

March 14, 2024

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

Dear Sir/Madam,

Further to our letter dated February 12, 2024, titled 'Postal Ballot Notice' please find enclosed:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of Scrutinizer dated March 13, 2024.
3. Minutes of Postal Ballot proceedings.

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

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

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

Thanking you,

Yours Sincerely,

For Bajaj Consumer Care Limited

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

Encl: as above

| | |
|-----------------------------------------------------------------------|-----------------------------|
| Company Name | BAJAJ CONSUMER CARE LIMITED |
| Date of the Postal Ballot | March 13, 2024 |
| Total number of shareholders on record date | 142801 |
| No. of shareholders present in the meeting either in person or | Not Applicable |
| Promoters and Promoter Group: | |
| Public: | |
| No. of Shareholders attended the meeting through Video | Not Applicable |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |

| | | | | | | | | |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: (Ordinary/ Special) | SPECIAL - Appointment of Mr. Jagdish Acharya (DIN: 03282266) as an Independent Director of the Company for the first term of five consecutive years with effect from February 5, 2024, not liable to retire by rotation. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 56125000 | 56125000 | 100.0000 | 56125000 | 0 | 100.0000 | 0.0000 |
| | Poll | 56125000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 56125000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 45150374 | 39785870 | 88.1186 | 39157566 | 628304 | 98.4207 | 1.5792 |
| | Poll | 45150374 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 45150374 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 41350626 | 570978 | 1.3808 | 565374 | 5604 | 99.0185 | 0.9814 |
| | Poll | 41350626 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 41350626 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Total | | 142626000 | 96481848 | 67.6467 | 95847940 | 633908 | 99.3430 | 0.6570 |

| | | | | | | | | |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: (Ordinary/ Special) | SPECIAL - Appointment of Mr. Anupam Dutta (DIN: 01626554) as an Independent Director of the Company for the first term of five consecutive years with effect from February 5, 2024, not liable to retire by rotation. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 56125000 | 56125000 | 100.0000 | 56125000 | 0 | 100.0000 | 0.0000 |
| | Poll | 56125000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 56125000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 45150374 | 39785870 | 88.1186 | 39785870 | 0 | 100.0000 | 0.0000 |
| | Poll | 45150374 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 45150374 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 41350626 | 570330 | 1.3793 | 564781 | 5549 | 99.0270 | 0.9729 |
| | Poll | 41350626 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 41350626 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | 142626000 | 96481200 | 67.6463 | 96475651 | 5549 | 99.9942 | 0.0058 |

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|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|---------------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Resolution required: (Ordinary/ Special) | SPECIAL - Appointment of Mr. K.S. Narayanan (DIN: 08097152) as an Independent Director of the Company for the first term of five consecutive years with effect from February 5, 2024, not liable to retire by rotation. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 56125000 | 56125000 | 100.0000 | 56125000 | 0 | 100.0000 | 0.0000 |
| | Poll | 56125000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 56125000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 45150374 | 39785870 | 88.1186 | 39785870 | 0 | 100.0000 | 0.0000 |
| | Poll | 45150374 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 45150374 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 41350626 | 570858 | 1.3805 | 565327 | 5531 | 99.0311 | 0.9688 |
| | Poll | 41350626 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 41350626 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | 142626000 | 96481728 | 67.6467 | 96476197 | 5531 | 99.9943 | 0.0057 |

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|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Ms. Lilian Jessie Paul (DIN: 02864506) as an Independent Director of the Company for the second term of five consecutive years with effect from March 19, 2024, not liable to retire by rotation. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 56125000 | 56125000 | 100.0000 | 56125000 | 0 | 100.0000 | 0.0000 |
| | Poll | 56125000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 56125000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 45150374 | 39785870 | 88.1186 | 29077904 | 10707966 | 73.0860 | 26.9139 |
| | Poll | 45150374 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 45150374 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 41350626 | 570177 | 1.3789 | 564435 | 5742 | 98.9929 | 1.0070 |
| | Poll | 41350626 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 41350626 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Total | | 142626000 | 96481047 | 67.6462 | 85767339 | 10713708 | 88.8955 | 11.1045 |

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|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of Mr. Vimal Chandra Nagori (DIN: 00347585) as a Non-Executive Non-Independent Director of the Company with effect from February 5, 2024, liable to retire by rotation. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 56125000 | 56125000 | 100.0000 | 56125000 | 0 | 100.0000 | 0.0000 |
| | Poll | 56125000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 56125000 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 45150374 | 39785870 | 88.1186 | 31878773 | 7907097 | 80.1258 | 19.8741 |
| | Poll | 45150374 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 45150374 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 41350626 | 570698 | 1.3801 | 565175 | 5523 | 99.0322 | 0.9677 |
| | Poll | 41350626 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 41350626 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | 142626000 | 96481568 | 67.6465 | 88568948 | 7912620 | 91.7988 | 8.2012 |



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) - 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

SCRUTINIZER'S REPORT

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

Dear Sir,

We are pleased to present the report on the Postal Ballot conducted by **Bajaj Consumer Care Limited** ("the Company") seeking consent of its Members' for the (5) Agenda items as contained in the Notice of Postal Ballot dated **February 05, 2024**.

