buyback Offer Price, shall be made on a proportionate basis, through the "tender offer" process using the "Mechanism for acquisition of shares through Stock Exchange" as prescribed by the SEBI. The Buyback Offer Size represents 19.25% and 20.00% of the aggregate of the Company's fully paid-up equity capital and free reserves as per the audited standalone financial statements and audited consolidated financial statements of the Company for the year ended March 31, 2024, respectively, (the latest standalone and consolidated audited financial statements available as on the date of the Board Meeting, recommending the proposal of the Buyback). The Buyback is subject to receipt of such approvals, permissions, consents, sanctions, and exemptions of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from the Reserve Bank of India ("RBI"), the SEBI, the Registrar of Companies, Rajasthan at Jaipur ("RoC"), the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE" and together with the NSE, the "Stock Exchanges") and/or other authorities, institutions or bodies (together with SEBI, RBI, RoC and NSE, the "Appropriate Authorities").
- 1.3. In terms of Regulation 5 (via) of the SEBI Buyback Regulations, the Board or the Buyback Committee may till one working day prior to the Record Date, increase Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in Buyback Offer Size.
- 1.4. The Buyback is pursuant to Article 62 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant Rules made thereunder, (including any statutory amendments(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 (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") (including any statutory amendments(s), alteration(s) modification(s) and re-enactment of the Companies Act or the Rules made thereunder) or the SEBI Buyback Regulations.
- 1.5. The Buyback Offer Size exceeds 10% of the aggregate of the total fully paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2024. Accordingly, the Company sought approval of the shareholders for the Buyback, by way of postal ballot dated May 8, 2024 ("Postal Ballot Notice"), in accordance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) (b) of the Companies Act, 2013. The shareholders of the Company approved the Buyback by way of a special resolution, through postal ballot dated May 8, 2024, the results of which were announced on June 20, 2024.
- 1.6. The Buyback shall be undertaken on a proportionate basis from the eligible shareholders of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars as may be applicable, including any further amendments or statutory modifications thereof for the time being in force.
- 1.7. Under the provisions of the Companies Act and the SEBI Buyback Regulations, the Buyback shall not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company. The Buyback Offer Size represents 19.25% and 20.00% of the aggregate of the Company's fully paid-up equity capital and free reserves, respectively, as per the audited standalone and audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and is therefore within the above-mentioned limit.
- 1.8. Further, under the Companies Act and the SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to buy back up to 57.41,000 (Fifty Seven Lakhs Forty One Thousand) Equity Shares representing 4.02% Equity Shares in the total paid-up equity capital of the Company, and therefore the same is within the aforesaid 25% limit.
- 1.9. The Buyback of Equity Shares from shareholders who are persons resident outside India, including non-resident Indians, foreign nationals, qualified institutional buyers including foreign portfolio investors and foreign corporate bodies (including erstwhile overseas corporate bodies), etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals, if any, from the RBI under the Foreign Exchange Management Act, 1999 ("FEMA") as amended, and the rules and regulations framed thereunder, and, the Income Tax Act, 1961, as amended, and rules framed thereunder.
- 1.10. In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group (who are the only persons in control of the Company) have an option to participate in the Buyback. In this regard, the Promoter and Promoter group have expressed their intention to not participate in the Buyback vide their letters each dated May 8, 2024.
- 1.11. The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- 1.12. A copy of this Public Announcement is available on the Company's website i.e., www.bajajconsumercare.com, the Manager to the Buyback (as defined in Paragraph 17 below) i.e., www.liflcap.com, and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the websites of NSE and BSE, i.e., www.nseindia.com and www.bseindia.com respectively, during the period of the Buyback.
- 2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Board at its meeting held on May 8, 2024 considered the accumulated free reserves as well as the cash liquidity reflected in the last audited standalone financial statements and audited consolidated financial statements as on March 31, 2024 and considering these, the Board decided to allocate up to INR 16,649

Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of Equity Shares at a price of INR 290/- (Indian Rupees Two Hundred and Ninety only) per Equity Share for an aggregate maximum amount of INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only).

The Buyback is being undertaken, inter alia, for the following objects:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- b. The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- d. The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.
- 3. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED
- The maximum amount required for Buyback will not exceed INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) (excluding Transaction Costs).
- 3.2. The maximum amount mentioned aforesaid is 19.25% and 20.00% of the aggregate of the fully paid-up equity share capital and free reserves as per both latest audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2024 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which is within the prescribed limit of 25%.
- 3.3. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company, and securities premium account of the Company and any other source as may be permitted by the SEBI Buyback Regulations or the Companies Act.
- 3.4. The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account.
- The Company has neither raised nor does it intend to raise additional debt in connection with the Buyback.
- THE BUYBACK OFFER PRICE AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE

(Indian Rupees Two Hundred and Ninety only) per Equity Share.

The Buyback Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of

The Equity Shares of the Company are proposed to be bought back at a price of INR 290/-

but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

The Buyback Offer Price represents:

• Premium of 26 47% and 25

- Premium of 26.47% and 25.51% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, during the three months preceding April 29, 2024, being the date when intimation for considering and approving the proposed buyback offer at the Board Meeting was sent to the Stock Exchanges ("Intimation Date").
- Premium of 26.91% and 27.06% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, for two weeks preceding the Intimation Date.
- Premium of 25.87% and 26.03% over the closing price of the Equity Shares on BSE and NSE, respectively, on April 26, 2024, being a day preceding the Intimation Date.
- Premium of 12.62% and 12.56% over the closing price of the Equity Shares on BSE and NSE, as on May 7, 2024, being a day preceding the Board Meeting Date.
 The closing market price of the Equity Shares as on April 26, 2024, being a day preceding

the Intimation Date was INR 230.40 and INR 230.10 on the BSE and NSE respectively. The closing market price of the Equity Shares as on May 7, 2024, being one working day prior to the Board Meeting Date was INR 257.50 and INR 257.65 on the BSE and NSE respectively.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy back up to 57,41,000 fully paid-up Equity Shares of face value of INR 1/- (Indian Rupees One only) each aggregate up to INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only).

The Buyback Size does not include any expenses or Transaction Costs incurred or to be incurred for the Buyback.

The funds for the implementation of the proposed Buyback will be sourced out of the

Regulations or the Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback

- 6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS
- (i) The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons in control of the Company; (b) the director(s) of the companies which are part of the Promoter and Promoter Group; (c) directors and key managerial personnel ("KMPs") of the Company, as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e. May 8, 2024, is as follows:
- Aggregate shareholding of the Promoters and the members of the Promoter Group and persons in control of the Company:

Sr. No.	Name of the Shareholder	Category	Number of Equity Shares held	Percentage of Equity Shareholding
1.	Bajaj Resources Private Limited	Promoter	5,61,09,900	39.29
2.	KNB Enterprises LLP	Promoter	10,100	0.01
3.	SKB Roop Commercial LLP	Promoter	5,000	Negligible
4.	Mr. Shishir Bajaj	Promoter	Nil	
5.	Mrs. Minakshi Bajaj	Promoter	Nil	90 90
6.	Mr. Kushagra Bajaj	Promoter	Nil	19
7.	Mr. Apoorv Bajaj	Promoter	Nil	33
-	Total		5,61,25,000	39.30

Aggregate shareholding of the director(s) of the Promoters and Promoter Group:

Sr. No.	Name of the Shareholder	Category	Number of Equity Shares held	Percentage of Equity Shareholding
1.	Dilip Kumar Maloo	Director of Bajaj Resources Private Limited	5	Negligible
2.	Suresh Maheshwari	Director of Bajaj Resources Private Limited	Nil	8
3.	Komal Agarwal	Director of Bajaj Resources Private Limited	3	Negligible
4.	Kushagra Bajaj	Designated Partner of KNB Enterprises LLP	Nil	ŭ
5.	Balkishan Muchhal	Designated Partner of SKB Roop Commercial LLP	15	Negligible
6.	Rajiv Gandhi	Designated Parter of SKB Roop Commercial LLP and KNB Enterprises LLP	Nil	ă.

 Aggregate shareholding of directors and key managerial personnel of the Company:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares held	Percentage of Equity Shareholding
Kushagra Bajaj		Chairman & Non- Executive, Non- Independent Director	Nil	8
2.	Jaideep Nandi	Managing Director	1,44,804	0.10
3.	Sumit Malhotra	Non-Executive Director	21,440	0.02
4.	Vimal Chandra Nagori	Non-Executive Director	Nil	5
5.	Jagdish Acharya	Non-Executive, Independent Director	Nil	8
6.	Anupam Dutta	Non-Executive, Independent Director	Nil	8
7.	K S Narayanan	Non-Executive, Independent Director	Nil	24
8.	Lilian Jessie Paul	Non-Executive, Independent Director	Nil	100
9.	Dilip Kumar Maloo	Chief Financial Officer	5	Negligible
10.	Vivek Mishra	Head-Legal & Company Secretary	1	Negligible

Aggregate number of Equity Shares purchased or sold by the Promoter and Promoter Group, persons who are in control of the Company, Directors of companies which are part of the Promoter and Promoter Group and Directors and Key Managerial Personnel of the Company during a period of six months preceding the Board Meeting Date at which the Buyback was approved till the date of the Postal Ballot Notice is as follows i.e. May 8, 2024:

Sr. No.	Name of the Shareholder	Number of shares	Nature of transaction	Minimum price (in ₹)	Maximum price (in ₹)	Date of minimum price	Date of maximum price
1.	Jaideep Nandi	1,67,803	ESOP Allotment	1.00	1.00	01/03/2024	01/03/2024
2.	Jaideep Nandi	8,000	Market Sale	202.18	202.18	01/03/2024	01/03/2024
3.	Jaideep Nandi	10,000	Market Sale	217.00	217.00	14/03/2024	14/03/2024
4.	Jaideep Nandi	5,000	Market Sale	220.00	220.00	18/03/2024	18/03/2024

- 7. INTENTION OF THE PROMOTERS AND MEMBERS OF THE PROMOTER GROUP AND PERSONS WHO ARE IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK
- 7.1. In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group (who are the only persons in control of the Company) have an option to participate in the Buyback. In this regard, the Promoter and Promoter group have expressed their intention to not participate in the Buyback vide their letters each dated May 8, 2024.
- 8. CONFIRMATIONS FROM COMPANY AS PER THE PROVISIONS OF SEBI BUYBACK REGULATIONS AND COMPANIES ACT:
- All Equity Shares of the Company are fully paid up;
- (ii) The Company shall not issue any Equity Shares or other specified securities from the date of this resolution including by way of bonus issue or convert any outstanding employee stock options/outstanding instruments into Equity Shares till the expiry of the period of Buyback i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- (iii) In terms of the Companies Act, the Company shall not make any further issue of the same kind of Equity Shares or other specified securities including allotment of new equity shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations;
- (iv) In terms of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
- person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback; (vi) The Buyback Offer Size i.e. INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six

The Company shall not buyback its Equity Shares or other specified securities from any

- Hundred and Forty Nine Lakh only) does not exceed 25% of the aggregate of the paidup capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024;
- (vii) The number of Equity Shares proposed to be purchased under the Buyback i.e. 57,41,000 (Fifty Seven Lakh Forty One Thousand) Equity Shares does not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2024;
- (viii) There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (ix) The Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- Buyback is made;

 (xi) The Company shall comply with the statutory and regulatory timelines in respect of
- the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;

 (xii) The Company shall not utilize any money borrowed from banks or financial institutions for

The Company shall not withdraw the Buyback offer after the public announcement of the

the purpose of buying back its Equity Shares;
(xiii) The Company shall not directly or indirectly purchase its own Equity Shares through any

company or group of investment companies;

(xiv) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
 (xv) The Company confirms that there are no defaults (either in the past or subsisting) in the repayment of deposits (or interest payment thereon), redemption of debentures (or payment of interest thereon) or redemption of preference shares or payment of dividend

subsidiary company including its own subsidiary companies, or through any investment

due to any shareholder, or repayment of any term loans or interest payable thereon to any

- financial institution or banking company;

 (xvi) The Company shall not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable:
- (xvii) The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up equity share capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024;
- (xviii) The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within 7 (seven) working days of the expiry of the period of Buyback, i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- (xix) The Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements:
- (xx) The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges.
 (xxi) The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- one year immediately preceding the Board Meeting Date;

 (xxiii) The Company has obtained prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where

(xxii) The Company has not undertaken a buyback of any of its securities during the period of

- applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender; (xxiv) The Company shall not allow buyback of its shares unless the consequent reduction of its
- share capital is affected; and

 (xxv) The statements contained in the public announcement and the letter of offer in relation to the Buyback shall be true, fair and adequate in all material respects and shall not contain

any misleading information. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

- The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that: immediately following the Board Meeting Date and date on which the result of the special
- resolution passed by the shareholders' by way of postal ballot ("Postal Ballot Resolution")
 there will be no grounds on which the Company can be found unable to pay its debts;

 (ii) as regards the Company's prospects for the year immediately following the Board

Meeting Date, as well as for the year immediate following the date of the Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year,

Contd.

FINANCIAL EXPRESS

the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this resolution and from the date of the Postal Ballot Resolution;

in forming an opinion for the above purposes, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

REPORT BY THE COMPANY'S STATUTORY AUDITOR

Report addressed to the Board by Chopra Vimal & Co., (FRN: 006456C), the Statutory Auditor of the Company on the permissible capital payment and opinion formed by the Board regarding insolvency:

Quote

To,

Bajaj Consumer Care Limited 1231, Solitaire Corporate Park 151 M. Vasanji Road

IIFL Securities Limited 24th Floor, One Lodha Place, Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India

(hereinafter referred to as the "Company"

(hereinafter referred to as the "Manager to the Buyback")

Ladies and Gentlemen,

Chakala, Andheri East

Mumbai - 400 093

Maharashtra, India

Subject: Statutory Auditors' report in respect of the proposed buyback of equity shares by the Company in terms of clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations*).

- This report is issued in accordance with our agreement / engagement letter dated April 29, 2024.
- The Board of Directors of the Company have approved a proposal for buyback of equity shares by the Company at its meeting held on May 8, 2024 ("Board Meeting") in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 as amended (the "Act"), the rules made thereunder, as amended, and the Buyback Regulations.
- We have been engaged by the Company to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buyback by the Company of its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Act and regulations as specified in the Buyback Regulations and on the opinions expressed by the Board of Directors of the Company, as required under the Buyback Regulations.
- The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" (the "Statement") which we have initialed for identification purposes only. The Statement contains the computation of amount of permissible capital payment towards the buyback of equity shares in accordance with the requirements of section 68(2) (c) of the Act and regulation 4(i) of the Buyback Regulations, based on the latest audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024.

Responsibility of the Board of Directors

- The Board of Directors of the Company is responsible for the following:
 - The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013 and the compliance with the Buyback Regulations is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
 - The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date immediately following the date of the resolution passed by the Board of Directors approving the Buyback, and date on which the result of the special resolution passed by the shareholders' by way of postal ballot. The Board of Directors are also responsible for ensuring that the Company complies with the requirements Act and Buyback Regulations.

Auditor's Responsibility

- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
 - whether we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended March 31, 2024;
 - whether the amount of capital payment for the proposed buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations read with the proviso to Regulation 5(i)(b) of the Buyback Regulations, and has been properly determined; and
 - whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
 - Examined authorisation for buyback from the Articles of Association of the
 - Examined that the amount of capital payment for the buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations;
 - Traced the amounts of paid-up share capital, securities premium account, general reserves and retained earnings as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024;
 - Examined that the ratio of the secured and unsecured debt owed by the Company after the buyback is not more than twice the paid-up capital and its free reserves based on both, the audited standalone and consolidated financial statements of the Company as on March 31, 2024;
 - Examined that all the shares for buyback are fully paid-up;
 - Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2024 (the "Audited Financial Statements") which has been prepared by the Management of the Company on which we have issued our report dated May 8, 2024, and examined budgets and projections prepared by the Management;
 - Inquired if the Board of Directors of the Company, in its meeting held on May 8, 2024, has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
 - viii. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
 - Examined Directors' declarations for the purpose of buyback and solvency of
- Obtained appropriate representations from the Management of the Company. We conducted our examination in accordance with the 'Guidance Note on Reports and Certificates for Special Purposes' issued by Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAL
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Review of Historical Financial Information, and other assurance and related services engagements.
- The financial statements referred to in paragraph 7 (vi) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 8, 2024. Our audit of these financial statements was conducted in accordance with the Standards on Auditing, as specified under section 143(10) of the Act, and other applicable authoritative pronouncements issued by the ICAI. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

Opinion

- 11. Based on our examination as above, and the information and explanations given to us, we report that:
 - we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024.
 - the amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations read with proviso of Regulation 5(i)(b) of the Buyback Regulations;
 - the Board of Directors, in their meeting held on May 8, 2024, have formed the opinion as specified in clause (x) of Schedule I of the Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state

of affairs, be rendered insolvent within a period of one year from the date of Board Meeting.

Restrictions on Use

- Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
- This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include in:
 - Public announcement to be made to the shareholders of the Company; Letter of offer to be filed with the Securities and Exchange Board of India, BSE
 - Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and
 - iii. for providing to the Manager to the Buyback.
- 14. This report can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback.

For Chopra Vimal & Co. Chartered Accountants

Firm Registration No. 006456C

Sd/-

Vimal Chopra Partner

Membership No.: 074056 UDIN: 24074056BKHACY5799

Place: Mumbai

Date: May 8, 2024

Statement of permissible capital payment ("the Statement") for the proposed buy back of equity shares.

Statement of computation of the amount of permissible capital payment towards the buy-back of equity shares of Bajaj Consumer Care Limited in accordance with Regulation 4(i) read with proviso of Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and Section 68(2)(c) of the Companies Act, 2013, as amended based on both the audited standalone financial statements and the audited consolidated financial statements as at March 31, 2024:

Computation of permissible capital payment:

(Amount in INR in lakh)

Concelled

	Particulars	Standalone	Consolidated 1,427.94	
A.	Paid-up Equity Share Capital (1,427.94 Lakhs equity shares of INR 1/- each fully paid-up)	1,427.94		
В.	Free reserves			
	- General reserve	6,512.30	6,512.30	
	- Retained earnings	58,622.69	55,377.78	
	- Securities Premium	19,937.29	19,937.29	
Tota	Il free reserves	85,072.28	81,827.37	
	of paid-up equity share capital and free erves (A+B)	capital and free 86,500.22 83,255		
Maximum permissible capital payment in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (25% of the total paid-up equity share capital and free reserves)		21,625.05	20,813.82	
acco Seco of S	imum permissible capital payment in ordance with proviso to Regulation 5(i)(b) of the urities and Exchange Board of India (Buy-Back securities) Regulations, 2018 (10% of the total -up Equity Share Capital and free reserves)	8,650.02	8,325.53	
	ount approved by the Board of Directors in the ting held on May 8, 2024 approving buyback	16,64	9,00	
	back size as a percentage of total paid-up ity Share Capital and free reserves	19.25%	20.0%	

For and on behalf of Bajaj Consumer Care Limited Sd/-

Jaideep Nandi

D K Maloo Managing Director Chief Financial Officer DIN: 06938480 Date: May 08, 2024 Date: May 08, 2024

Unquote

11. PRIOR APPROVALS FROM LENDERS

shall be provided.