1. In terms of provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Company on **February 05, 2024** to conduct the Postal Ballot as contained in the Notice dated **February 05, 2024** ("Postal Ballot Notice").
2. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) from time to time, in relation to "Clarification on passing of Member's resolution by companies under the Companies Act, 2013" read with rules made thereunder, Members' approval was sought for the Special Resolutions as contained in the Postal Ballot Notice through e-voting only.

Digitally signed by Viswanathan
Narayanan Satyamangalam
Date: 2024.03.13 18:33:31
+05'30'



*Scrutinizer's Report on Postal Ballot conducted by Bajaj Consumer Care Limited
vide Notice dated February 05, 2024.*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

3. Notice of the Postal Ballot.

- 3.1. The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **February 09, 2024** ("the cut-off date"), the Company had completed the dispatch of Postal Ballot Notice on **February 12, 2024** through e-mail to **1,38,047** Members who had registered their email-ids with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agents (RTA).
- 3.2. The Company had hosted the Postal Ballot Notice on its website and the website of KFin Technologies Limited ("KFintech") (e-voting Agency) and also intimated the same to BSE Limited and National Stock Exchange of India Limited on **February 12, 2024**.
- 3.3. Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the relevant MCA Circulars, an advertisement regarding the Postal Ballot was published on **February 13, 2024** in Jaipur edition of **The Economic Times (English Newspaper)** and in Udaipur edition of **Jai Rajasthan (Hindi Newspaper)**.
4. In terms of the aforesaid notice, Members were required to convey their assent or dissent, only through e-voting system, on e-voting platform provided by KFintech from **9:00 a.m. (IST) on Tuesday, February 13, 2024 to 5:00 p.m. (IST) on Wednesday, March 13, 2024**.
5. Member's demographic details and voting rights were downloaded by us from e-voting platform provided by KFintech.

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Viswanathan Narayanan
Satyamangalam
Date: 2024.03.13 18:33:51
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S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

6. After the scrutiny of the votes cast file downloaded from e-voting platform provided by KFintech:

6.1. We found that all the votes cast by the Members were valid; and

6.2. We report that the 04 (Four) Special Resolutions and 01 (One) Ordinary Resolution as contained in the Postal Ballot Notice have been passed with requisite majority.

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

For S. N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023

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Narayanan Satyamangalam
Date: 2024.03.13 18:34:09
+05'30'



S. N. Viswanathan

Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E003578567

March 13, 2024



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 1: Appointment of Mr. Jagdish Acharya (DIN: 03282266) as an Independent Director of the Company for a term of five consecutive years w.e.f. February 05, 2024, not liable to retire by rotation.

| Particulars | Number of valid | | Percentage (%) |
|--------------|-----------------|--------------------|-----------------|
| | Voters | Votes | |
| Assent | 626 | 9,58,47,940 | 99.3430 |
| Dissent | 52 | 6,33,908 | 0.6570 |
| Total | 678 | 9,64,81,848 | 100.0000 |

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

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023

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Viswanathan Narayanan
Satyamangalam
Date: 2024.03.13 18:34:26
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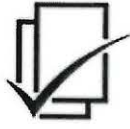
S. N. Viswanathan

Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E003578567

March 13, 2024



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 2: Appointment of Mr. Anupam Dutta (DIN: 01626554) as an Independent Director of the Company for a term of five consecutive years w.e.f. February 05, 2024, not liable to retire by rotation.

| Particulars | Number of valid | | Percentage (%) |
|--------------|-----------------|--------------------|-----------------|
| | Voters | Votes | |
| Assent | 631 | 9,64,75,651 | 99.9942 |
| Dissent | 47 | 5,549 | 0.0058 |
| Total | 678 | 9,64,81,200 | 100.0000 |

Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 2 of the Postal Ballot Notice has been passed with **requisite majority**.