The Company has obtained prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender.

12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has fixed July 2, 2024, as the record date ("Record Date") for the purpose of determining the entitlement and the names of the Shareholders who will be eligible to participate in the Buyback i.e., Eligible Shareholders.
- In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode via email only, within two (2) working days from the Record Date and that in case any shareholder requires a physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buyback to receive a copy of the letter of offer in physical form and the same
- The Equity Shares to be bought back by the Company as part of the Buyback are divided into two categories; (i) reserved category for Small Shareholders (defined below); and (ii) general category for all other Shareholders ("General Shareholders").
- As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on the stock exchange having the highest trading volume in respect of the Equity Shares, as on the record date, of not more than INR 2,00,000 (Indian Rupees Two Lakh only). For the purpose of classification of a shareholder, as a "Small Shareholder", multiple demat accounts having the same Permanent Account Number ("PAN"), in case of securities held in the demat form are to be clubbed together.
- In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, in the event of the overall response to the tender offer being in excess of the Buyback Offer Size, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders, over and above their entitlement, in the Buyback.
- In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder Category, the Company will club together the equity shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, if applicable, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is identical.
- The shareholding of institutional investors like mutual funds, pension funds/ trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the National Securities Depository Limited and the Central Depository Services Limited (together, the "Depositories"). Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data

- as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- Shareholders' participation in the Buyback is voluntary. Eligible Shareholders can choose to participate in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The maximum tender under the Buyback by any Eligible Shareholder should not
- exceed the number of Equity Shares held by the Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account. If the Buyback entitlement for any shareholder is not a round number (i.e., not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. On account of ignoring the fractional entitlement, those Small Shareholders whose entitlement would be zero Equity Shares as on Record Date, will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.
- The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified by SEBI Circulars.
- in their country of residence. The buyback transaction would also be subject to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the buyback. Detailed instructions for participation in the Buyback (tender of Equity Shares in the

Participation in the buyback by shareholders may trigger taxation in India and

Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date who have their email IDs registered with the Company/ registrar and transfer agent/ depository. However, on receipt of a request by Registrar to the Buyback and Manager to the Buyback to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and Tender Form were emailed), the same shall be sent physically.

- 13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK
- 13.1. The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or dematerialised form, as on the Record Date.
- 13.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars ("Stock Exchange Mechanism"), and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 13.3. For implementation of the Buyback, the Company has appointed IIFL Securities Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

IIFL Securities Limited 24th Floor, One Lodha Place, Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India Tel: +91 22 4646 4600 E-mail: bajajconsumer.buyback2024@iiflcap.com Website: www.iiflcap.com

Contact Person: Kunal Thakkar/Vishal Hase

CIN: L99999MH1996PLC132983 SEBI Registration Number: INZ000164132

13.4. Separate acquisition window (the "Acquisition Window") will be provided by Stock Exchanges to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by Stock Exchanges from time to time.

For purpose of this Buyback Offer, National Stock Exchange of India Limited being the appointed as "Designated Stock Exchange". 13.5. In the event the Shareholder Broker of any Eligible Shareholder is not registered with BSE/

- NSE as a trading member/ stockbroker/ then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using web based unique client code application ("UCI online") facility through that BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register himself by using UCI online facility through any other BSE/NSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker i.e., IIFL Securities Limited, for guidance to place their bids subject to completion of "know your customer' requirements of the Company Broker. 13.6. At the beginning of the tendering period, the order for buying Equity Shares shall be placed
- through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker. 13.7. Eligible Shareholders will have to tender their Equity Shares from same demat account in which they were holding such Equity Shares as on Record Date and in case of multiple

by the Company through the Company Broker. During the tendering period, the order for

selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders

- demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in demat account in which the Equity Shares were held on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted, subject to appropriate verification and validation of Registrar.
- 13.8. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance. 13.9. The cumulative quantity of Equity Shares tendered shall be made available on the website
- of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period. 13.10. Further, the Company will not accept Equity Shares tendered for Buyback which are under
- a restraint order of the court for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. 13.11. In accordance with SEBI Buyback Regulations 24(v), the Company shall not Buyback
- locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. 13.12. Procedure to be followed by Eligible Shareholders holding Demat Shares:

Eligible Shareholders who desire to tender their Equity Shares held by them in

- dematerialised form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
- The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and National Securities Clearing Corporation ("Clearing Corporation"). The lien shall be marked in demat account of the Eligible Shareholders for the
- in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation. The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be

issued by the Stock Exchanges and/or the Clearing Corporation.

Equity Shares tendered in the Buyback. The details of Equity Shares marked as lien

- In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- (vi) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

Contd.

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The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to clearing corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by clearing corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the shareholder broker's (seller member's) depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.

Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholder places the bid.

13.13. Procedure to be followed by the Eligible Shareholders holding Physical Shares: In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July

31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:

Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents include (i) the Tender form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares) (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN card, (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of NSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.

The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. KFin Technologies Limited ("Registrar") at the address mentioned at Paragraph 16 below or the collection centre of the Registrar details of which will be included in the Letter of Offer, within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date. The envelope should be super-scribed as "Bajaj Consumer Care Limited -Buyback Offer 2024". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.

In case of non-receipt of the completed tender form and other documents, but receipt of equity shares in the account of the clearing corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted.

Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time NSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'

In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

An unregistered shareholder holding physical shares may also tender his Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the shareholder's broker may also process the orders received from the Eligible Shareholders.

METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

The Company will pay the consideration to the Company's Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members for onward transfer to such Eligible Shareholders.

For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

Eligible Shareholder will have to ensure that they keep their DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of equity shares under the Buyback. Further, Eligible Shareholders will have to ensure that they keep the bank account attached to the DP account active and updated to receive credit remittance due to acceptance of Buyback of equity shares by the Company.

Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, the Clearing Corporation will cancel the excess or unaccepted blocked shares. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on

Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback by registered post or by ordinary post or courier at Shareholder's sole risk. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.

The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

The Equity Shares accepted, bought and lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

COMPLIANCE OFFICER

The Company has appointed Vivek Mishra, Head-Legal & Company Secretary as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, on any day except Saturday, Sunday and public holidays during office hours i.e., 10:00 a.m. to 5:00 p.m. at the below-mentioned address:

Vivek Mishra

Head-Legal, Company Secretary and Compliance Officer Membership No.: A21901

Address: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093, Maharashtra, India

Tel. No.: +91 0294-2561631, 2561632; Website: www.bajajconsumercare.com

Email: complianceofficer@baiaiconsumer.com

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any queries, the shareholders may also contact KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on all working days except Saturday, Sunday and public holidays between 11.00 a.m. (IST) to 5.00 p.m. (IST) at the following address:



Address: Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally Hyderabad-500 032, Telangana, India.

Telephone Number: +91 40 6716 2222

Toll-free No.:18003094001 Fax No: +91 40 6716 1563

Website: www.kfintech.com

E-mail: bajajconsumer.buyback@kfintech.com

Investor Grievance Email: einward.ris@kfintech.com

Contact Person: M. Murali Krishna SEBI Registration Number: INR000000221

Validity Period: Permanent

CIN: L72400TG2017PLC117649 MANAGER TO THE BUYBACK



IIFL Securities Limited

24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (W)

Mumbai 400 013, Maharashtra, India Tel: +91 22 4646 4728

Website: www.iiflcap.com Contact Person: Nishita Mody

SEBI Registration Number: INM000010940

E-mail: bajajconsumer.buyback@iiflcap.com

CIN: L99999MH1996PLC132983 DIRECTOR'S RESPONSIBILITY

any misleading information.

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain

> For and on behalf of the Board of Directors of Bajaj Consumer Care Limited

Kushagra Bajaj Jaideep Nandi Vivek Mishra Non-Executive Chairman **Managing Director** Head-Legal & Company Secretary

DIN: 00017575 DIN: 06938480 Membership No.: A21901 Date : June 20, 2024

Place: Mumba

U.P. COOPERATIVE SUGAR FACTORIES FEDERATION LTD 9-A, RANA PRATAP MARG, LUCKNOW-226001 Tel No. (0522) 2612949, (0522) 2628310, Fax: (0522) 2627994 Email: upsugarfed@yahoo.co.in | Website: www.upsugarfed.org

राज्या के सहकारी क्षेत्र में रिधत स्नेहरोड एवं सठियाँव आसवनियों का विलीय वर्ष 2024-25 के दौरान तकनीकी संचालन आउटसोर्सिंग से कराने हेतु पार्टी का चयन करने के लिए अनुसवी निविदादाताओं से ई-निविदाएं आर्मिंत्रत की जाती है। ई-निविदा की विरुत्त नियम व शर्ते ई-टेम्बर पोर्टल https://etender.up.nic.in एवं संघ की वेब साईट

ई-निविदा की तकनीकी ई-निविदा सबिशन ई-निविदा की विस्तीय विड खुलने की तिथि व समय विड खुलने की तिथि व समय 28.06.2024 8.55 AM 28.06.2024 11.00 AM 28.06.2024 3.00 PM प्रबन्ध निदेशक संघ को एक अथवा समस्त निविदाओं को बिना कारण बताये निरस्त करने का अधिकारी सुरक्तित रहेगा

घरोहर धनराशि (ई.एम.डी.)-रू. 10.00 लाख प्रति आसवनी

IndusInd Bank 🕝

Sector-13 Rohini Sector-7 North West Delhi-110085

interest and cost.

Date: 21.06.2024

Details of

properties

free hold rights of the land under the said flat measuring 78 sq. mtrs.

All piece & parcel of Flat No. E-107, First Floor, Category MIG situated in layout

plan of Ekta Cooperative Group Housing Society Ltd. Known as Satya Shant

Apartment at Plot No. 23, Sector-13, Rohini-Delhi, Delhi-110085 alongwith the

Name of Account

Mortgagors/ Guarantors

M/s. Capital Grains (Borrower) through its prop: Mr. Rajesh Kumar, Room Pvt No

Property No. 3999/2, Nava Bazar, New Delhi-110006, Also at: Office No. 112, First Floor

Near Indian Bank, Maharaja Agrasen Shopping Complex, Sector-9, Rohini New Delhi

110085; 2. Mr. Rajesh Kumar (Guarantor) Office No. 112, First Floor, Near Indian Bank

Maharaja Agrasen Shopping Complex, Sector-9, Rohini New Delhi-110085, Also at: E.

107 Ekta Appartment First Floor, Near DC Chowk, Plot No. 23, Sector-13 Rohini Sector-7

North West Delhi-110085; 3. Mrs. Veena Arya (Guarantor) Office No. 112, First Floor,

Near Indian Bank, Maharaja Agrasen Shopping Complex, Sector-9, Rohini New

Delhi-110085, Also at: E-107 Ekta Appartment First Floor, Near DC Chowk, Plot No. 23,

Ref no. UPSUGARFED/8709/GM(AT) Proj Fin/36A Date: 20.06.2024 ई-टेण्डर नोटिस

www.upsugarfed.org पर दिनांक 20.06.2024 से उपलब्ध रहेगी। तकनीकी व विलीय विड का कार्यक्रम निम्नवत है-

PUBLIC NOTICE FOR E-AUCTION FOR SALE OF IMMOVABLE PROPERTIES

E-Auction Sale Notice for Sale of immovable properties mortgaged to IndusInd Bank under Securitisation and Reconstruction of

Financial Assets and Enforcement of Security Interest Act, 2002 ("the Act") read with proviso to Rule 8(6) of the Security Interest

(Enforcement) Rules 2002. Notice is hereby given to the public in general and to the Borrower / Mortgagors / Guarantors in particular that

the Authorised Officer of Industrid Bank Limited had taken Physical Possession of the following property(ies) mentioned pursuant to

demand raised vide notice issued under Section 13(2) of the Act in the following loan account with right to sell the same on "AS IS WHERE

IS, AS IS WHAT IS, WHATEVER IS THERE IS AND WITHOUT RECOURSE BASIS" for realization of Bank's dues plus interest as

detailed hereunder and whereas consequent upon failure to repay the dues, the undersigned in exercise of power conferred under

Section 13(4) of the said Act read with Rule 8 of the said Rules proposes to realize the Bank's dues by sale of the said property(ies). The

sale of the below mentioned properties shall be conducted by way of E-auctions through web portal; https://www.bankeauctions.com

Name and contact details of Authorised Officer- Yatendra Kumar.

Mobile No. 9990799379, E-mail ID:- kumar.yatendra@indusind.com

TERMS & CONDITIONS: 1. The interested bidders shall submit their EMD details and documents through Web Portal

https:www.bankeauctions.com (the user ID & Password can be obtained free of cost by registering name with

https://www.bankeauctions.com) through Login ID & password. The EMD shall be payable through NEFT / RTGS in the following

account: 00053564604005, IFSC Code - INDB0000005 latest by 4:00 PM on or before the dates mentioned in the table above. Please

note that the Cheques shall not be accepted as EMD amount. 2. The Bank shall however not be responsible for any outstanding

statutory dues / encumbrances / tax arrears, if any. The intending bidders should make their own independent inquiries regarding the

encumbrances, title of property(ies) & to inspect & satisfy themselves. Property can be inspected with prior appointment with the

Authorised Officer. 3. The intended bidders who have deposited the EMD and require assistance in creating login ID & password.

uploading data, submitting bid, training on e-bidding process etc., may contact our service provider M/s C1 India Private Limited.

Helpline Nos. 0124-4302020 / 2021 / 2022 / 2023 / 2024, Mr. Mithalesh Kumar, Mob. No. +91-7080804466, email ID:

support@bankeauctions.com and for any property related query may contact the Authorised Officer as mentioned above in office

hours during the working days (10 AM to 5 PM). 4. The highest bid shall be subject to approval of Industrial Bank Limited. Authorised

Officer reserves the right to accept / reject all or any of the offers / bids so received without assigning any reasons whatsoever. His

decision shall be final & binding, 5. In case of any default of respective payment within the stipulated period, the sale will automatically

stand revoked and the entire deposit made by the bidder together with the earnest money shall be forfeited without any notice and the

property(ies) shall be resold. The defaulting bidder shall not have the recourse / claim against the Bank / Authorised Officer. 6. For

STATUTORY 30 DAYS SALE NOTICE UNDER RULE 8(6) & RULE 9(1) OF THE SARFAESI ACT,2002

The borrower / guarantors /mortgagors are hereby notified to pay the sum as mentioned above along with upto date interest and ancillary

expenses before the date of e-Auction, falling which the property will be auctioned / sold and balance due, if any, will be recovered with

Place: Rohini (Delhi)

detailed terms and conditions refer to the Bank's website www.indusind.com and www.bankeauctions.com

ई-निविदा प्रपन्न शुल्क - रू. 10000.00 + 18 प्र.श. जी.एस.टी.। (नान रिफन्डेबल) नोट:- जिन निकिदादाताओं द्वारा दिनांक 18.06.2024 की ई-निविदा में धरोहर राशि जन्म की गयी है उनकी घरोहर राशि इस निविदा में मान्य होगी। निकिया प्रपन्न मुल्क - क. 10000.00 + 18 90 श0 जी.एसटी. सभी पार्टियों को पृथक रूप से जन्म करना अनिवार्य है। प्रावान्य निदेशक



The Tata Power Company Limited (Mundra Thermal Power Station - UMPP) Tunda Vandh Road, Tunda Village, Mundra, Kutch, Gujarat Reg. Office: Bombay House, 24 Homi Modi Street, Mumbai - 400 001

NOTICE INVITING EXPRESSION OF INTEREST The Tata Power Company Limited hereby invites Expression of Interest (EOI) from eligible bidders for the following requirement for 4150 MW UMPP Mundra Thermal Power Station:

Supply and service for gasket replacement work in 310MVA GTs, 63MVA UTs, and 10 MVA UATs (Ref.: MTPS25VS773)

Overhauling Service for Bottom ash and fly ash system (Ref.: MTPS25VS761) Supply, installation & commissioning of online DGA monitoring System for UT/ST (Ref.

Services for Cooling Water system, CEP & VP Overhaul (Ref: 2500018203)

5. Services for GAH Baskets Washing with Remote Operated Hydro-jet system

or prequalification requirements, tender fee, bid security etc., please visit Tender section of our website (URL: https://www.tatapower.com/tender/tenderlist.aspx) and refer detailed Tender Notice for subject tender, Eligible bidders willing to participate in this tender may submit their Expression of Interest along with the Tender Fee latest by 06/07/2024.

FINANCIAL RESTRUCTURING & RECONSTRUCTION GROUP,

Reserve Price

EMD

Bid increase amount

Rs. 1.70 Crore

Rs. 17.00 Lakh

Rs. 1.00 Lakh

New Tower, Bhikaji Cama Place, New Delhi-110066

11th Floor, Hyatt Regency Complex,

Amount as per Demand Notice &

Demand Notice Date

Rs. 2,03,10,715.75 (Rupees Two crore

three Lakh Ten Thousand Seven Hundred

Fifteen and Paise Seventy Five only) as on

31.01.2024 and further interest and penal

interest at the applicable rate of interest from

01.02.2024 and any other costs, charges.

expenses incurred thereon, less credit if any,

Demand Notice Date: 23.02.2024

Date & time

of

E-Auction

26.07.2024

From

10.00 AM

to 11.00 AM

Last Date

of Bid

Submission

24.07.2024

up to

4:00 PM

CENTUM ELECTRONICS LIMITED CIN: L85110KA1993PLC013869

Regd Office: No. 44, KHB Industrial Area, Yelahanka New Town, Bangalore - 560 106, Karnataka, India Tel: 080 - 4143 6000 Email id: investors@centumelectronics.com NOTICE is hereby given that the following share certificates issued by the company are

stated to have been lost or misplaced or stolen and the registered holders of the shares have applied to the company for issue of duplicate share certificate NOTICE OF LOSS OF SHARE CERTIFICATES

NAME OF THE HARE HOLDER	FOLIO NO.	CERTIFICATE. NO.	DISTINC	TIVE NO. TO	SHAR
ACIFIC LEASING &	SCE000408	70408	25201	26650	1450
ESEARCH PVT LTD	industrial section	90328	7428190	7429155	966

The public are hereby warned against purchase or dealing in any way with the above said share certificates. Any person(s) who has/have any claim(s) in respect of the said share certificates should lodge such claim(s) with the company at its registered office at the address given above within 15 days of the publication of the notice after which no claim will be entertained and the company will proceed to issue the duplicate share certificate(s). For CENTUM ELECTRONICS LIMITED

PLACE : BANGALORE INDU HS

DATE : 20.06.2024

Company Secretary & Compliance Officer

(₹ in Lakhs)

PARSVNATH LANDMARK DEVELOPERS PRIVATE LIMITED Regd. Office: Parsvnath Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110 032 CIN: U45201DL2003PTC122489, Tel.: 011-43050100, 43010500; Fax: 011-43050473 E-mail: secretarial@parsvnath.com; website: www.parsvnath.com/pldpl Extracts of Audited Financial Results for the quarter and year ended March 31, 2024

C.		Quarte	r ended	Year ended	
SL. No.	Particulars	31-03-2024	31-03-2023	31-03-2024	31-03-2023
140.		Audited	Audited	Audited	Audited
1	Total Income from Operations	1,564.14	1,146.66	5,590.53	1,648.25
2	Net Profit / (Loss) for the period (before Tax, Exceptional and/or Extraordinary items)	(1,680.87)	(2,211.63)	(6,471.15)	(2,227.54)
3	Net Profit / (Loss) for the period before tax (after Exceptional and/or Extraordinary items)	(1,680.87)	(2,211.63)	(6,471.15)	(2,227.54
4	Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary items)	(1,680.87)	(2,575.56)	(7,365.67)	(7,516.07)
5	Total Comprehensive Income for the period [Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	(1,681.93)	(2,575.56)	(7,366.73)	(7,516.07)
6	Paid up Equity Share Capital	328.21	328.21	328.21	328.21
7	Reserves (excluding Revaluation Reserve)	(32,091.70)	(24,724.97)	(32,091.70)	(24,724.97
8	Net worth	(31,763.49)	(24,396.76)	(31,763.49)	(24,396.76
9	Paid up Debt Capital / Outstanding Debt		-	-	_
10	Debt Equity Ratio	(0.54)	(0.68)	(0.54)	(0.68
11	Earnings Per Share (of Rs.10/- each) (for continuing and discontinued operations) -				
	1. Basic:	(51.25)	(78.47)	(224.46)	(229.01)
	2. Diluted:	N.A.	N.A.	N.A.	N.A
12	Debenture Redemption Reserve	5,000.00	5,000.00	5,000.00	5,000.00
13	Capital Redemption Reserve	- 1	-	-	-
14	Debt Service Coverage Ratio	- '	-	(1.13)	(0.44
	(Since earnings before interest and tax is Negative)				
15	Interest Service Coverage Ratio	-	-	(1.13)	(0.45
	(Since earnings before interest and tax is Negative)			7 1	

a) The above is an extract of the detailed format of financial results filed with the Stock Exchange under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations"). The full format of the financial results are available on the website of BSE Ltd (www.bseindia.com) and the Compnay (www.parsvnath.com/pldpl), The Company's debentures are listed and therefore Regulation 52 of the Listing Regulations is applicable to the Company.

 b) For the other line items referred in Regulation 52 (4) of the Listing Regulations, the pertinent disclosures have been made to BSE Ltd. and can be accessed on the URL www.bseindia.com

c) The above financial results have been approved by the Board of Directors in the meeting held on June 19, 2024. Figures for the quarter and year ended March 31, 2024 have been taken as audited. d) The Company has not received any complaint from the investor during the year ended March 31, 2024 and there was no complaint

pending at the beginning of the year. e) Figures for the previous year/period have been regrouped for the purpose of comparison.

> For and on behalf of the Board Parsynath Landmark Developers Pvt Ltd

Surya Mani Pandey Director DIN: 08250346

LORDS CHLORO ALKALI LIMITED

CIN NO: L24117RJ1979PLC002099 Regd Office: SP-460, Matsya Industrial Area, Alwar-301030 (Rajasthan) Corp. Off.: A-281, 1"Floor, Defence Colony, New Delhi-110024 Phone: 011-40239034/35, Website: www.lordschloro.com E-mail: secretarial@lordschloro.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of Members of the Company will be held on Friday, 12" July, 2024 at 11.00 A.M at Registered Office of the Company at SP-460, Matsya Industrial Area, Alwar-301030 (Rajasthan) to transact the businesses as set out in the Notice dated 17" June, 2024 for convening the EGM.

In line with the aforesaid MCA Circulars dated 28.12.2022, the Notice convening the EGM

along with Attendance Slip and Proxy Form have been sent in electronic mode to Members on 20.06.2024 whose E-mail IDs are already registered with the Company or Depository Participant(s). The requirement of sending the physical copy of the Notice of the EGM to the members has been dispensed with MCA circulars. The Members holding shares in physical form who have not registered their email

addresses with the Company and who wish to receive the Notice of the EGM and e-voting details can write us at secretarial@lordschloro.com. For this purpose they can send scanned copy of signed request letter mentioning folio number, complete address and the email address to be registered along with self-attested copy of the PAN Card and any document supporting the registered address of the Member. Members holding shares in demat form are requested to register their email addresses with their Depository

The Notice of EGM is also available on the Company's website i.e. https://www.lordschloro.com/investor-information.html, NSDL's website i.e.

The documents pertaining to all the items of the business to be transacted in the EGM are open for inspection at the Registered Office of the Company during business hours on any working day upto the date of EGM. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the

(Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide its members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through remote e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (remote e-voting) will be provided by National Securities Depository Limited (NSDL) The details as required under Companies Act, 2013 and rules made thereunder are

Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI

 The Special Businesses as set out in the Notice of EGM may be transacted through remote e-voting.

Date and time of commencement of remote e-Voting: Tuesday 09" July, 2024 at 9.00 A.M. Date and time of end of remote e-Voting: Thursday, 11" July, 2024 at 5.00 P.M.

The cut-off date to determine eligibility to cast vote by e-voting or voting at the EGM through Ballot is Friday, 05" July, 2024.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e Friday, 05" July, 2024 may obtain the sequence number, in case of holding shares in physical form, by sending a request at evoting@nsdl.co.in or

secretarial@lordschloro.com and if the shares are in demat form, please refer the Note no. 11 of Notice of EGM as "Voting through electronic means" of Notice of EGM. Statement as per the requirement of the Act: A. Remote e-voting shall not be allowed beyond 5.00 P.M. on Thursday, 11" July, 2024. B. The facility for casting the vote through Ballot Paper will be made available at the

EGM and the Members attending the EGM who have not cast their vote by means of remote e-Voting shall be able to cast their vote at the EGM through Ballot Paper. The Members who have cast their vote by remote e-Voting may also attend the

EGM but shall not be entitled to cast vote again. D. Aperson, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i e

Friday, 05th July, 2024, shall only be entitled to avail the facility of remote e-Voting as well as the voting in the EGM. g) The Notice of EGM is available on the website of the Company at https://www.lordschloro.com/investor-information.html . on the website of NSDL at https://www.evoting.nsdl.com, on the website of the BSE Limited at www.bseindia.com and on the website of the National Stock Exchange of India Limited at https://www.nseindia.com. For electronic voting instructions, Members

may go through the instructions in the Notice of the EGM and in case you have any query or issue regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at https://www.evoting.nsdl.com/. All grievances connected with the facility for voting by electronic means may be addressed to Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, A wing, 4" Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013, or send an email to

evoting@nsdl.co.in or call on 1800 102 0990/ 1800 224 430. For Lords Chloro Alkali Limited Ajay Virmani

financialexp.epapr.in

Authorised Officer, IndusInd Bank Ltd.

Dated: June 19, 2024

Place : Delhi

Date: 20" June, 2024 Place: New Delhi

Managing Director

bajaj consumer care

BAJAJ CONSUMER CARE LIMITED

Corporate Identity Number (CIN): L01110RJ2006PLC047173

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

Corporate Office: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093, Maharashtra, India

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Contact Person: Vivek Mishra, Head-Legal & Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF BAJAJ CONSUMER CARE LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE ("TENDER OFFER") USING STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of the Company through the tender offer process using the stock exchange mechanism in accordance with Securities and Exchange Board of India ("SEBI") circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and read with the SEBI's circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13 2021 and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 and such other circulars as may be applicable, including any amendments thereof (the "SEBI Circulars") pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II read with Schedule I of the SEBI Buyback Regulations.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

OFFER TO BUYBACK NOT EXCEEDING 57,41,000 (FIFTY SEVEN LAKHS FORTY ONE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEES ONE ONLY) EACH OF THE COMPANY (THE "EQUITY SHARES") AT A PRICE OF INR 290/- (INDIAN RUPEES TWO HUNDRED AND NINETY ONLY) PER EQUITY SHARE, PAYABLE IN CASH THROUGH THE TENDER OFFER ROUTE ON A PROPORTIONATE BASIS USING STOCK EXCHANGE MECHANISM.

- 1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE
- 1.1. The board of directors of the Company (the "Board", which expression shall include any committee constituted and authorised by the Board to exercise its power related to the buyback i.e., the Buyback Committee) at its meeting held on Wednesday, May 8, 2024 (the "Board Meeting" and such date, the "Board Meeting Date"), approved the buyback of up to 57,41,000 (Fifty Seven Lakhs Forty One Thousand) Equity Shares, which represented 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/- (Indian Rupees Two Hundred and Ninety only) per Equity Share (the "Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) (such maximum amount hereinafter referred to as the "Buyback Offer Size") (the process being referred hereinafter as the "Buyback"), from the shareholders/ beneficial owners of Equity Shares of the Company as on the record date. The Buyback Offer Size and the Buyback Offer Price do not include 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")
- The Buyback of the Equity Shares from the shareholders/beneficial owners of the Equity Shares as on the Record Date, being July 2, 2024 (the "Record Date") at the Buyback Offer Price, shall be made on a proportionate basis, through the "tender offer" process using the "Mechanism for acquisition of shares through Stock Exchange" as prescribed by the SEBI. The Buyback Offer Size represents 19:25% and 20:00% of the aggregate of the Company's fully paid-up equity capital and free reserves as per the audited standalone financial statements and audited consolidated financial statements of the Company for the year ended March 31, 2024, respectively, (the latest standalone and consolidated audited financial statements available as on the date of the Board Meeting, recommending the proposal of the Buyback). The Buyback is subject to receipt of such approvals, permissions, consents, sanctions, and exemptions of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from the Reserve Bank of India ("RBI"), the SEBI, the Registrar of Companies, Rajasthan at Jaipur ("RoC"), the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE" and together with the NSE, the "Stock Exchanges") and/or other authorities, institutions or bodies (together with SEBI, RBI, RoC and NSE, the "Appropriate Authorities").
- 1.3. In terms of Regulation 5 (via) of the SEBI Buyback Regulations, the Board or the Buyback Committee may till one working day prior to the Record Date, increase Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in Buyback Offer Size.
- 1.4. The Buyback is pursuant to Article 62 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant Rules made thereunder, (including any statutory amendments(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 (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") (including any statutory amendments(s), alteration(s) modification(s) and re-enactment of the Companies Act or the Rules made thereunder) or the SEBI Buyback Regulations.
- 1.5. The Buyback Offer Size exceeds 10% of the aggregate of the total fully paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2024. Accordingly, the Company sought approval of the shareholders for the Buyback, by way of postal ballot dated May 8, 2024 ("Postal Ballot Notice"), in accordance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) (b) of the Companies Act, 2013. The shareholders of the Company approved the Buyback by way of a special resolution, through postal ballot dated May 8, 2024, the results of which were announced on June 20, 2024.
- 1.6. The Buyback shall be undertaken on a proportionate basis from the eligible shareholders of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars as may be applicable, including any further amendments or statutory
- 1.7. Under the provisions of the Companies Act and the SEBI Buyback Regulations, the Buyback shall not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company. The Buyback Offer Size represents 19.25% and 20.00% of the aggregate of the Company's fully paid-up equity capital and free reserves, respectively, as per the audited standalone and audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and is therefore within the above-mentioned limit.

modifications thereof for the time being in force.

- 1.8. Further, under the Companies Act and the SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to buy back up to 57,41,000 (Fifty Seven Lakhs Forty One Thousand) Equity Shares representing 4.02% Equity Shares in the total paid-up equity capital of the Company, and therefore the same is within the aforesaid 25% limit.
- 1.9. The Buyback of Equity Shares from shareholders who are persons resident outside India, including non-resident Indians, foreign nationals, qualified institutional buyers including foreign portfolio investors and foreign corporate bodies (including erstwhile overseas corporate bodies), etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals, if any, from the RBI under the Foreign Exchange Management Act, 1999 ("FEMA") as amended, and the rules and regulations framed thereunder, and, the Income Tax Act, 1961, as amended, and rules framed thereunder.
- 1.10. In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group (who are the only persons in control of the Company) have an option to participate in the Buyback. In this regard, the Promoter and Promoter group have expressed their intention to not participate in the Buyback vide their letters each dated May 8, 2024.
- 1.11. The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- 1.12. A copy of this Public Announcement is available on the Company's website i.e., www.bajajconsumercare.com, the Manager to the Buyback (as defined in Paragraph 17 below) i.e., www.iiflcap.com, and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the websites of NSE and BSE, i.e., www.nseindia.com and www.bseindia.com respectively, during the period of the Buyback.
- 2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Board at its meeting held on May 8, 2024 considered the accumulated free reserves as well as the cash liquidity reflected in the last audited standalone financial statements and audited consolidated financial statements as on March 31, 2024 and considering these, the Board decided to allocate up to INR 16,649

Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of Equity Shares at a price of INR 290/- (Indian Rupees Two Hundred and Ninety only) per Equity Share for an aggregate maximum amount of INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only).

The Buyback is being undertaken, inter alia, for the following objects:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- b. The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- d. The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.
- 3. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED
- The maximum amount required for Buyback will not exceed INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) (excluding Transaction Costs).
- 3.2. The maximum amount mentioned aforesaid is 19.25% and 20.00% of the aggregate of the fully paid-up equity share capital and free reserves as per both latest audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2024 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which is within the prescribed limit of 25%.
- 3.3. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company, and securities premium account of the Company and any other source as may be permitted by the SEBI Buyback Regulations or the Companies Act.
- 3.4. The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account.
- The Company has neither raised nor does it intend to raise additional debt in connection with the Buyback.
- 4. THE BUYBACK OFFER PRICE AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE

The Equity Shares of the Company are proposed to be bought back at a price of INR 290/(Indian Rupees Two Hundred and Ninety only) per Equity Share.

The Buyback Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

The Buyback Offer Price represents:

- Premium of 26.47% and 25.51% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, during the three months preceding April 29, 2024, being the date when intimation for considering and approving the proposed buyback offer at the Board Meeting was sent to the
- Stock Exchanges ("Intimation Date").
 Premium of 26.91% and 27.06% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, for two weeks preceding the Intimation Date.
- Premium of 25.87% and 26.03% over the closing price of the Equity Shares on BSE and NSE, respectively, on April 26, 2024, being a day preceding the Intimation Date.
- Premium of 12.62% and 12.56% over the closing price of the Equity Shares on BSE and NSE, as on May 7, 2024, being a day preceding the Board Meeting Date.

The closing market price of the Equity Shares as on April 26, 2024, being a day preceding the Intimation Date was INR 230.40 and INR 230.10 on the BSE and NSE respectively. The closing market price of the Equity Shares as on May 7, 2024, being one working day prior to the Board Meeting Date was INR 257.50 and INR 257.65 on the BSE and NSE respectively.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy back up to 57,41,000 fully paid-up Equity Shares of face value of INR 1/- (Indian Rupees One only) each aggregate up to INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only).

The Buyback Size does not include any expenses or Transaction Costs incurred or to be incurred for the Buyback.