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

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Viswanathan Narayanan
Satyamangalam
Date: 2024.03.13 18:34:54
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S. N. Viswanathan
Partner
ACS: 61955 | COP No.: 24335
ICSI UDIN: A061955E003578567
March 13, 2024



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 3: Appointment of Mr. K.S. Narayanan (DIN: 08097152) as an Independent Director of the Company for a term of five consecutive years w.e.f. February 05, 2024, not liable to retire by rotation.

| Particulars | Number of valid | | Percentage (%) |
|--------------|-----------------|--------------------|-----------------|
| | Voters | Votes | |
| Assent | 632 | 9,64,76,197 | 99.9943 |
| Dissent | 47 | 5,531 | 0.0057 |
| Total | 679 | 9,64,81,728 | 100.0000 |

Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 3 of the Postal Ballot Notice has been passed with **requisite majority**.

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023

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Date: 2024.03.13 18:35:14
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S. N. Viswanathan

Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E003578567

March 13, 2024



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 4: Re-appointment of Ms. Lilian Jessie Paul (DIN: 02864506) as an Independent Director of the Company for the second term of five consecutive years w.e.f. March 19, 2024, not liable to retire by rotation.

| Particulars | Number of valid | | Percentage (%) |
|--------------|-----------------|--------------------|-----------------|
| | Voters | Votes | |
| Assent | 621 | 8,57,67,339 | 88.8955 |
| Dissent | 55 | 1,07,13,708 | 11.1045 |
| Total | 676 | 9,64,81,047 | 100.0000 |

Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 4 of the Postal Ballot Notice has been passed with **requisite majority**.

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

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Satyamangalam
Date: 2024.03.13 18:35:29
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S. N. Viswanathan
Partner

ACS: 61955 | COP No.: 24335
ICSI UDIN: A061955E003578567
March 13, 2024



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 5: Appointment of Mr. Vimal Chandra Nagori (DIN: 00347585) as a Non- Executive, Non-Independent Director of the Company with effect from February 05, 2024, liable to retire by rotation.

| Particulars | Number of valid | | Percentage (%) |
|--------------|-----------------|--------------------|-----------------|
| | Voters | Votes | |
| Assent | 558 | 8,85,68,948 | 91.7988 |
| Dissent | 119 | 79,12,620 | 8.2012 |
| Total | 677 | 9,64,81,568 | 100.0000 |

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in the Item No. 5 of the Postal Ballot Notice has been passed with **requisite majority**.

For S. N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023

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Date: 2024.03.13 18:35:46
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S. N. Viswanathan

Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E003578567

March 13, 2024

**MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING
CONCLUDED ON MARCH 13, 2024**

The Board of Directors vide their resolution dated February 5, 2024, approved the postal ballot notice entailing the following resolutions to be considered and approved by shareholders through remote e-voting pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

| Sr. No. | Particulars |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Appointment of Mr. Jagdish Acharya (DIN: 03282266) as an Independent Director of the Company for the first term of five consecutive years with effect from February 5, 2024, not liable to retire by rotation. |
| 2. | Appointment of Mr. Anupam Dutta (DIN: 01626554) as an Independent Director of the Company for the first term of five consecutive years with effect from February 5, 2024, not liable to retire by rotation. |
| 3. | Appointment of Mr. K.S. Narayanan (DIN: 08097152) as an Independent Director of the Company for the first term of five consecutive years with effect from February 5, 2024, not liable to retire by rotation. |
| 4. | Re-appointment of Ms. Lilian Jessie Paul (DIN: 02864506) as an Independent Director of the Company for the second term of five consecutive years with effect from March 19, 2024, not liable to retire by rotation. |
| 5. | Appointment of Mr. Vimal Chandra Nagori (DIN: 00347585) as a Non-Executive Non-Independent Director of the Company with effect from February 5, 2024, liable to retire by rotation. |

- a) The Company had engaged the services of KFin Technologies Limited (KFINTECH) for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.
- b) The Board of Directors of the Company has appointed Mr. S.N. Viswanathan (ACS 61955, COP 24335), failing him Ms. Malati Kumar (ACS 15508 I COP 10980) Partners of S.N. Ananthasubramanian & Co., Practicing Company Secretaries, as the scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
- c) In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date February 9, 2024, seeking approval as set out in the postal ballot notice.
- d) The total number of shareholders as on the cut-off date was 1,42,801.
- e) Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on February 12, 2024.