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company or such other source as may be permitted by the Buyback Regulations or the Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback

- 6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS
- (i) The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons in control of the Company; (b) the director(s) of the companies which are part of the Promoter and Promoter Group; (c) directors and key managerial personnel ("KMPs") of the Company, as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e. May 8, 2024, is as follows:
- Aggregate shareholding of the Promoters and the members of the Promoter Group and persons in control of the Company:

Sr. No.	Name of the Shareholder	Category	Number of Equity Shares held	Percentage of Equity Shareholding
1.	Bajaj Resources Private Limited	Promoter	5,61,09,900	39.29
2.	KNB Enterprises LLP	Promoter	10,100	0.01
3.	SKB Roop Commercial LLP	Promoter	5,000	Negligible
4.	Mr. Shishir Bajaj	Promoter	Nil	13
5.	Mrs. Minakshi Bajaj	Promoter	Nil	19
6.	Mr. Kushagra Bajaj	Promoter	Nil	8
7.	Mr. Apoorv Bajaj	Promoter	Nil	9
	Total		5,61,25,000	39.30

Aggregate shareholding of the director(s) of the Promoters and Promoter Group:

Sr. No.	Name of the Shareholder	Category	Number of Equity Shares held	Percentage of Equity Shareholding
Î.,	Dilip Kumar Maloo	Director of Bajaj Resources Private Limited	5	Negligible
2.	Suresh Maheshwari	Director of Bajaj Resources Private Limited	Nil	32.0
3.	Komal Agarwal	Director of Bajaj Resources Private Limited	3	Negligible
4.	Kushagra Bajaj	Designated Partner of KNB Enterprises LLP	Nil	533
5.	Balkishan Muchhal	Designated Partner of SKB Roop Commercial LLP	15	Negligible
6.	Rajiv Gandhi	Designated Parter of SKB Roop Commercial LLP and KNB Enterprises LLP	Nil	13K

Aggregate shareholding of directors and key managerial personnel of the Company :

Sr. No.	Name of the Shareholder	Shareholder Designation of Equity Shares he		Percentage of Equity Shareholding	
1.	Kushagra Bajaj				
2.	Jaideep Nandi	Managing Director	1,44,804	0.10	
3.	Sumit Malhotra	Non-Executive Director	21,440	0.02	
4.	Vimal Chandra Nagori	Non-Executive Director	Nil		
5.	Jagdish Acharya	Non-Executive, Independent Director	Nil		
6.	Anupam Dutta	Non-Executive, Independent Director	Nil	-	
7.	K S Narayanan	Non-Executive, Independent Director	Nil	-	
8.	Lilian Jessie Paul	ian Jessie Paul Non-Executive, Independent Director		-	
9,	Dilip Kumar Maloo	Chief Financial Officer	5	Negligible	
10.	Vivek Mishra	Head-Legal & Company Secretary	1	Negligible	

(ii) Aggregate number of Equity Shares purchased or sold by the Promoter and Promoter Group, persons who are in control of the Company, Directors of companies which are part of the Promoter and Promoter Group and Directors and Key Managerial Personnel of the Company during a period of six months preceding the Board Meeting Date at which the Buyback was approved till the date of the Postal Ballot Notice is as follows i.e. May 8, 2024:

Sr. No.	Name of the Shareholder	Number of shares	Nature of transaction	Minimum price (in ₹)	Maximum price (in ₹)	Date of minimum price	Date of maximum price
1.	Jaideep Nandi	1,67,803	ESOP Allotment	1,00	1.00	01/03/2024	01/03/2024
2.	Jaideep Nandi	8,000	Market Sale	202.18	202.18	01/03/2024	01/03/2024
3.	Jaideep Nandi	10,000	Market Sale	217.00	217.00	14/03/2024	14/03/2024
4.	Jaideep Nandi	5,000	Market Sale	220.00	220.00	18/03/2024	18/03/2024

 INTENTION OF THE PROMOTERS AND MEMBERS OF THE PROMOTER GROUP AND PERSONS WHO ARE IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

- 7.1. In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group (who are the only persons in control of the Company) have an option to participate in the Buyback. In this regard, the Promoter and Promoter group have expressed their intention to not participate in the Buyback vide their letters each dated May 8, 2024.
- 8. CONFIRMATIONS FROM COMPANY AS PER THE PROVISIONS OF SEBI BUYBACK REGULATIONS AND COMPANIES ACT:
- All Equity Shares of the Company are fully paid up;
- (ii) The Company shall not issue any Equity Shares or other specified securities from the date of this resolution including by way of bonus issue or convert any outstanding employee stock options/outstanding instruments into Equity Shares till the expiry of the period of Buyback i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- (iii) In terms of the Companies Act, the Company shall not make any further issue of the same kind of Equity Shares or other specified securities including allotment of new equity shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations;
- (iv) In terms of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
- (v) The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (vi) The Buyback Offer Size i.e. INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakh only) does not exceed 25% of the aggregate of the paidup capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024;
- (vii) The number of Equity Shares proposed to be purchased under the Buyback i.e. 57,41,000 (Fifty Seven Lakh Forty One Thousand) Equity Shares does not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2024;
- (viii) There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (ix) The Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- (x) The Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
- (xi) The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
 (xii) The Company shall not utilize any money borrowed from banks or financial institutions for
- the purpose of buying back its Equity Shares;
- (xiii) The Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
 (xiv) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the
- Companies Act;

 (xv) The Company confirms that there are no defaults (either in the past or subsisting) in
- the repayment of deposits (or interest payment thereon), redemption of debentures (or payment of interest thereon) or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company; (xvi) The Company shall not buyback Equity Shares which are locked-in or non-transferable
- until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;

 (xvii) The ratio of the aggregate of secured and unsecured debts away by the Company after
- (xvii) The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up equity share capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024;
- (xviii) The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within 7 (seven) working days of the expiry of the period of Buyback, i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- (xix) The Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- (xx) The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges.
 (xxi) The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- (xxii) The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- (xxiii) The Company has obtained prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender;
- (xxiv) The Company shall not allow buyback of its shares unless the consequent reduction of its share capital is affected; and
- share capital is affected; and

 (xxv) The statements contained in the public announcement and the letter of offer in relation to
 the Buyback shall be true, fair and adequate in all material respects and shall not contain
- any misleading information.

 CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY
- The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:
- immediately following the Board Meeting Date and date on which the result of the special resolution passed by the shareholders' by way of postal ballot ("Postal Ballot Resolution") there will be no grounds on which the Company can be found unable to pay its debts:
- ii) as regards the Company's prospects for the year immediately following the Board Meeting Date, as well as for the year immediate following the date of the Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year,

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the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this resolution and from the date of the Postal Ballot Resolution;

in forming an opinion for the above purposes, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

REPORT BY THE COMPANY'S STATUTORY AUDITOR

Report addressed to the Board by Chopra Vimal & Co., (FRN: 006456C), the Statutory Auditor of the Company on the permissible capital payment and opinion formed by the Board regarding insolvency:

Quote

To.

Bajaj Consumer Care Limited 1231, Solitaire Corporate Park 151 M. Vasanji Road Chakala, Andheri East Mumbai - 400 093 Maharashtra, India

IIFL Securities Limited 24th Floor, One Lodha Place, Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India

(hereinafter referred to as the "Company"

(hereinafter referred to as the "Manager to the Buyback")

Ladies and Gentlemen,

Subject: Statutory Auditors' report in respect of the proposed buyback of equity shares by the Company in terms of clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations").

- This report is issued in accordance with our agreement / engagement letter dated fig. April 29, 2024.
- The Board of Directors of the Company have approved a proposal for buyback of equity shares by the Company at its meeting held on May 8, 2024 ("Board Meeting") in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 as amended (the "Act"), the rules made thereunder, as amended, and the Buyback Regulations.
- We have been engaged by the Company to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buyback by the Company of its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Act and regulations as specified in the Buyback Regulations and on the opinions expressed by the Board of Directors of the Company, as required under the Buyback Regulations.
- The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" (the "Statement") which we have initialed for identification purposes only. The Statement contains the computation of amount of permissible capital payment towards the buyback of equity shares in accordance with the requirements of section 68(2) (c) of the Act and regulation 4(i) of the Buyback Regulations, based on the latest audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024.

Responsibility of the Board of Directors

- The Board of Directors of the Company is responsible for the following:
 - The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013 and the compliance with the Buyback Regulations is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
 - The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date immediately following the date of the resolution passed by the Board of Directors approving the Buyback, and date on which the result of the special resolution passed by the shareholders' by way of postal ballot. The Board of Directors are also responsible for ensuring that the Company complies with the requirements Act and Buyback Regulations.

Auditor's Responsibility

- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
 - whether we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended March 31, 2024;
 - whether the amount of capital payment for the proposed buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations read with the proviso to Regulation 5(i)(b) of the Buyback Regulations, and has been properly determined; and
 - whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following
 - Examined authorisation for buyback from the Articles of Association of the
 - Examined that the amount of capital payment for the buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations;
 - Traced the amounts of paid-up share capital, securities premium account, general reserves and retained earnings as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024;
 - Examined that the ratio of the secured and unsecured debt owed by the Company after the buyback is not more than twice the paid-up capital and its free reserves based on both, the audited standalone and consolidated financial statements of the Company as on March 31, 2024;
 - Examined that all the shares for buyback are fully paid-up;
 - Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2024 (the "Audited Financial Statements") which has been prepared by the Management of the Company on which we have issued our report dated May 8, 2024, and examined budgets and projections prepared by the Management:
 - Inquired if the Board of Directors of the Company, in its meeting held on May 8, 2024, has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
 - Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
 - ix. Examined Directors' declarations for the purpose of buyback and solvency of the Company; and
- Obtained appropriate representations from the Management of the Company. We conducted our examination in accordance with the 'Guidance Note on Reports and Certificates for Special Purposes' issued by Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical

requirements of the Code of Ethics issued by the ICAI.

- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Review of Historical Financial Information, and other assurance and related services engagements.
- The financial statements referred to in paragraph 7 (vi) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 8, 2024. Our audit of these financial statements was conducted in accordance with the Standards on Auditing, as specified under section 143(10) of the Act, and other applicable authoritative pronouncements issued by the ICAI. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

- Based on our examination as above, and the information and explanations given to
 - we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended
 - the amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations read with proviso of Regulation 5(i)(b) of the Buyback Regulations;
 - the Board of Directors, in their meeting held on May 8, 2024, have formed the opinion as specified in clause (x) of Schedule I of the Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state

of affairs, be rendered insolvent within a period of one year from the date of

Restrictions on Use

- Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
- This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include in:
 - Public announcement to be made to the shareholders of the Company;
 - Letter of offer to be filed with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and
 - iii. for providing to the Manager to the Buyback.
- This report can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback.

For Chopra Vimal & Co. Chartered Accountants Firm Registration No. 006456C

Vimal Chopra

Partner Membership No.: 074056

UDIN: 24074056BKHACY5799 Place: Mumbai

Date: May 8, 2024

Statement of permissible capital payment ("the Statement") for the proposed buy back of equity shares.

Statement of computation of the amount of permissible capital payment towards the buy-back of equity shares of Bajaj Consumer Care Limited in accordance with Regulation 4(i) read with proviso of Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and Section 68(2)(c) of the Companies Act, 2013, as amended based on both the audited standalone financial statements and the audited consolidated financial statements as at March 31, 2024:

Computation of permissible capital payment:

(Amount in INR in lakh)

	Particulars	Standalone	Consolidated	
A.	Paid-up Equity Share Capital (1,427.94 Lakhs equity shares of INR 1/- each fully paid-up)	1,427.94	1,427.94	
В.	Free reserves			
	- General reserve	6,512.30	6,512.30	
	- Retained earnings	58,622.69	55,377.78	
	- Securities Premium	19,937.29	19,937.29	
Tota	al free reserves	85,072.28	81,827.37	
	al of paid-up equity share capital and free erves (A+B)	86,500.22	83,255.31	
Act, Sec of S	kimum permissible capital payment in ordance with Section 68(2)(c) of the Companies 2013, as amended and Regulation 4(i) of the urities and Exchange Board of India (Buy-Back Securities) Regulations, 2018 (25% of the total drup equity share capital and free reserves)	21,625.05	20,813.82	
acco Sec of S	cimum permissible capital payment in ordance with proviso to Regulation 5(i)(b) of the urities and Exchange Board of India (Buy-Back Securities) Regulations, 2018 (10% of the total I-up Equity Share Capital and free reserves)	8,650.02	8,325.53	
	ount approved by the Board of Directors in the eting held on May 8, 2024 approving buyback	16,64	19.00	
	back size as a percentage of total paid-up ity Share Capital and free reserves	19.25%	20.0%	

Jaideep Nandi Managing Director DIN: 06938480

D K Maloo Chief Financial Officer Date: May 08, 2024

Date: May 08, 2024 Unquote

PRIOR APPROVALS FROM LENDERS

The Company has obtained prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender.

12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has fixed July 2, 2024, as the record date ("Record Date") for the purpose of determining the entitlement and the names of the Shareholders who will be eligible to participate in the Buyback i.e., Eligible Shareholders.
- In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode via email only, within two (2) working days from the Record Date and that in case any shareholder requires a physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buyback to receive a copy of the letter of offer in physical form and the same shall be provided.
- The Equity Shares to be bought back by the Company as part of the Buyback are divided into two categories; (i) reserved category for Small Shareholders (defined below); and (ii) general category for all other Shareholders ("General Shareholders").
- As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on the stock exchange having the highest trading volume in respect of the Equity Shares, as on the record date, of not more than INR 2,00,000 (Indian Rupees Two Lakh only). For the purpose of classification of a shareholder, as a "Small Shareholder", multiple demat accounts having the same Permanent. Account Number ("PAN"), in case of securities held in the demat form are to be
- In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, in the event of the overall response to the tender offer being in excess of the Buyback Offer Size, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders, over and above their entitlement, in the Buyback,
- In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder Category, the Company will club together the equity shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, if applicable, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is identical.
- (viii) The shareholding of institutional investors like mutual funds, pension funds/ trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the National Securities Depository Limited and the Central Depository Services Limited (together, the "Depositories"). Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data

as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- Shareholders' participation in the Buyback is voluntary. Eligible Shareholders can choose to participate in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any.
- The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account. If the Buyback entitlement for any shareholder is not a round number (i.e., not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. On account of ignoring the fractional entitlement, those Small Shareholders whose entitlement would be zero Equity Shares as on Record Date, will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.
- The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified by SEBI Circulars.
- Participation in the buyback by shareholders may trigger taxation in India and in their country of residence. The buyback transaction would also be subject to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the buyback.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date who have their email IDs registered with the Company/ registrar and transfer agent/ depository. However, on receipt of a request by Registrar to the Buyback and Manager to the Buyback to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and Tender Form were emailed), the same shall be sent physically.

13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 13.1. The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or dematerialised form, as on the Record Date.
- 13.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars ("Stock Exchange Mechanism"), and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 13.3. For implementation of the Buyback, the Company has appointed IIFL Securities Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

IIFL Securities Limited 24th Floor, One Lodha Place, Senapati Bapat Marq Lower Parel (West) Mumbai 400 013 Maharashtra, India Tel: +91 22 4646 4600 E-mail: bajajconsumer.buyback2024@iiflcap.com

Website: www.iiflcap.com Contact Person: Kunal Thakkar/Vishal Hase CIN: L99999MH1996PLC132983 SEBI Registration Number: INZ000164132

13.4. Separate acquisition window (the "Acquisition Window") will be provided by Stock Exchanges to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by Stock Exchanges from time to time.

For purpose of this Buyback Offer, National Stock Exchange of India Limited being the appointed as "Designated Stock Exchange".

- In the event the Shareholder Broker of any Eligible Shareholder is not registered with BSE/ NSE as a trading member/ stockbroker/ then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using web based unique client code application ("UCI online") facility through that BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register himself by using UCI online facility through any other BSE/NSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker i.e., IFL Securities Limited, for guidance to place their bids subject to completion of "know your customer" requirements of the Company Broker.
- 13.6. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.
- 13.7. Eligible Shareholders will have to tender their Equity Shares from same demat account in which they were holding such Equity Shares as on Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in demat account in which the Equity Shares were held on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted, subject to appropriate verification and validation of Registrar.
- 13.8. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 13.9. The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period.
- 13.10. Further, the Company will not accept Equity Shares tendered for Buyback which are under a restraint order of the court for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 13.11. In accordance with SEBI Buyback Regulations 24(v), the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.

13.12. Procedure to be followed by Eligible Shareholders holding Demat Shares:

- Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
- The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and National Securities Clearing Corporation ("Clearing Corporation").
- The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.
- The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository
- and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

Contd.

- Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip (iv) ("TRS") generated by the Exchange Bidding System to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc. In case of nonreceipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the Exchange Bidding System, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to clearing corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by clearing corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the shareholder broker's (seller member's) depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholder places the bid.
- 13.13. Procedure to be followed by the Eligible Shareholders holding Physical Shares: In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:
- Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s). along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents include (i) the Tender form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares) (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN card, (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of NSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares
- The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. KFin Technologies Limited ("Registrar") at the address mentioned at Paragraph 16 below or the collection centre of the Registrar details of which will be included in the Letter of Offer, within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date. The envelope should be super-scribed as "Bajaj Consumer Care Limited -Buyback Offer 2024". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.

- In case of non-receipt of the completed tender form and other documents, but receipt of equity shares in the account of the clearing corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted.
 - Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time NSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- An unregistered shareholder holding physical shares may also tender his Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the shareholder's broker may also process the orders received from the Eligible Shareholders.

METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- The Company will pay the consideration to the Company's Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members for onward transfer to such Eligible Shareholders.
- For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.
- Eligible Shareholder will have to ensure that they keep their DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of equity shares under the Buyback. Further, Eligible Shareholders will have to ensure that they keep the bank account attached to the DP account active and updated to receive credit remittance due to acceptance of Buyback of equity shares by the Company.
- Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, the Clearing Corporation will cancel the excess or unaccepted blocked shares. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on
- (viii) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback by registered post or by ordinary post or courier at Shareholder's sole risk. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the
- (ix)The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market

transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

- The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback
- The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- (xiii) The Equity Shares accepted, bought and lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

15. COMPLIANCE OFFICER

The Company has appointed Vivek Mishra, Head-Legal & Company Secretary as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, on any day except Saturday, Sunday and public holidays during office hours i.e., 10:00 a.m. to 5:00 p.m. at the below-mentioned address:

Vivek Mishra

Head-Legal, Company Secretary and Compliance Officer

Membership No.: A21901

Address: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093, Maharashtra, India

Tel. No.: +91 0294-2561631, 2561632;

Website: www.bajajconsumercare.com

Email: complianceofficer@bajajconsumer.com 16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any queries, the shareholders may also contact KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on all working days except Saturday, Sunday and public holidays between 11.00 a.m. (IST) to 5.00 p.m. (IST) at the following address:

KFINTECH

Address: Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda,

Serilingampally Hyderabad-500 032, Telangana, India Telephone Number: +91 40 6716 2222

Toll-free No.:18003094001 Fax No: +91 40 6716 1563

Website: www.kfintech.com E-mail: bajajconsumer.buyback@kfintech.com

Investor Grievance Email: einward.ris@kfintech.com Contact Person: M. Murali Krishna

SEBI Registration Number: INR000000221

Validity Period: Permanent CIN: L72400TG2017PLC117649

17. MANAGER TO THE BUYBACK

IIFL SECURITIES

IIFL Securities Limited

24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (W)

Mumbai 400 013, Maharashtra, India Tel: +91 22 4646 4728

E-mail: bajajconsumer.buyback@iiflcap.com

Website: www.iiflcap.com Contact Person: Nishita Mody

SEBI Registration Number: INM000010940 CIN: L99999MH1996PLC132983

DIRECTOR'S RESPONSIBILITY

final responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information. For and on behalf of the Board of Directors of

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full and

Bajaj Consumer Care Limited

Kushagra Bajaj	Jaideep Nandi	Vivek Mishra
Non-Executive Chairman DIN: 00017575	Managing Director DIN: 06938480	Head-Legal & Company Secretary Membership No.: A21901
etti tii sessomenio		

Date : June 20, 2024

Place: Mumbai

MIDBI BANK कारण बताओ नोटिस भू तल, 4/65, पदम सिंह रोड, करोल बाग, नई दिल्ली-110005,

फोनः 011- 46465263, 9810449799 उधारकर्ताः अमित कुमार, सी/ओ अमित कुमार एंड संस,

2734, द्वितीय तल, गली रघुनंदन दिल्ली 100006

निम्नलिखित व्यक्तियों को नोटिस दिया जाता है कि धोखाधडी-वाणिज्यिक बैंकों और चुनिंदा एफआई द्वारा दिनांक 01 जुलाई, 2016 ('मास्टर दिशानिर्देश') द्वारा वर्गीकरण और रिपोर्टिंग पर आरबीआई के मास्टर दिशानिर्देशों के अनुसार धोखाधड़ी के रूप में वर्गीकरण के लिए कार्यवाही शुरू कर दी गई है और बैंक द्वारा निम्नलिखित व्यक्तियों को जारी किया गया कारण बताओ नोटिस बिना तामील हुए वापस कर दिया गया है।

	नाम	पता	पदनाम (उधारकर्ता/प्रवर्तक/निर्देशक /भागीदार/मालिक/सहयोगी)
	अमित कुमार, सी/ओ	द्वितीय तल, गली	मालिक
ı	अमित कुमार	रघुनंदन	
	एंड संस,	दिल्ली 100006	

उपरोक्त व्यक्ति, यदि चाहें तो, (क) ऊपर दिए गए पते पर अधोहस्ताक्षरी से पहचान का प्रमाण प्रस्तुत करके तुरंत कारण बताओ नोटिस की प्रति व्यक्तिगत रूप से या विधिवत अधिकृत व्यक्ति द्वारा प्राप्त कर सकते हैं। (ख) इस नोटिस के प्रकाशन की तारीख से 10 दिनों के भीतर कारण बता सकते हैं कि क्यों न उनका नाम मास्टर निर्देशों के अनुसार धोखाधड़ी के रूप में वर्गीकृत किया जाए और बाद में कार्रवाई की जाए।

दिनांकः 21 जून, 2024 स्थानः नई दिल्ली

(डीजीएम खुदरा वसूली नई दिल्ली)



ओरिक्स लीजिंग एंड फाइनेंशियल सर्विसेन इंडिया लिमिटेड (पूर्व में ओएआईएस ऑटो फाइनेंशियल सर्विसेज लिमिटेड के रूप में प्रचलित (ओरिक्स ऑटो इंफ्रास्ट्रक्चर सर्विसेज लिमिटेड की एक सहायक कंपनी) पंजीकृत कार्यालयः प्लॉट नंबर ९४, मरोल को-ऑपरेटिव इंडस्ट्रियल एस्टेट, अंधेरी-कुर्ला रोड, अंधेरी (पूर्व), मुंबई-400059 फोनः + 91 22 2859 5093 / 6707 0100, फैक्सः + 91 22 2852 8549

ईमेलः info@orixindia.com, www.orixindia.com सीआईएनः U74900MH2006PLC163937

(नियम ८(१) प्रतिभूति हित (प्रवर्तन) नियम, २००२)

जबिक, वित्तीय परिसंपत्तियों के प्रतिभृतिकरण एवं पुनर्निर्माण और प्रतिभृति हित प्रवर्तन अधिनियम, 2002 के तहत अधोहस्ताक्षरी **ओरिक्स लीजिंग एंड फाइनेंशियल सर्विसेज इंडिया लिमिटेड** के अधिकृत अधिकारी होने के नाते तथा प्रतिभूति हित (प्रवर्तन) नियम, 2002 के नियम 9 के साथ पठित अधिनियम की धारा 13(2) के तहत प्रदत्त शक्तियों का प्रयोग कर दिनांक 29.03.2024 को मांग नोटिस जारी कर उधारकर्ता / सह-उधारकर्ता / बंधककर्ता के रूप में **सूनीता, संदीप सेजवाल, जय पाल सेजवाल, साहब** कौर और जुली से नोटिस में उल्लेखित राशि रु. 22,41,051.40 / - (रुपये बाईस लाख इकतालिस हजार इक्यावन और चालीस पैसे मात्र) एवं मांग नोटिस से भुगतान / वसूली की तारीख तक अतिरिक्त ब्याज और अन्य शुल्क को उक्त नोटिस की प्राप्ति की तारीख से 60 दिनों के भीतर भुगतान करने के

- 1. उधारकर्ता और सह–उधारकर्ता द्वारा उक्त नोटिस प्राप्त होने के बावजूद और भावी ब्याज और अन्य शुल्कों के साथ पूरी नोटिस राशि चुकाने में विफल रहे है,
- 2 उपर्युक्त को ध्यान में रखते हुए, उधारकर्ताओं और आम जनता को नोटिस दिया जाता है कि अधोहस्ताक्षरी ने उक्त नियमों के नियम 8 के साथ पठित उक्त अधिनियम की धारा 13(4) के तहत उसे प्रदान की गई शक्तियों का प्रयोग करते हुए यहाँ नीचे वर्णित संपत्ति पर 18 जून 2024 को
- 3. उधारकर्ता और सह-उधारकर्ता को विशेष रूप से और आम जनता को एतद्वारा चेतावनी दी जाती है कि वे संपत्ति के साथ कोई भी लेन–देन न करें और संपत्ति के साथ कोई भी लेन–देन करने पर रु. 22,41,051.40 / – (रुपये बाईस लाख इकतालिस हजार इक्यावन और चालीस पैसे मात्र) एवं मांग नोटिस से भुगतान / वसूली की तारीख तक अतिरिक्त ब्याज और अन्य शुल्क उसपर ब्याज, लागत आदि, ओरिक्स लीजिंग एंड फाइनेंशियल सर्विसेज इंडिया लिमिटेड के प्रभार के अधीन होगा।

अचल संपत्ति का विवरण

मद-1: गांव अधचीनी के लाल डोरा के तहत आबादी में, नई दिल्ली-110017 स्थित संपत्ति नं. 105/2 का वह सम्पूर्ण टुकड़ा और अंश ,जिसकी माप 100 वर्ग गज है, खसरा नंबर 251/200 का हिस्सा है, और इसकी सीमा इस प्रकार है: पूर्व: श्री अजब सिंह का मकान, पश्चिम: श्री राम किशन का मकान नंबर 105/2ए, उत्तरः श्री मुनी राम का मकान नंबर 105/3, दक्षिणः रास्ते का अधिकार, गली 04 फीट।

दिल्ली-110017 में स्थित संपत्ति नं. 105/2-ए का वह सम्पूर्ण टुकड़ा और अंश, जिसका माप 286 वर्ग गज है, खसरा नंबर 160 का हिस्सा है, और इस प्रकार घिरा हुआ है: पूर्व: गली 7 फीट चौड़ा /संपत्ति, पश्चिमः गली 12 फीट चौड़ा / मस्जिद, उत्तरः गली 10 फीट चौड़ा, दक्षिणः गली 13 फीट

मद-2: गांव अधचीनी के लाल डोरा के तहत आबादी में, खास, तहसील: हौज खास, नई

दिनांकः 18-06-2024

स्थानः दिल्ली भवदीय. ऋण खाता संख्याः LN000000014674 और LN000000014675 प्राधिकृत अधिकारी ओरिक्स लीजिंग एंड फाइनेंशियल सर्विसेज इंडिया लिमिटेड

M वंडर होम फाइनेंस लिमिटेड MONDER कॉर्पोरेट ऑफिस : 620, छठवीं मॅजिल, नॉर्थ ब्लॉक, वर्ल्ड टंड पार्क. HOME FINANCE मालबीय नगर, जेएलएन रोड, जयपुर- 302017, टेलीफोन: 0141- 4750000

सिक्युरिटाईजेशन अधिनियम 2002 की धारा 13 (2) के अन्तर्गत मांग सूचना पत्र

कम्पनी के प्राधिकृत अधिकारों द्वारा निम्न सूची के अनुसार ऋणी का खाता एन.पी.एन. होने के कारण निम्न तालिका के अनुसार '' वित्तीय आस्तियों का प्रतिभूमिकरण एवं पुनर्गठन और प्रतिभृति हित प्रवर्तन अधिनियम 2002 '' की धारा 13(2) के अन्तर्गत 60 दिन का नोटिस दिया गया था। नोटिस के अनुसार यदि ऋणी/गारण्टर 60 दिवस के अंदर बकाया ऋण राशि जमा नहीं कराते हैं तो ऋण की वसुली बंधक सम्पत्ति को नीलाम करके की जायेगी। डिमाण्ड नोटिस की तामील ना होने के कारण नोटिस की छायाप्रति बंधक सम्पत्ति पर चस्पा की जा चुकी है। अत: आपको यह सुचित किया जाता है कि नोटिस प्रकाशित दिनांक से 60 दिन के अन्दर-अन्दर निम्न तालिका के अनुसार रूपया तथा भविष्य का व्याज, वसुली में होने वाला खर्चा जमा कराये अन्यथा एक्ट की धारा 13 (4) एवं 14 के प्रावधानों के अन्तर्गत निम्न सूची के अनुसार साम्यिक बंधक सम्पत्ति का भौतिक कब्जा लेने एवंइसे नीलामी कर ऋण राशि की वसुली कराने के लिए प्राधिकृत अधिकारी स्वतंत्र हाँगे ।

एवं ऋण खाता संख्या	नोटिस की दिनांक व राशि	बंधक सम्पत्ति का विवरण
(ऋण खाता संख्या) LN34031HP21- 22005980, सुशीला देवी (ऋणी), राज वर्धन (सहऋणी), आशीष (गारंटर)	15-जून-24 ₹ 15,22,931.24 पन्द्रह लाख बाईस हजार नौ सौ इकत्तीस रूपये एवं चौबीस पैसे मात्र 11-जून-24 तक	संपत्ति के सभी अभिन्न अंग स्थित पट्टा खसरा नं. 170/2 मिन मौजा गरहीमाचक, परगना, परवादून, तहसील ऋषिकेश, जिला देहरादून, साई मौंदर के पास, बी. ओ. देहरादून, उत्तराखण्ड 249204, क्षेत्रफल 1107 वर्ग फीट
(ऋण खाता संख्या) LN34045BT23- 24013930, राम बाबू (ऋणी), सुमन रस्तोगी (सहऋणी)	18-जून-24 ₹ 23,35,984.62 तेइस लाख पैतीस हजार नी सौ जौरासी रूपये एवं बासठ पैसे मात्र 14-जून-24 तक	संपत्ति के सभी अभिन्न अंग स्थित मकान नं. 66, खाता नं. 312, खसरा नं. 39ख, ग्राम फुलसुंगी, तहसील रूद्रपुर, जिला उधमसिंह नगर, उत्तराखण्ड, 263153, क्षेत्रफल 600 वर्ग फीट
दिनांकः 19-06-2024 स्थानः उत्तराखण्ड	tu .	प्राधिकृत अधिकार्र वंडर होम फाइनेंस लिमिटे:

कामी (सहकामी (बंधककर्ता (मार्ट्स का नाम 💎 भाग १३ (१) के अल्यांन

की वसूली करने हेत् किया जायेगा।

9 लौह ट्रैक एक्सेल

स्थान : गुड़गांव

दुकान सं. 17 गली सं. 8 अशोक विहार फेज 3 गुड़गांव—122017 में विद्यमान चल

एन्कोर एसेट रिकंस्ट्रक्शन कंपनी प्राइवेट लिभिटेड (एन्कोर एआरसी) earc ईएआरसी-एफपीआई-001-ट्रस्ट के ट्रस्टी के रूप में अपनी क्षमता के अंतर्गत कार्यरत 5वां तल, भूखंड सं. 137, सेक्टर-४४, गुरूग्राम - 122 002, हरियाणा

प्रतिभृति हित (प्रवर्तन) नियमावली 2002 के नियम 6(2) के प्रावधान के साथ पठित वित्तीय परिसम्पत्तियों के प्रतिभृतिकरण एवं पुनर्निर्माण तथा प्रतिभृति हित प्रवर्तन अधिनियम 2002 के अंतर्गत चल परिसंपत्तियों के विक्रयार्थ ई-नीलामी विक्रय सूचना। एतद्द्वारा सर्वसाधारण को तथा विशेष रूप में ऋणधारक(कों) और गारंटर(रों) को सूचित किया जाता है कि एन्कोर एसेट रिकंस्ट्रक्शन कंपनी प्राइवेट लिमिटेड, ईएआरसी-एफपीआई-001-ट्रस्ट के ट्रस्टी के रूप में अपनी क्षमता के अंतर्गत कार्यरत् (''प्रतिभूत ऋणदाता'') के पास

ई-नीलामी विक्रय सुचना

दृष्टिबंधककृत / गिरवीकृत / प्रभारित निम्न विवरिणत चल संपत्ति, जिसका भौतिक अधिग्रहण प्रतिभूत ऋणदाता के प्राधिकृत अधिकारी द्वारा किया जा चुका है, का विक्रय ''जैसी है जहां है'', ''जैसी है जो है'' और ''वहां जो कुछ भी है'' आधार पर 25–07–2024 को किया जायेगा, और यह विक्रय मैसर्स इन्नोवेशन टेक्निक्स कॉर्पोरेशन, श्री संजीव शर्मा (गारंटर) तथा श्रीमती रीना शर्मा (गारंटर / बंधककर्ता) की ओर से प्रतिभूत ऋणदाता को देय—भृग्तेय, 11—05—2023 के अनुसार रु. 84,97,927 / — (रुपये चौरासी लाख सत्तानबे हजार नौ सौ सत्ताईस मात्र) की एक राशि

15,00,000/-

ई-नीलामी की समयावधि में आरक्षित मूल्य (आरपी), धरोहर राशि जमा (ईएमडी) तथा न्यूनतम वृद्धि राशि (एमआईए) निम्नानुसार होगी एमआईए नीलामी की चल दृष्टिबंधककृत परिसंपत्तियों का विवरण ईएमडी

दृष्टि	बंधककृत परिसंपत्तियाँ			330 300 3	12 से 1 ब के मध्य
		अनुलग्नव	ह 1− दृष्टि	इबंधककृत मदों की सूची	
क्र. सं.	मशीनरी का नाम	प्रमात्रा	क्र. सं.	मशीनरी का नाम	प्रमात्रा
1	सिलिंडर्स	5	11	स्प्लिट एसी	2
2	सीएनसी प्लार्मा कटिंग मशीनें	1	12	लॉकर	1
3	खरात मशीनें – (छोटी)	4	13	टेबल	3
4	एयर कम्प्रेसर	1	14	आलमारी	1
5	लौह स्टैंड	23	15	लकड़ी की साइड टेबल	1
6	वैल्डिंग मशीन	10	16	आलमारी	1
7	खरात मशीन (बड़ी)	2	17	गैस सिलिंडर्स	6
8	खरात स्टैंड	2	18	विंडो कूलर	2

जल का टैंक

10 कुर्सी 20 कबाड़ की मदें यदि ई—नीलामी की तिथि को सार्वजनिक अवकाश घोषित होता है तो तिथि स्वतः ही ठीक अगले कार्यदिवस तक विस्तार पा लेगी। विस्तुत नियमों एवं शर्तों के लिये कृपया प्रतिभूत ऋणदाता की वेबसाइट अर्थात http://www.encorearc.com/ में उपलब्ध लिंक का संदर्भ

sachin.kumar@encorearc.com पर संपर्क कर सकते हैं। हस्ता./-दिनांक : 20-06-2024

किसी स्पष्टीकरण / जानकारी के लिये, इच्छक पक्षकारगण, प्रतिभृत ऋणदाता के प्राधिकृत प्रतिनिधि से मोबाइल नं. 9873181249 अथवा ईमेल

श्री सचिन कुमार प्राधिकृत अधिकारी एन्कोर एसेट रिकंस्ट्रक्शन कंपनी प्राइवेट लिमिटेड www.readwhere.com

तिथि एवं समय

25.07.2024 को

(रू.)

10,000/-

1,50,000/-

Indian Bank इंडियन बेंक भारत सरकार का उपक्रम) **ALLAHABAD** 🛕 इलाहाबाद

दबावग्रस्त आस्ति प्रबन्धन शाखा प्रथम तल, मुख्य शाखा भवन, हजरतगंज, लखनऊ-226001, फोन नं0- 0522-2288988

परिशिष्ट-IV-A'' (नियम 8 (6) परन्तुक देखें)

अचल संपत्तियों की बिक्री के लिए बिक्री नोटिस वित्तीय आस्तियों का प्रतिभृतिकरण एवं पुनर्गठन तथा प्रतिभृति हित के प्रवर्तन अधिनियम (सरफेसी) 2002 की

धारा 13(4) के पठित नियम 8(6) के अन्तर्गत बैंक में बंधक रखी अचल सम्पत्तियों की ई-नीलामी की सूचना

एतदद्वारा आम जनता को एवं विशेष रूप से ऋणी और जमानतकर्ता को सूचित किया जाता है कि नीचे वर्णित अचल सम्पत्तियां ऋण के सापेक्ष प्रतिभृति लेनदार को बंधक की गई है, जिसका रचनात्मक कब्जा प्राधिकृत अधिकारी, इंडियन बैंक, द्वारा ले लिया गया है। इंडियन बैंक, सुरक्षित ऋणदाता द्वारा रू. 7,02,01,772.00 (सात करोड़ दो लाख एक हजार सात सी बहत्तर मात्र) की वसूली हेत् "जैसा है जहां है", "जैसा है जो है" और "जो कुछ भी है" के आधार पर दिनांक 08/07/2024 को विक्रय की जायेगी। उपरोक्त राशि पर दिनांक 29.04.2017 से ब्याज व अन्य प्रभार, इंडियन बैंक, दबावग्रस्त आस्ति प्रबन्धन शाखा लखनऊ, सुरक्षित ऋणदाता को देय है, द्वारा:-