Bajaj Consumer Care Limited1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East),

Mumbai 400 093 I Tel.: +91 22 66919477/78 I CIN: L01110RJ2006PLC047173 I

Web: www.bajajconsumercare.com

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

Tel.: +91 0294-2561631, 2561632

- f) A Public advertisement was published on February 13, 2024 in Economic Times, in English and Jai Rajasthan, in Hindi.
- g) The e-voting commenced on February 13, 2024 (9.00 AM IST) and closed on March 13, 2024 (5.00 PM IST).
- h) The Scrutinizer unblocked the votes cast under e-voting and downloaded the details at 5.05 PM IST on March 13, 2024 from KFINTECH portal.
- i) The Scrutinizer then rendered his report to the Chairman.
- j) The Chairman took the report on record and declared that the resolutions set out in the postal ballot notice dated February 5, 2024 were passed with requisite majority. The details of voting are as below;

| Resolutions | Total shares as on the cutoff date | No. of votes Polled | No. of Votes – in favor | % of Votes in favor | No. of Votes – Against | % of Votes against |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------|-------------------------|---------------------|------------------------|--------------------|
| 1. Appointment of Mr. Jagdish Acharya (DIN: 03282266) as an Independent Director of the Company for the first term of five consecutive years with effect from February 5, 2024, not liable to retire by rotation. | 142626000 | 96481848 | 95847940 | 99.3430 | 633908 | 0.6570 |
| 2. Appointment of Mr. Anupam Dutta (DIN: 01626554) as an Independent Director of the Company for the first term of five consecutive years with effect from February 5, 2024, not liable to retire by rotation. | 142626000 | 96481200 | 96475651 | 99.9942 | 5549 | 0.0058 |
| 3. Appointment of Mr. K.S. Narayanan (DIN: 08097152) as an Independent Director of the Company for the first term of five consecutive years with effect from February 5, 2024, not liable to retire by rotation. | 142626000 | 96481728 | 96476197 | 99.9943 | 5531 | 0.0057 |

| | | | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|----------|---------|----------|---------|
| 4. Re-appointment of Ms. Lilian Jessie Paul (DIN: 02864506) as an Independent Director of the Company for the second term of five consecutive years with effect from March 19, 2024, not liable to retire by rotation. | 142626000 | 96481047 | 85767339 | 88.8955 | 10713708 | 11.1045 |
| 5. Appointment of Mr. Vimal Chandra Nagori (DIN: 00347585) as a Non-Executive Non-Independent Director of the Company with effect from February 5, 2024, liable to retire by rotation. | 142626000 | 96481568 | 88568948 | 91.7988 | 7912620 | 8.2012 |

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

k) The text of resolutions as set out in the postal ballot notice dated January 11, 2024, that were passed by the shareholders were as follows:

1. Appointment of Mr. Jagdish Acharya (DIN: 03282266) as an Independent Director of the Company for the first term of five consecutive years with effect from February 5, 2024, not liable to retire by rotation.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV, other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination, Remuneration and Corporate Governance Committee and that of the Board of Directors, Mr. Jagdish Acharya (DIN: 03282266) (both days inclusive), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 5, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of five consecutive years i.e. from February 5, 2024 upto February 4, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and

is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

2. Appointment of Mr. Anupam Dutta (DIN: 01626554) as an Independent Director of the Company for the first term of five consecutive years with effect from February 5, 2024, not liable to retire by rotation.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV, other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination, Remuneration and Corporate Governance Committee and that of the Board of Directors, Mr. Anupam Dutta (DIN: 01626554), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 5, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of five consecutive years i.e. from February 5, 2024 upto February 4, 2029 (both days inclusive), and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

3. Appointment of Mr. K.S. Narayanan (DIN: 08097152) as an Independent Director of the Company for the first term of five consecutive years with effect from February 5, 2024, not liable to retire by rotation.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV, other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination, Remuneration and Corporate Governance Committee and that of the Board of Directors, Mr. K. S. Narayanan (DIN: 08097152), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 5, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an

Independent Director of the Company to hold the office for a period of five consecutive years i.e. from February 5, 2024 upto February 4, 2029 (both days inclusive), and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

4. Re-appointment of Ms. Lilian Jessie Paul (DIN: 02864506) as an Independent Director of the Company for the second term of five consecutive years with effect from March 19, 2024, not liable to retire by rotation.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV, other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), the Articles of Association of the Company, based on the recommendation of the Nomination, Remuneration and Corporate Governance Committee, approval of the Members be and is hereby accorded for re-appointment of Ms. Lilian Jessie Paul (DIN: 02864506), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director to hold the office for a second term of five consecutive years i.e., from March 19, 2024 upto March 18, 2029 (both days inclusive, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. Appointment of Mr. Vimal Chandra Nagori (DIN: 00347585) as a Non-Executive Non-Independent Director of the Company with effect from February 5, 2024, liable to retire by rotation.

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), the Articles of Association of the Company, based on the recommendation of the Nomination, Remuneration and Corporate Governance Committee, Mr. Vimal Chandra Nagori (DIN: 00347585) who was appointed as an Additional Director (Non-

Executive, Non-Independent Director) of the Company by the Board of Directors of the Company with effect from February 5, 2024, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

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