 मेसर्स एफ आई मेमोरियल वेलफेयर सोसाइटी श्री सिराज इकबाल (ट्रस्टी) के माध्यम से, पंजीकृत कार्यालयः पब्लिशिंग हाउस कम्पाउण्ड, 37 केंट रोड, लखनऊ-226 001 (उ०प्र०), 2. श्री सिराज इकबाल पुत्र श्री इकबाल अहमद (ट्रस्टी, बंधककर्ता एवं जमानतकर्ता के रूप में), पताः पब्लिशिंग हाउस कम्पाउण्ड, 118/86ख, केंट रोड, लखनऊ-226001 (उ०प्र0), 3. श्रीमती फरजाना सिराज पत्नी श्री सिराज इकबाल (सदस्य, बंधककर्ता एवं जमानतकर्ता के रूप में), पताः पब्लिशिंग हाउस कम्पाउण्ड, 118/86ख, केंट रोड, लखनऊ-226001 (उ०प्र०), 4. श्रीमती रूखसाना अबरार, (उपाध्यक्ष एवं जमानतकर्ता के रूप में), पता: फ्लैट सं० २०९, एफ.आई. टावर, ३७-केंट रोड, लखनऊ-२२६००१ (उ०प्र०), **5. श्रीमती माला गृप्ता** पुत्री श्री विद्या राम गृप्ता (कोषाध्यक्ष एवं जमानतकर्ता के रूप में), पताः 1-लोकमान्यगंज, चारबाग, लखनऊ-226001 (उ०प्र०), 6. मोहम्मद यूसुफ (सोसाइटी के सदस्य के रूप में), पता: 105, 106 एफ.आई. टावर, केंट रोड, लखनऊ-226001 (उ०प्र०), 7. श्री मोनिस इकबाल पुत्र स्वर्गीय इकबाल अहमद (मृतक जमानतकर्ता-श्री इकबाल अहमद के कानूनी उत्तराधिकारी की क्षमता में), पताः पब्लिशिंग हाउस कम्पाउण्ड, 118/86ख, केंट रोड, लखनऊ-226001 (उ०प्र०), 8, श्री मोहसिन इकबाल पुत्र स्वर्गीय इकबाल अहमद (मृतक जमानतकर्ता- श्री इकबाल अहमद के कानूनी उत्तराधिकारी की क्षमता में), पताः पब्लिशिंग हाउस कम्पाउण्ड, 118/86ख, केंट रोड, लखनऊ-226001 (उ०प्र0)

ई-नीलामी मोड के माध्यम से बिक्री के लिए लाई जाने वाली संपत्तियों का विशिष्ट विवरण नीचे दिया गया है:

बंधक संपत्ति का विवरण:- सम्पूर्ण भूमि सम्पत्ति के सभी भाग एवं खण्ड (जिस पर अस्पताल कार्यरत है और प्रस्तावित अस्पताल / मेडिकल कॉलेज भवन का निर्माण किया जाना है) स्थित लखनऊ-कानपुर राजमार्ग के दाहिनी और ग्राम-बेजेहरा, परगना एवं तहसील-हसनगंज, जिला-उन्नाव में स्थित है, मैसर्स एफ.आई, मेमोरियल वेलफेयर सोसाइटी के नाम पर चौहदी: जैसा कि शीर्षक विलेख में उल्लिखित है।

		QR C	ODE		
बँक की वेबसाइट	ई-नीलामी वेबसाइट	दस्तावेज (बिक्री सूचना राशि)	सम्पत्ति का स्थान	सम्पत्ति का वीडिया	सम्पत्ति के चित्र
	V21.09		76550	6x	

सम्पत्ति पर अधिभार	ज्ञात नहीं
आरक्षित मूल्य	₹ 49,51,96,000/-
ईएमडी राशि	₹ 4,95,19,600/-
बिड वृद्धिशील राशि	₹ 1,00,000/-
ई-नीलामी सेवा प्रदाता के प्लेटफॉर्म https://www.mstcecommerce.com/auctionhome/ibapi पर ई-नीलामी की तिथि एवं समय	दिनांक 08/07/2024 समय प्रातः 11:00 बजे से सायं 04:00 बजे तक
सम्पत्ति आईडी सं0	IDIB6423202408
AND THE RESIDENCE OF THE PARTY	

बोलीदाताओं को सलाह दी जाती है कि वे ऑनलाइन बोली में भाग लेने के लिए हमारे ई-नीलामी सेवा प्रदाता एमएसटीसी लिमिटेंड की वेबसाइट (https://www.mstcecommerce.com/auctionhome/ibapi) देखें। तकनीकी सहायता के लिए कृपया एमएसटीसी हेल्पडेस्क नंबर 033-23400020 / 23400021 / 23400022 और सेवा प्रदाताओं के हेल्प डेस्क में उपलब्ध अन्य हेल्प लाइन नंबरों पर कॉल करें। एमएसटीसी लिमिटेड के साथ पंजीकरण के लिए कृपया ibapiop@mstcecommerce.com पर संपर्क करें और ईएमडी स्थिति के लिए क्पया ibapifin@mstcecommerce.com पर संपर्क करें।

संपत्ति विवरण और संपत्ति की तस्वीर और नीलामी के नियम और शर्तों के लिए कृपया देखें: https://ibapi.in और इस पोर्टल से संबंधित स्पष्टीकरण के लिए, कृपया हेल्प लाइन नंबर '18001025026' और '011-41106131' पर संपर्क करें। बोलीदाताओं को सलाह दी जाती है कि वे वेबसाइट https://ibapi.in एवं www.mstcecommerce.com पर सम्पत्ति की खोज करते समय ऊपर उल्लिखित संपत्ति आईडी नंबर का उपयोग करें।

प्राधिकृत अधिकारी दिनांकः 18.06.2024 स्थानः लखनऊ

bajaj consumer care

BAJAJ CONSUMER CARE LIMITED

Corporate Identity Number (CIN): L01110RJ2006PLC047173

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

Corporate Office: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093, Maharashtra, India
Tel: +91 0294-2561631 | Website: www.bajajconsumercare.com | E-mail: complianceofficer@bajajconsumer.com
Contact Person: Vivek Mishra, Head-Legal & Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF BAJAJ CONSUMER CARE LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE ("TENDER OFFER") USING STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of the Company through the tender offer process using the stock exchange mechanism in accordance with Securities and Exchange Board of India ("SEBI") circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and read with the SEBI's circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13 2021 and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 and such other circulars as may be applicable, including any amendments thereof (the "SEBI Circulars") pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II read with Schedule I of the SEBI Buyback Regulations.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

OFFER TO BUYBACK NOT EXCEEDING 57,41,000 (FIFTY SEVEN LAKHS FORTY ONE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEES ONE ONLY) EACH OF THE COMPANY (THE "EQUITY SHARES") AT A PRICE OF INR 290/- (INDIAN RUPEES TWO HUNDRED AND NINETY ONLY) PER EQUITY SHARE, PAYABLE IN CASH THROUGH THE TENDER OFFER ROUTE ON A PROPORTIONATE BASIS USING STOCK EXCHANGE MECHANISM.

- 1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE
- The board of directors of the Company (the "Board", which expression shall include any committee constituted and authorised by the Board to exercise its power related to the buyback i.e., the Buyback Committee) at its meeting held on Wednesday, May 8, 2024 (the "Board Meeting" and such date, the "Board Meeting Date"), approved the buyback of up to 57.41,000 (Fifty Seven Lakhs Forty One Thousand) Equity Shares, which represented 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/- (Indian Rupees Two Hundred and Ninety only) per Equity Share (the "Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) (such maximum amount hereinafter referred to as the "Buyback Offer Size") (the process being referred hereinafter as the "Buyback"), from the shareholders/ beneficial owners of Equity Shares of the Company as on the record date. The Buyback Offer Size and the Buyback Offer Price do not include 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")
- The Buyback of the Equity Shares from the shareholders/beneficial owners of the Equity Shares as on the Record Date, being July 2, 2024 (the "Record Date") at the Buyback Offer Price, shall be made on a proportionate basis, through the "tender offer" process using the "Mechanism for acquisition of shares through Stock Exchange" as prescribed by the SEBI. The Buyback Offer Size represents 19.25% and 20.00% of the aggregate of the Company's fully paid-up equity capital and free reserves as per the audited standalone financial statements and audited consolidated financial statements of the Company for the year ended March 31, 2024, respectively, (the latest standalone and consolidated audited financial statements available as on the date of the Board Meeting, recommending the proposal of the Buyback). The Buyback is subject to receipt of such approvals, permissions, consents, sanctions, and exemptions of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from the Reserve Bank of India ("RBI"), the SEBI, the Registrar of Companies, Rajasthan at Jaipur ("RoC"), the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE" and together with the NSE, the "Stock Exchanges") and/or other authorities, institutions or bodies (together with SEBI, RBI, RoC and NSE, the "Appropriate Authorities").
- 1.3. In terms of Regulation 5 (via) of the SEBI Buyback Regulations, the Board or the Buyback Committee may till one working day prior to the Record Date, increase Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in Buyback Offer Size.
- 1.4. The Buyback is pursuant to Article 62 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant Rules made thereunder, (including any statutory amendments(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 (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") (including any statutory amendments(s), alteration(s) modification(s) and re-enactment of the Companies Act or the Rules made thereunder) or the SEBI Buyback Regulations.
- 1.5. The Buyback Offer Size exceeds 10% of the aggregate of the total fully paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2024. Accordingly, the Company sought approval of the shareholders for the Buyback, by way of postal ballot dated May 8, 2024 ("Postal Ballot Notice"), in accordance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) (b) of the Companies Act, 2013. The shareholders of the Company approved the Buyback by way of a special resolution, through postal ballot dated May 8, 2024, the results of which were announced on June 20, 2024.
- 1.6. The Buyback shall be undertaken on a proportionate basis from the eligible shareholders of the Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars as may be applicable, including any further amendments or statutory modifications thereof for the time being in force.
- 1.7. Under the provisions of the Companies Act and the SEBI Buyback Regulations, the Buyback shall not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company. The Buyback Offer Size represents 19.25% and 20.00% of the aggregate of the Company's fully paid-up equity capital and free reserves, respectively, as per the audited standalone and audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and is therefore within the above-mentioned limit.
- 1.8. Further, under the Companies Act and the SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to buy back up to 57,41,000 (Fifty Seven Lakhs Forty One Thousand) Equity Shares representing 4.02% Equity Shares in the total paid-up equity capital of the Company, and therefore the same is within the aforesaid 25% limit.
- 1.9. The Buyback of Equity Shares from shareholders who are persons resident outside India, including non-resident Indians, foreign nationals, qualified institutional buyers including foreign portfolio investors and foreign corporate bodies (including erstwhile overseas corporate bodies), etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals, if any, from the RBI under the Foreign Exchange Management Act, 1999 ("FEMA") as amended, and the rules and regulations framed thereunder, and, the Income Tax Act, 1961, as amended, and rules framed thereunder.
- 1.10. In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group (who are the only persons in control of the Company) have an option to participate in the Buyback. In this regard, the Promoter and Promoter group have expressed their intention to not participate in the Buyback vide their letters each dated May 8, 2024.
- 1.11. The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- 1.12. A copy of this Public Announcement is available on the Company's website i.e., www.bajajconsumercare.com, the Manager to the Buyback (as defined in Paragraph 17 below) i.e., www.iiflcap.com, and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the websites of NSE and BSE, i.e., www.nseindia.com and www.bseindia.com respectively, during the period of the Buyback.
- 2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Board at its meeting held on May 8, 2024 considered the accumulated free reserves as well as the cash liquidity reflected in the last audited standalone financial statements and audited consolidated financial statements as on March 31, 2024 and considering these, the Board decided to allocate up to INR 16,649

Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of Equity Shares at a price of INR 290/- (Indian Rupees Two Hundred and Ninety only) per Equity Share for an aggregate maximum amount of INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only).

The Buyback is being undertaken, inter alia, for the following objects:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- b. The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- d. The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.
- 3. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED
- The maximum amount required for Buyback will not exceed INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) (excluding Transaction Costs).
- 3.2. The maximum amount mentioned aforesaid is 19.25% and 20.00% of the aggregate of the fully paid-up equity share capital and free reserves as per both latest audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2024 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which is within the prescribed limit of 25%.
- 3.3. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company, and securities premium account of the Company and any other source as may be permitted by the SEBI Buyback Regulations or the Companies Act.
- 3.4. The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account.
- 3.5. The Company has neither raised nor does it intend to raise additional debt in connection with the Buyback.
 - THE BUYBACK OFFER PRICE AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE

The Equity Shares of the Company are proposed to be bought back at a price of INR 290/-(Indian Rupees Two Hundred and Ninety only) per Equity Share.

The Buyback Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

The Buyback Offer Price represents:

- Premium of 26.47% and 25.51% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, during the three months preceding April 29, 2024, being the date when intimation for considering and approving the proposed buyback offer at the Board Meeting was sent to the Stock Exchanges ("Intimation Date").
- Premium of 26.91% and 27.06% over the volume weighted average market price
 of the Equity Shares on BSE and NSE respectively, for two weeks preceding the
 Intimation Date.
- Premium of 25.87% and 26.03% over the closing price of the Equity Shares on BSE and NSE, respectively, on April 26, 2024, being a day preceding the Intimation Date.
- Premium of 12.62% and 12.56% over the closing price of the Equity Shares on BSE and NSE, as on May 7, 2024, being a day preceding the Board Meeting Date.

The closing market price of the Equity Shares as on April 26, 2024, being a day preceding the Intimation Date was INR 230.40 and INR 230.10 on the BSE and NSE respectively. The closing market price of the Equity Shares as on May 7, 2024, being one working day prior to the Board Meeting Date was INR 257.50 and INR 257.65 on the BSE and NSE respectively.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO

The Company proposes to buy back up to 57,41,000 fully paid-up Equity Shares of face value of INR 1/- (Indian Rupees One only) each aggregate up to INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only).

The Buyback Size does not include any expenses or Transaction Costs incurred or to be incurred for the Buyback.

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company or such other source as may be permitted by the Buyback Regulations or the Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback

- 6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS
- (i) The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons in control of the Company; (b) the director(s) of the companies which are part of the Promoter and Promoter Group; (c) directors and key managerial personnel ("KMPs") of the Company, as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e. May 8, 2024, is as follows:
- Aggregate shareholding of the Promoters and the members of the Promoter Group and persons in control of the Company:

Sr. No.	Name of the Shareholder	Category	Number of Equity Shares held	Percentage of Equity Shareholding
1.	Bajaj Resources Private Limited	Promoter	5,61,09,900	39.29
2.	KNB Enterprises LLP	Promoter	10,100	0.01
3.	SKB Roop Commercial LLP	Promoter	5,000	Negligible
4.	Mr. Shishir Bajaj	Promoter	Nil	-
5.	Mrs. Minakshi Bajaj	Promoter	Nil	-
6.	Mr. Kushagra Bajaj	Promoter	Nil	
7.	Mr. Apoorv Bajaj	Promoter	Nil	
	Total		5,61,25,000	39.30

 Aggregate shareholding of the director(s) of the Promoters and Promoter Group:

Sr. No.	Name of the Shareholder	Category	Number of Equity Shares held	Percentage of Equity Shareholding
1.	Dilip Kumar Maloo	Director of Bajaj Resources Private Limited	5	Negligible
2.	Suresh Maheshwari	Director of Bajaj Resources Private Limited		
3.	Komal Agarwal	Director of Bajaj Resources Private Limited	3	Negligible
4.	Kushagra Bajaj	Designated Partner of KNB Enterprises LLP	Nil	•
5.	Balkishan Muchhal	Designated Partner of SKB Roop Commercial LLP	15	Negligible
6.	Rajiv Gandhi	Designated Parter of SKB Roop Commercial LLP and KNB Enterprises LLP	Nil	•

c. Aggregate shareholding of directors and key managerial personnel of the Company:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares held	Percentage of Equity Shareholding
1.	Kushagra Bajaj	Chairman & Non- Executive, Non- Independent Director	Nil	1-
2.	Jaideep Nandi	Managing Director	1,44,804	0.10
3.	Sumit Malhotra	Non-Executive Director	21,440	0.02
4.	Vimal Chandra Nagori	Non-Executive Director	Nil	
5.	Jagdish Acharya	Non-Executive, Independent Director	Nil	(-
6.	Anupam Dutta	Non-Executive, Independent Director	Nil	1
7.	K S Narayanan	Non-Executive, Independent Director	Nil	(.
8.	Lilian Jessie Paul	Non-Executive, Independent Director	Nil	0
9.	Dilip Kumar Maloo	Chief Financial Officer	5	Negligible
10.	Vivek Mishra	Head-Legal & Company Secretary	1	Negligible

Aggregate number of Equity Shares purchased or sold by the Promoter and Promoter Group, persons who are in control of the Company, Directors of companies which are part of the Promoter and Promoter Group and Directors and Key Managerial Personnel of the Company during a period of six months preceding the Board Meeting Date at which the Buyback was approved till the date of the Postal Ballot Notice is as follows i.e. May 8, 2024:

	Name of the Shareholder	Number of shares	Nature of transaction	price	Maximum price (in ₹)	Date of minimum price	Date of maximum price
1.	Jaideep Nandi	1,67,803	ESOP Allotment	1.00	1.00	01/03/2024	01/03/2024
2.	Jaideep Nandi	8,000	Market Sale	202.18	202.18	01/03/2024	01/03/2024
3.	Jaideep Nandi	10,000	Market Sale	217.00	217.00	14/03/2024	14/03/2024
4.	Jaideep Nandi	5,000	Market Sale	220.00	220.00	18/03/2024	18/03/2024

- INTENTION OF THE PROMOTERS AND MEMBERS OF THE PROMOTER GROUP AND PERSONS WHO ARE IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK
- 7.1. In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group (who are the only persons in control of the Company) have an option to participate in the Buyback. In this regard, the Promoter and Promoter group have expressed their intention to not participate in the Buyback vide their letters each dated May 8, 2024.
- 8. CONFIRMATIONS FROM COMPANY AS PER THE PROVISIONS OF SEBI BUYBACK REGULATIONS AND COMPANIES ACT:
- (i) All Equity Shares of the Company are fully paid up;
- (ii) The Company shall not issue any Equity Shares or other specified securities from the date of this resolution including by way of bonus issue or convert any outstanding employee stock options/outstanding instruments into Equity Shares till the expiry of the period of Buyback i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- iii) In terms of the Companies Act, the Company shall not make any further issue of the same kind of Equity Shares or other specified securities including allotment of new equity shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations;
- (iv) In terms of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
- (v) The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (vi) The Buyback Offer Size i.e. INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakh only) does not exceed 25% of the aggregate of the paidup capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024;
- (vii) The number of Equity Shares proposed to be purchased under the Buyback i.e. 57,41,000 (Fifty Seven Lakh Forty One Thousand) Equity Shares does not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2024;
- (viii) There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (ix) The Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;

The Company shall not withdraw the Buyback offer after the public announcement of the

- Buyback is made;

 (xi) The Company shall comply with the statutory and regulatory timelines in respect of
- (xi) The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
 (xii) The Company shall not utilize any money borrowed from banks or financial institutions for
- the purpose of buying back its Equity Shares;
 (xiii) The Company shall not directly or indirectly purchase its own Equity Shares through any
- subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;

 (xiv) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the
- Companies Act;

 (xv) The Company confirms that there are no defaults (either in the past or subsisting) in
- the repayment of deposits (or interest payment thereon), redemption of debentures (or payment of interest thereon) or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- (xvi) The Company shall not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
 (xvii) The ratio of the aggregate of secured and unsecured debts owed by the Company after
- the Buyback shall not be more than twice its paid-up equity share capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024;

 (xviii) The Equity Shares bought back by the Company will be extinguished and physically
- destroyed in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within 7 (seven) working days of the expiry of the period of Buyback, i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;

 (xix) The Company shall transfer from its free reserves or securities premium account and/
- or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- (xx) The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges.

 (xxi) The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- (xxii) The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- (xxiii) The Company has obtained prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior
- consent of its lenders, if any, in case of breach of any covenant with such lender;

 (xxiv) The Company shall not allow buyback of its shares unless the consequent reduction of its share capital is affected; and
- (xxv) The statements contained in the public announcement and the letter of offer in relation to the Buyback shall be true, fair and adequate in all material respects and shall not contain any misleading information.
- any misleading information.

 9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY
- The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that: immediately following the Board Meeting Date and date on which the result of the special

as regards the Company's prospects for the year immediately following the Board

- i) immediately following the Board Meeting Date and date on which the result of the special resolution passed by the shareholders' by way of postal ballot ("Postal Ballot Resolution") there will be no grounds on which the Company can be found unable to pay its debts;
- Meeting Date, as well as for the year immediate following the date of the Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year,

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the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this resolution and from the

in forming an opinion for the above purposes, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

10. REPORT BY THE COMPANY'S STATUTORY AUDITOR

Report addressed to the Board by Chopra Vimal & Co., (FRN: 006456C), the Statutory Auditor of the Company on the permissible capital payment and opinion formed by the Board regarding insolvency:

Bajaj Consumer Care Limited 1231, Solitaire Corporate Park 151 M. Vasanji Road Chakala, Andheri East Mumbai - 400 093 Maharashtra, India

IIFL Securities Limited 24th Floor, One Lodha Place, Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India

(hereinafter referred to as the "Company"

hereinafter referred to as the "Manager to the Buyback")

Ladies and Gentlemen,

Subject: Statutory Auditors' report in respect of the proposed buyback of equity shares by the Company in terms of clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations").

- This report is issued in accordance with our agreement / engagement letter dated April 29, 2024.
- The Board of Directors of the Company have approved a proposal for buyback of equity shares by the Company at its meeting held on May 8, 2024 ("Board Meeting") in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 as amended (the "Act"), the rules made thereunder, as amended, and the **Buyback Regulations**
- We have been engaged by the Company to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buyback by the Company of its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Act and regulations as specified in the Buyback Regulations and on the opinions expressed by the Board of Directors of the Company, as required under the Buyback Regulations
- The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" (the "Statement") which we have initialed for identification purposes only. The Statement contains the computation of amount of permissible capital payment towards the buyback of equity shares in accordance with the requirements of section 68(2) (c) of the Act and regulation 4(i) of the Buyback Regulations, based on the latest audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024.

Responsibility of the Board of Directors

- The Board of Directors of the Company is responsible for the following:
 - The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013 and the compliance with the Buyback Regulations is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
 - The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date immediately following the date of the resolution passed by the Board of Directors approving the Buyback, and date on which the result of the special resolution passed by the shareholders' by way of postal ballot. The Board of Directors are also responsible for ensuring that the Company complies with the requirements Act and Buyback Regulations.

Auditor's Responsibility

- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria"
 - whether we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended March 31, 2024;
 - whether the amount of capital payment for the proposed buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations read with the proviso to Regulation 5(i)(b) of the Buyback Regulations, and has been properly
 - whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following
 - Examined authorisation for buyback from the Articles of Association of the Company;
 - Examined that the amount of capital payment for the buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations;
 - iii. Traced the amounts of paid-up share capital, securities premium account, general reserves and retained earnings as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024;
 - Examined that the ratio of the secured and unsecured debt owed by the Company after the buyback is not more than twice the paid-up capital and its free reserves based on both, the audited standalone and consolidated financial statements of the Company as on March 31, 2024;
 - Examined that all the shares for buyback are fully paid-up;
 - Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2024 (the "Audited Financial Statements") which has been prepared by the Management of the Company on which we have issued our report dated May 8, 2024, and examined budgets and projections prepared by the Management;
 - Inquired if the Board of Directors of the Company, in its meeting held on May 8, 2024, has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
 - Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
 - Examined Directors' declarations for the purpose of buyback and solvency of the Company; and
 - Obtained appropriate representations from the Management of the Company.
- We conducted our examination in accordance with the 'Guidance Note on Reports and Certificates for Special Purposes' issued by Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical nts of the Code of Ethics issued by the ICAI.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Review of Historical Financial Information, and other assurance and related services
- The financial statements referred to in paragraph 7 (vi) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 8, 2024. Our audit of these financial statements was conducted in accordance with the Standards on Auditing, as specified under section 143(10) of the Act, and other applicable authoritative pronouncements issued by the ICAI. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

Opinion

- 11. Based on our examination as above, and the information and explanations given to us, we report that:
 - we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024.
 - the amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations read with proviso of Regulation 5(i)(b) of the Buyback Regulations;
 - the Board of Directors, in their meeting held on May 8, 2024, have formed the opinion as specified in clause (x) of Schedule I of the Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state

of affairs, be rendered insolvent within a period of one year from the date of

- Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
- This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include in:
 - Public announcement to be made to the shareholders of the Company;
 - Letter of offer to be filed with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and
 - for providing to the Manager to the Buyback.
- This report can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback.

For Chopra Vimal & Co.

Chartered Accountants Firm Registration No. 006456C

Vimal Chopra Partner

Membership No.: 074056

UDIN: 24074056BKHACY5799

Place: Mumbai

Date: May 8, 2024

Statement of permissible capital payment ("the Statement") for the proposed buy back of equity shares.

Statement of computation of the amount of permissible capital payment towards the buy-back of equity shares of Bajaj Consumer Care Limited in accordance with Regulation 4(i) read with proviso of Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and Section 68(2)(c) of the Companies Act, 2013, as amended based on both the audited standalone financial statements and the audited consolidated financial statements as at March 31, 2024:

Computation of permissible capital payment:

(Amount in INR in lakh)

	Particulars	Standalone	Consolidated	
Α.	Paid-up Equity Share Capital (1,427.94 Lakhs equity shares of INR 1/- each fully paid-up)	1,427.94	1,427.94	
В.	Free reserves			
	- General reserve	6,512.30	6,512.30	
	- Retained earnings	58,622.69	55,377.78	
	- Securities Premium	19,937.29	19,937.29	
Tota	Il free reserves	85,072.28	81,827.37	
	of paid-up equity share capital and free erves (A+B)	86,500.22	83,255.31	
Act, Seco	imum permissible capital payment in ordance with Section 68(2)(c) of the Companies 2013, as amended and Regulation 4(i) of the urities and Exchange Board of India (Buy-Back ecurities) Regulations, 2018 (25% of the total -up equity share capital and free reserves)	21,625.05	20,813.82	
acco	imum permissible capital payment in ordance with proviso to Regulation 5(i)(b) of the urities and Exchange Board of India (Buy-Back ecurities) Regulations, 2018 (10% of the total -up Equity Share Capital and free reserves)	8,650.02	8,325.53	
	ount approved by the Board of Directors in the ting held on May 8, 2024 approving buyback	16,64	9.00	
	back size as a percentage of total paid-up	19.25%	20.0%	

Jaideep Nandi Managing Director DIN: 06938480 Date: May 08, 2024

Sd/-

Unquote

Chief Financial Officer Date: May 08, 2024

D K Maloo

PRIOR APPROVALS FROM LENDERS

The Company has obtained prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender.

RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has fixed ily 2, 2024, as the record date ("Record Date") for the ni entitlement and the names of the Shareholders who will be eligible to participate in the Buyback i.e., Eligible Shareholders.
- In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode via email only, within two (2) working days from the Record Date and that in case any shareholder requires a physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buyback to receive a copy of the letter of offer in physical form and the same shall be provided.
- The Equity Shares to be bought back by the Company as part of the Buyback are divided into two categories; (i) reserved category for Small Shareholders (defined below); and (ii) general category for all other Shareholders ("General Shareholders").
- As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on the stock exchange having the highest trading volume in respect of the Equity Shares, as on the record date, of not more than INR 2,00,000 (Indian Rupees Two Lakh only). For the purpose of classification of a shareholder, as a "Small Shareholder", multiple demat accounts having the same Permanent Account Number ("PAN"), in case of securities held in the demat form are to be clubbed together.
- In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, in the event of the overall response to the tender offer being in excess of the Buyback Offer Size, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders, over and above their entitlement, in the Buyback.
- In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder Category, the Company will club together the equity shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, if applicable, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is identical.
- The shareholding of institutional investors like mutual funds, pension funds/ trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the National Securities Depository Limited and the Central Depository Services Limited (together, the "Depositories"). Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data

- as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- Shareholders' participation in the Buyback is voluntary. Eligible Shareholders can choose to participate in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any.
- The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account. If the Buyback entitlement for any shareholder is not a round number (i.e., not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. On account of ignoring the fractional entitlement, those Small Shareholders whose entitlement would be zero Equity Shares as on Record Date, will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares
- The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified by SEBI Circulars.
- Participation in the buyback by shareholders may trigger taxation in India and in their country of residence. The buyback transaction would also be subject to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the buyback.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date who have their email IDs registered with the Company/ registrar and transfer agent/ depository. However, on receipt of a request by Registrar to the Buyback and Manager to the Buyback to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and Tender Form were emailed), the same shall be sent physically.

PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 13.1. The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or dematerialised form, as on the Record Date.
- 13.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars ("Stock Exchange Mechanism"), and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 13.3. For implementation of the Buyback, the Company has appointed IIFL Securities Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

IIFL Securities Limited 24th Floor, One Lodha Place, Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India Tel: +91 22 4646 4600 E-mail: bajajconsumer.buyback2024@iiflcap.com Website: www.iiflcap.com Contact Person: Kunal Thakkar/Vishal Hase CIN: L99999MH1996PLC132983 SEBI Registration Number: INZ000164132

13.4. Separate acquisition window (the "Acquisition Window") will be provided by Stock Exchanges to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by Stock Exchanges from time to time.

For purpose of this Buyback Offer, National Stock Exchange of India Limited being the appointed as "Designated Stock Exchange"

- 13.5. In the event the Shareholder Broker of any Eligible Shareholder is not registered with BSE/ NSE as a trading member/ stockbroker/ then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using web based unique client code application ("UCI online") facility through that BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register himself by using UCI online facility through any other BSE/NSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker i.e., IIFL Securities Limited, for guidance to place their bids subject to completion of "know your customer" requirements of the Company Broker.
- 13.6. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.
- 13.7. Eligible Shareholders will have to tender their Equity Shares from same demat account in which they were holding such Equity Shares as on Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in demat account in which the Equity Shares were held on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted, subject to appropriate verification and validation of Registrar
- 13.8. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 13.9. The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period.
- 13.10. Further, the Company will not accept Equity Shares tendered for Buyback which are under a restraint order of the court for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 13.11. In accordance with SEBI Buyback Regulations 24(v), the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.

13.12. Procedure to be followed by Eligible Shareholders holding Demat Shares:

- Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
 - The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and National Securities Clearing Corporation ("Clearing Corporation").

The lien shall be marked in demat account of the Eligible Shareholders for the

- Equity Shares tendered in the Buyback. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.
- The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.
- In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.



ट्रेलर में सफेद पाउडर की आड़ में शराब तस्करी, चालक गिरफ्तार

185 कार्टन शराब जब्त

ब्यूरो/नवज्योति, उदयपुर। जिले की टीडी थाना पुलिस ने एक ट्रेलर में सफेद पाउडर के कट्टों की आड़ में परिवहन कर ले जाई जा रही 185 शराब के कार्टन बरामद कर चालक को गिरफ्तार किया है।

थानाधिकारी फैलीराम मीणा ने बताया कि सूचना मिली कि एक ट्रेलर में अवैध रूप शराब परिवहन कर ले जाई जा रही है। इस सूचना पर थानाधिकारी के नेतत्व में एएसआई नानालाल, काललाल, हैड कांस्टेबल करतार सिंह, जितेन्द्र कुमार, कांस्टेबल चन्द्र कुमार, सुरेन्द्र कुमार, अनिल कुमार, महेन्द्र कुमार,



हाईवे पर नाकाबंदी की। इस दौरान एक ट्रेलर रुकवाकर सोहनलाल पुत्र पेमा निवासी सांगठ कला राजनगर से पुछताछ की, जिसमें उसने बताया कि ट्रेलर में पाउडर के कट्टे भरे है। जांच करने पर सफेद पाउडर के कट्टों के नीचे अंग्रेजी शराब के कार्टन भरे हुए थे। ट्रेलर में विभिन्न ब्रांड की अंग्रेजी

शराब के 185 कार्टन मिले। पुलिस ने ट्रेलर चालक से पूछताछ की तो वह टेलर को गजरात सीमा में ले जाकर खड़ा कर तस्कर को फोन करना था। पुलिस ने शराब जब्त कर ट्रेलर चालक को गिरफ्तार कर लिया है। आरोपी ने बताया कि यह शराब उसने आमेट से

मारपीट करने का आरोप

थाना क्षेत्र में एक महिला ने पति व

ससुराल पक्ष के खिलाफ उसके व परिजनों

के साथ मारपीट करने का मामला दर्ज

करवाया है। पुलिस के अनुसार धापू

पत्नी जगदीश गमेती निवासी बगावतों

की भागल सरे ने मामला दर्ज करवाया

कि 18 जून को शाम करीब 8 बजे

उसका पति जगदीश गमेती घर पर एक

लड़की लेकर आया। उसने इस लड़की

के बारे में पूछा तो पित ने उसके साथ

मारपीट की। उसने बहन टीला गमेती

को फोन किया तो उसकी बहन व भाई

मांगीलाल, जीवन, मां नकारी बाई, भाभी

सोनी बाई सरे आए और पति से मारपीट

करने का कारण पूछा तो पति जगदीश,

ससुर वालु, सास शांता बाई, देवर मुकेश

व ननद रेखा व उसके पति गणेश ने

मिलकर उनके साथ पत्थर, सरियों व

लट्ट से मारपीट की।

ब्यूरो/नवज्योति, उदयपुर। सुखेर

आबकारी प्रहराधिकारी सहित दो के खिलाफ चालान

ब्यूरो/नवज्योति, उदयपुर। शराब का मामला दर्ज नहीं करने की एवज में दस हजार रुपए की रिश्वत लेने के मामले में एसीबी ने सलूंबर के तत्कालीन आबकारी प्रहराधिकारी ईश्वरसिंह पुत्र रामसिंह निवासी बडावेली व तत्कालीन गार्ड सलीम पुत्र असलम खां निवासी आसपुर के खिलाफ यहां न्यायालय में आरोप पत्र पेश किया। दोनों आरोपियों ने नौ जून 2022 को परिवादी भैरूलाल पत्र चौकाजी मीणा निवासी खाटियाखेडा से दस हजार रुपए की रिश्वत ली थी।

हिट एंड रन मामला पति व ससुराल पक्ष पर

कंटेनर से 25 टन

लकडी पकडी,

चालक गिरफ्तार

ब्यूरो/नवज्योति, उदयपुर।

जिले की फतहनगर थाना पुलिस ने

एक कंटेनर में अवैध रूप से

भरकर ले जाई जा रही 25 टन

लकड़ी बरामद कर चालक को

दाधीच ने बताया कि कंटेनर

निवासी गोठडा भीलवाडा को

भरी थी। पूछताछ में चालक

गिरफ्तार किया। कंटेनर में नीम.

गिरफ्तार किया। थानाधिकारी डीपी

चालक जयलाल पुत्र कल्याण गुर्जर

खेजड़ी, चुरेल, कंजडा की लकड़ी

जयलाल ने बताया कि वह लकड़ी

के ये गट्टे भोपालसागर से भरकर

विनोद टांक निवासी गिलुन्ड ने

भरवाई है। कंटेनर से 25 टन

लकड़ी भरी थी।

गुजरात ले जा रहा था। यह लकडी

आरोपी को एक दिन रिमांड पर सौंपा

ब्यूरो/नवज्योति, उदयपुर। सूरजपोल थाना क्षेत्र में माली कॉलोनी के हिट एंड रन मामले में पुलिस ने गुरुवार सुबह आरोपी को न्यायालय में पेश किया, जहां से उसे एक दिन के रिमांड पर सौंपा गया। एएसआई वीरमसिंह ने बताया कि एकलिंगपुरा निवासी आरोपी रमेश लोहार गत रविवार रात को अपने तीन दोस्तों के साथ शराब के नशे में

कहीं जा रहा था। इसी दौरान माली कॉलोनी में हिट एंड रन की घटना हो गई। घटना के बाद आरोपी ने कार रानी बावडी क्षेत्र में अपनी बहन के घर खड़ी कर दी थी। घटना में डीआईजी एसीबी का पुत्र उत्कर्ष गोयल गंभीर रूप से घायल हो गया था। पुलिस ने दो दिन बाद मंगलवार को आरोपी को गिरफ्तार किया था।

जमीन पर कब्जा करने का मामला दर्ज

ब्यूरो/नवज्योति, उदयपुर। सुखेर थाना क्षेत्र में एक व्यक्ति ने एक जने के खिलाफ उसकी जमीन पर कब्जा करने का मामला दर्ज करवाया है।

पुलिस के अनुसार नाथूलाल पुत्र नारायणलाल गायरी निवासी मेहरों का गुड़ा ने मामला दर्जे करवाया कि मेहरों का गुडा हाइवे के पास उसकी जमीन है, जिस पर गणेश पुत्र कत्र्याजी गायरी कब्जा करने की कोशिश कर रहा है। वह रोज ट्रैक्टर से पत्थर डालता है और ऊपर से धमकी दे रहा है जबकि परिवादी ने हाईकोर्ट से स्टे भी ले रखा है। उसके बाद भी कब्जा करने की कोशिश कर रहा है।

डीजे बजाने से रोकने पर पुलिसकर्मियों पर हमला इन लोगों ने पुलिस जीप पर पत्थर फेंकना शुरू कर दिया। दुर्गाशंकर

चार गिरफ्तार

ब्युरो/नवज्योति, उदयपुर। गोवर्धनविलास थाना पुलिस पर डीजे बजाने से मना करने पर लट्ट व पत्थरों से हमला पुलिसकर्मियों को घायल करने और पुलिस जीप में तोडफोड करने के मामले में चार आरोपियों को गिरफ्तार किया है।

पुलिस के अनुसार इन्द्रा कॉलोनी में 17 जून की रात तेज आवाज में डीजे बज रहा था, जिस पर क्षेत्रवासियों ने पुलिस को सूचना दी। थाने से हैड कांस्टेबल चैनराम मेनारिया, कांस्टेबल तनय के साथ इन्द्रा कॉलोनी में गए, जहां दुर्गाशंकर के मकान के बाहर रोड पर उसके परिवार वाले तथा दोस्त शराब के नशे में डीजे बजाकर रोड पर हंगामा कर रहे थे। पुलिस ने डीजे बंद करने के लिए कहा तो इन्होंने विरोध करते हुए कहा कि उनके बच्चे का बर्थडे है। पुलिस ने डीजे बजाने से रोका तो इन सभी ने पुलिस जाप्ते के साथ लट्ट व हाथों से मारपीट करने लगे। कहार तथा पूजा पत्नी किशनलाल कहार ने लड़ से हैड कांस्टेबल चैनराम पर हमला कर दिया, जिससे उसके सिर तथा दाहिनी आंख के उपर घाव हो गया। इसके साथ ही किशन पत्र श्यामलाल कहार निवासी कोट, किशनलाल पुत्र मोहनलाल कहार निवासी सूरजपोल भीण्डर, प्रकाश पुत्र खुमाणलाल कहार निवासी कहार की ढाणी, मुकेश पुत्र हेमराज कहार निवासी कहार की ढाणी तथा सुरेश कहार निवासी जीतावास, पूजा ने पुलिस व हॉक पर पथराव किया, जिससे वाहन को नुकसान हुआ। आगे का मुख्य कांच तथा ड्राइवर साइड को फाटक का कांच टूट गया। मामले में किशनलाल पुत्र श्यामलाल कहार निवासी कोट रायपुर भीलवाड़ा, किशनलाल पुत्र मोहनलाल कहार निवासी भीण्डर, प्रकाश पुत्र खुमाणलाल कहार व मुकेश पुत्र हेमराज कहार निवासी भदेसर को गिरफ्तार किया।

कार से पिस्टल बरामद, बदमाश फरार

ब्यूरो/नवज्योति, उदयपुर। सूरजपोल थाना पुलिस ने एक बदमाश की कार से एक पिस्टल बरामद की है। आरोपी पुलिस को देखकर पहाड़ी की ओर भाग गया।थानाधिकारी सुनील चारण ने बताया कि सूचना मिली कि एक युवक अवैध रूप से हथियार लेकर घूम रहा है। इस सूचना पर थानाधिकारी के नेतृत्व में एएसआई प्रकाश चन्द्र, कांस्टेबल समेर, भावेश की टीम ने आरोपी की तलाश की। पुलिस टीम को पता चला कि आसिफ उर्फ बिल्लू कटोरा के पास हथियार है और वह कार में है। इस पर पुलिस ने कार का पीछा किया तो आरोपी ने किशनपोल के पास कार खड़ी कर पहाड़ी की ओर भाग गया। कार की तलाशी ली तो कार की सीट पर एक लोडेड देशी पिस्टल पड़ी थी और एक मोबाइल रखा था। पुलिस ने पिस्टल जब्त कर आरोपी के खिलाफ

मामला दर्ज किया।

संक्षिप्त-समाचार

जमीन का सौदा कर नहीं करवाई रजिस्टी

ब्यरो/नवज्योति. उदयपर। हिरणमगरी थाना क्षेत्र में जमीन का सौदा कर रजिस्टी नहीं कराने का मामला सामने आया है। पुलिस ने बताया कि जगदीश पुत्र छगन लाल शर्मा निवासी आदर्श नगर गायरियावास ने राकेश पुत्र सत्यनारायण गर्ग निवासी ब्यावर हाल सिद्धी विनायक कॉम्पलेक्स माली कॉलोनी के खिलाफ रिपोर्ट दी। इसमें बताया कि लव मालवीया के मार्फत आरोपी से उसका परिचय हुआ। उसने बताया कि भुवाणा में उसका एक भुखंड है, जिसका सौदा कर नगर विकास प्रन्यास से सब डिवीजन कराने का आश्वासन दिया। इसके बाद एक करोड़ सत्ताइस लाख पचास हजार रुपए में सौदा तय हुआ। इसके बाद 11 हजार रुपए नकद व दस लाख रुपए का एक चेक दिया, लेकिन आरोपी ने सब डिवीजन नहीं कराया और अग्रिम दी गई राशि नहीं दे रहा है।

बाइक को टक्कर मार की मारपीट, फिर चुराया वाहन

ब्यरो/नवज्योति. उदयपर। घंटाघर थाना क्षेत्र में एक यवक ने कछ यवकों के खिलाफ उसकी बाइक को टक्कर मारकर और मारपीट कर बाइक चोरी कर ले जाने का मामला दर्ज करवाया है। पुलिस के अनुसार संजय पुत्र फूल गमेती निवासी तितरडी हाल कोडियात ने मामला दर्ज करवाया कि 18 जून को वह अपने दोस्त मुकेश गमेती के साथ गुलाबबाग में घूमने आया था। घूमने के बाद बाइक से कोडियात की तरफ जा रहे थे कि पाला गणेशजी मंदिर के पास दधतलाई से पहले मकेश गमेती की टोपी नीचे गिर गई थी, जिसको लेने के लिए बाइक घुमाई तो दूधतलाई की तरफ से स्कूटी सवार होकर आए दो लडकों ने इनकी बाइक टक्कर मार दी, जिससे वे नीचे गिर गए। इन युवकों के दो-तीन साथी ओर आ गए। स्कृटी सवार लड़कों ने चाकु निकाल लिया और मारपीट करने लगे तो वे पहाड़ी की ओर भाग गए। कुछ देर बाद वापस आए तो बाइक नहीं मिली। ये बदमाश मारपीट कर उसकी बाइक चोरी कर फरार हो गए।

मारपीट व लज्जाभंगः सविना थाने में एक महिला ने उसके साथ मारपीट कर छेड़छाड़ करने को लेकर राहुल सालवी निवासी आम्बाफला तितरड़ी के खिलाफ

पिकअप की चपेट से श्रमिक की मौत

ब्यरो/नवज्योति, उदयप्र। नाई थाना क्षेत्र में पिकअप की चपेट में आने से पैदल जा रहे युवक की मौत हो गई। पुलिस के अनुसार गंगाराम (35) पुत्र रोडा भील निवासी बागदड़ा छाली गुरुवार सुबंह छह बजे पैदल-पैदल मजदूरी के लिए शहर की तरफ जा रहा था। उबेश्वरजी को पार कर धार घाटी की तरफ सामने से तेज गति से आ रही बांस से भरी पिकअप ने चपेट में ले लिया। घायल को एमबी चिकित्सालय लाया गया, जहां चिकित्सकों ने जांच के बाद उसे मृत घोषित कर दिया।

रानी रोड पर स्टंट करते युवकों से 30 पावर बाइक जब्त



ब्यूरो/नवज्योति, उदयपुर। शहर के विभिन्न पर्यटक स्थलों एवं आम सड़क पर तेजीं से राइडिंग करने वाली बाइकों, मॉडिफाइड बाइकों की धरपकड़ कार्रवाई के तहत अंबामाता थाना पलिस की 4 टीमों ने रानी रोड पर राइडिंग स्टंट करते 30 पावर बाइकों को जब्त किया।

महिला को डायन कहकर किया प्रताड़ित

ब्यूरो/नवज्योति, उदयपुर। जिले के फलासिया थाना क्षेत्र में एक महिला ने पिता-पुत्र के खिलाफ उसे डायन कह कर प्रताड़ित करने का मामला दर्ज करवाया है। पुलिस के अनुसार एक महिला ने भीमसिंह पुत्र राम सिंह निवासी साटका फलासिया, उसके पिता रामसिंह पुत्र कल्ले सिंह के खिलाफ मामला दर्ज करवाया। रिपोर्ट में बताया कि वह अपने घर पर थी। इस दौरान आरोपी भीमसिंह व उसका पिता रामसिंह शराब पीकर गाली-गलौज करते हुए उसके घर में घुस गए। आरोपी भीम सिंह के हाथ में तलवार थी और रामसिंह ने पत्थर से हमला कर उसे डायन कहा। यह देखकर उसने घर में छिपकर जान बचाई। पीड़िता ने बताया कि ये लोग उसे डायन कहकर प्रताडित करते हैं और गांव व समाज में डायन कहकर बदनाम कर दिया है।

सोना देने का झांसा देकर 6.50 लाख रुपए हडपे ब्यूरो/नवज्योति, उदयपुर।जिले कुल 6 लाख 50 हजार रुपए दिए।

के खेरोदा थाना क्षेत्र में एक व्यक्ति ने युवक के खिलाफ सोना देने का झांसा देकर 6.50 लाख रुपए हड़पने का मामला दर्ज करवाया है।

पुलिस के अनुसार भगवती लाल पुत्र भूरा लाल जाट निवासी कंवरपुरा भूपालसागर हाल अमरपुरा खालसा चौराहा ने मामला दर्ज करवाया कि अमरपुरा खालसा चार रास्ता पर उसकी कपड़े की दुकान है और वहीं भोपा खेड़ा रोड अमरपुरा श्मशान के सामने मुकेश सुथार निवासी बोहेड़ा बड़ीसादड़ी की इलेक्ट्रिक रिपेरिंग की दुकान हैं, जिससे दोनों में अच्छी जान-पहचान थी। 4 मई मुकेश उसकी दुकान पर आया और बताया कि वह सोने का धंधा करता है और वह उसे 65 हजार रुपए में प्रति 10 ग्राम के हिसाब से सोना दिलवा देगा। मुकेश ने वाट्सअप से उसे सोने के बिस्किट और गहनों के फोटो भी भेजे। उसने 6 मई को अपने मित्र परसराम के खाते से मुकेश सुथार को ऑनलाइन 99 हजार रुपए डलवाए। इसके साथ ही मित्र लक्ष्मण मेनारिया के सामने मुकेश

मुकेश सुथार ने उसे कहा कि 7 मई को शाम तक वह उसे 10 तोला सोना लाकर दे देगा।

8 मई को मुकेश सुथार ने कानपुर मादडी रोड नंबर 3 बुलाया और हेमराज डांगी से मिलाया। हेमराज ने उससे कहा कि उसे सोना मिल जाएगा।हेमराज ने बताया कि वह मुकेश के साथ मिलकर सोने का धंधा करता है। मुकेश ने उसे सोना नहीं दिया और पैसा भी नहीं दिया। इस पर उसने मुकेश सुथार को अमरपुरा चार रास्ते पर रोकर पैसा मांगा तो उसने कहा कि वह पैसा नहीं देगा और गाली-गलौज की। साथ ही उसे जान से मारने की धमकी दी।

३.१ किलो गांजा जब्त, दो गिरफ्तार

बेकरिया थाना पुलिस ने दो युवकों रूपानाथ पुत्र लाला नाथ व राजुनाथ पुत्र नाथु नाथ निवासी उपली ओडन राजसमन्द को गिरफ्तार कर उनके कब्जे से 3 किलो 200 ग्राम अवैध गांजा

Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip

("TRS") generated by the Exchange Bidding System to the Eligible Shareholder on whose

behalf the bid has been placed. The TRS will contain the details of order submitted such

as bid ID number, application number, Depository Participant ID, client ID, number of

Equity Shares tendered, etc. In case of nonreceipt of the completed tender form and other

documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and

a valid bid in the Exchange Bidding System, the bid by such Eligible Shareholder shall

be deemed to have been accepted. It is clarified that in case of dematerialized Equity

Shares, submission of the tender form and TRS is not mandatory. After the receipt of the

demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding

system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders

The Eligible Shareholders will have to ensure that they keep the depository participant

("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure

that they keep the bank account attached with the DP account active and updated to

receive credit remittance due to acceptance of Buyback of shares by the Company. In

the event if any equity shares are tendered to clearing corporation, excess dematerialized

equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible

Shareholders would be returned to them by clearing corporation. If the securities transfer

instruction is rejected in the depository system, due to any issue then such securities will

be transferred to the shareholder broker's (seller member's) depository pool account for

dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the

Eligible shareholders who have tendered their demat shares in the buyback shall also

provide all relevant documents, which are necessary to ensure transferability of the demat

shares in respect of the tender form to be sent. Such documents may include (but not

be limited to): (i) duly attested power of attorney, if any person other than the Eligible

Shareholder has signed the tender form: (ii) duly attested death certificate and succession

certificate/ legal heirship certificate, in case any Eligible Shareholder is deceased, or court

approved scheme of merger/ amalgamation for a company; and (iii) in case of companies,

the necessary certified corporate authorizations (including board and/ or general meeting

The Buyback from the Eligible Shareholders who are residents outside India including

foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio

investors, non-resident Indians, members of foreign nationality, if any, shall be subject

to the Foreign Exchange Management Act, 1999 and rules and regulations framed

thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as

applicable, if and to the extent necessary or required from concerned authorities including,

but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange

The reporting requirements for non-resident shareholders under Reserve Bank of India,

Foreign Exchange Management Act, 1999, as amended and any other rules, regulations,

guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the

In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July

31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in

Eligible Shareholders who are holding Equity Shares in physical form and intend to

participate in the Buyback will be required to approach their respective Seller Member(s)

along with the complete set of documents for verification procedures to be carried out

before placement of the bid. Such documents include (i) the Tender form duly signed by

all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares) (ii) original Equity Share certificate(s), (iii) valid share transfer form(s)

i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible

Shareholders in same order and as per the specimen signatures registered with the

Company) and duly witnessed at the appropriate place authorizing the transfer in favour of

the Company, (iv) self-attested copy of the Eligible Shareholder's PAN card, (v) any other

relevant documents such as, but not limited to, duly attested power of attorney, corporate

authorization (including board resolution/specimen signature), notarized copy of death

certificate and succession certificate or probated will, if the original Eligible Shareholder

has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder

has undergone a change from the address registered in the Register of Members of the

Company, the Eligible Shareholder would be required to submit a self-attested copy of

address proof consisting of any one of the following documents: valid Aadhar Card, Voter

Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the

Eligible Shareholder who is holding Equity Shares in physical form and intend to tender

Equity Shares in the Buyback using the Acquisition Window of NSE. Upon placing the bid,

the Seller Member shall provide a TRS generated by the Exchange Bidding System to

the Eligible Shareholder. The TRS will contain the details of order submitted such as folio

number, Equity Share certificate number, distinctive number, number of Equity Shares

The Seller Member/Eligible Shareholder is required to deliver the original Equity Share

certificate(s) and documents (as mentioned above) along with the TRS either by registered

post or courier or hand delivery to the registrar to the Buyback i.e. KFin Technologies

Limited ("Registrar") at the address mentioned at Paragraph 16 below or the collection centre of the Registrar details of which will be included in the Letter of Offer, within 2

days of bidding by Seller Member and the same should reach not later than the buyback

closing date. The envelope should be super-scribed as "Bajaj Consumer Care Limited -

Buyback Offer 2024". One copy of the TRS will be retained by Registrar and it will provide

acknowledgement of the same to the Seller Member/Eligible Shareholder.

Identity Card or Passport.

tendered, etc.

Management Act, 1999 and rules and regulations framed thereunder, if any

Shareholder Broker through which the Eligible Shareholder places the bid.

13.13. Procedure to be followed by the Eligible Shareholders holding Physical Shares:

rd transfer to the Eligible Shareholder. In case of custodian particing

holding Equity Shares in demat form.

respective custodian depository pool account.

In case of non-receipt of the completed tender form and other documents, but receipt of equity shares in the account of the clearing corporation and a valid bid in the exchange

- bidding system, the bid for buyback shall be deemed to have been accepted. Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time NSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback
- An unregistered shareholder holding physical shares may also tender his Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the shareholder's broker may also process the orders received from the Eligible Shareholders

METHOD OF SETTLEMENT

- Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:
- The settlement of trades shall be carried out in the manner similar to settlement of trades
- The Company will pay the consideration to the Company's Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members for onward transfer to such Eligible Shareholders.
- For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.
- Eligible Shareholder will have to ensure that they keep their DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of equity shares under the Buyback. Further, Eligible Shareholders will have to ensure that they keep the bank account attached to the DP account active and updated to receive credit remittance due to acceptance of Buyback of equity shares by the Company.
- Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, the Clearing Corporation will cancel the excess or unaccepted blocked shares. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the
- In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on
- Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback by registered post or by ordinary post or courier at Shareholder's sole risk. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the
- The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market } Place: Mumbai

- transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- The Equity Shares accepted, bought and lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

The Company has appointed Vivek Mishra, Head-Legal & Company Secretary as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, on any day except Saturday, Sunday and public holidays during office hours i.e., 10:00 a.m. to 5:00 p.m. at the below-mentioned address:

Vivek Mishra

Head-Legal, Company Secretary and Compliance Officer Membership No.: A21901

Address: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093, Maharashtra, India

Tel. No.: +91 0294-2561631, 2561632;

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

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK In case of any queries, the shareholders may also contact KFin Technologies Limited

(Formerly known as KFin Technologies Private Limited), the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on all working days except Saturday, Sunday and public holidays between 11.00 a.m. (IST) to 5.00 p.m. (IST) at the following address:

KFINTECH

Address: Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally Hyderabad-500 032, Telangana, India.

Telephone Number: +91 40 6716 2222

Toll-free No.:18003094001 Fax No: +91 40 6716 1563

Website: www.kfintech.com

E-mail: bajajconsumer.buyback@kfintech.com Investor Grievance Email: einward.ris@kfintech.com

Contact Person: M. Murali Krishna SEBI Registration Number: INR000000221

Validity Period: Permanent

CIN: L72400TG2017PLC117649 MANAGER TO THE BUYBACK

IIFL SECURITIES

IIFL Securities Limited

24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (W) Mumbai 400 013, Maharashtra, India Tel: +91 22 4646 4728

E-mail: bajajconsumer.buyback@iiflcap.com Website: www.iiflcap.com Contact Person: Nishita Mody

SEBI Registration Number: INM000010940

CIN: L99999MH1996PLC132983

DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

> For and on behalf of the Board of Directors of **Bajaj Consumer Care Limited**

	S S S S S S S S S S S S S S S S S S S		
	Kushagra Bajaj	Jaideep Nandi	Vivek Mishra
ı	Non-Executive Chairman	Managing Director	Head-Legal & Company Secretary
ı	DIN: 00017575	DIN: 06938480	Membership No.: A21901

Date : June 20, 2024

