

February 12, 2024

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

**Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

Further to our letter dated February 5, 2024, please find enclosed copy of the Postal Ballot Notice dated February 5, 2024, seeking approval of the shareholders for the following Ordinary/Special Resolutions:

Sr. No.	Particulars	Type of Resolution
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.	Special
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.	Special
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.	Special
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.	Special
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.	Ordinary

Notice is being sent through electronic mode to those members whose email addresses are registered with the Depositories/Company 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 Friday, February 9, 2024.

**Bajaj Consumer Care Limited**

1231, 3<sup>rd</sup> 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](http://www.bajajconsumercare.com)

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

The Company has entered into an arrangement with KFin Technologies Limited (RTA) to facilitate remote e-voting for all its members. The remote e-voting will be available for the following period:

Commencement of e-voting period	9:00 a.m. IST on Tuesday, February 13, 2024
Conclusion of e-voting period	5:00 p.m. IST on Wednesday, March 13, 2024

Results of the postal ballot will be announced on or before March 15, 2024. The above information will be available on the website of the Company at [www.bajajconsumercare.com](http://www.bajajconsumercare.com).

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

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Tel.: +91 0294-2561631, 2561632

Web: [www.bajajconsumercare.com](http://www.bajajconsumercare.com)**POSTAL BALLOT NOTICE**

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended].

VOTING STARTS ON	VOTING ENDS ON
Tuesday, February 13, 2024	Wednesday, March 13, 2024

Dear member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**"), (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, read with the General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA**"), in continuation to the circulars issued earlier in this regard ("**MCA Circulars**"), Secretarial Standard - 2 on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") and pursuant to other applicable laws, rules and regulations as may be applicable, that the Special/ ordinary resolutions as set out in the notice are proposed for approval of the members of the Company ("**Members**" or "**Equity Shareholders**"), for passing by means of postal ballot through e-voting only (voting through electronic means)only.

Proposed Resolutions and the respective Explanatory Statements pursuant to section 102 ,110 and other applicable provisions, if any, setting out the material facts and the reasons thereof, forms part of the Postal Ballot Notice ("**Notice**").

In compliance of the Regulation 44 of the SEBI Listing Regulations and in terms of the MCA Circulars and the provisions of Sections 108, 110 & other provisions of the Act and Rule 20 & Rule 22 of the Rules as amended from time to time and SS-2 , the voting on the resolutions covered in the Notice will take place through remote e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms physically. Accordingly, the Notice and instructions of e-voting are being sent through electronic mode to those members whose email addresses are registered with the company/ depository participant/s.

Please refer to detailed instructions for remote e-voting explained in notes to this Notice.

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 ("**Scrutinizer**") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The Company is pleased to provide an e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of KFin Technologies Limited ("**KFINTECH**") for facilitating e-voting. The Company has made necessary arrangements with KFINTECH, Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

The remote e-voting period commences from 9:00 A.M. (IST) on February 13, 2024 and ends at 5:00 P.M. (IST) on March 13, 2024. Members are, therefore, requested to cast their vote **not later than 5:00 P.M. (IST) on March 13, 2024**.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on March 13, 2024. The e-voting facility will be disabled by KFIN immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the “**Chairman**”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting i.e. March 15, 2024. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. March 13, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## **Resolutions:**

### **1. Appointment of Mr. Jagdish Acharya (DIN: 03282266) as an Independent Director of the Company.**

#### **To consider and if thought fit, to pass the following resolution as a Special Resolution:**

“**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.**

#### **To consider and if thought fit, to pass the following resolution as a Special Resolution:**

“**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.****To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**“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.****To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**“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.****To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“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.”

By order of the Board of Directors

Sd/-

Vivek Mishra

Head-Legal & Company Secretary

Membership No. A21901

**Registered Office:**

Old Station Road,  
Sevashram Chouraha  
Udaipur 313 001  
Rajasthan

Mumbai

February 5, 2024

**Notes:**

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) and whose email address is registered with the Company / depository participant(s), as on February 9, 2024 (“**Cut-off Date**”).
3. A person who is not a member as on the Cut-off Date should treat this Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
4. A copy of this Notice is also available on the website of the Company [www.bajajconsumercare.com](http://www.bajajconsumercare.com), the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFIN at <https://evoting.kfintech.com/>.

**5. Voting through electronic means**

In terms of the provisions of Section 108 of the Companies Act, 2013 (the “**Act**”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called the “**Rules**” for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular no. 02/2021 dated 13<sup>th</sup> January 2021 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (“**SEBI**”), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on February 2, 2024 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFINTECH.

In terms of the SEBI circular dated December 9, 2020 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, the e-voting process has been enabled to all individual shareholders holding

securities in demat mode to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-voting facility.

## 6. The instructions for E-voting are as under:

### Step 1 :

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

### Step 2 :

Access to KFINTECH e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

### Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. <b>User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>2. <b>User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1.</li> </ol> </li> <li>3. <b>Alternatively by directly accessing the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFINTECH.</li> <li>V. On successful selection, you will be redirected to KFINTECH e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFINTECH e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFINTECH where the e- Voting is in progress.</li> </ol>
Individual Shareholders login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your Depository Participant (“DP”) registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. Click on options available against company name or e-Voting service provider – <b>KFINTECH</b> and you will be redirected to e-Voting website of <b>KFINTECH</b> for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



Details on Step 2 are mentioned below:

**Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company/ Depository Participants(s), will receive an email from KFINTECH which will include details of E-Voting Event Number (“**EVEN**”), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN 7859, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFINTECH for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now reach the password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘7859 Bajaj Consumer Care Limited - Postal Ballot’ and click on “Submit”.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”

- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

**Procedure for Registration of email and Mobile: securities in physical mode**

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' ("IPV"): The authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

7. The Scrutinizer will submit his report to the Company Secretary after completion of the scrutiny and results of the Postal Ballot would be announced by 5:00 P.M. (IST), Tuesday, March 15, 2024 through email and the Resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. As indicated earlier, the results will be published on the website of the Company at [www.bajajconsumercare.com](http://www.bajajconsumercare.com) besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFin Technologies Limited, <https://evoting.kfintech.com>.

## 8. General Instructions

- i. The Remote E-voting period commences from 9:00 A.M. (IST) on February 13, 2024 and ends at 5:00 P.M. (IST) on March 13, 2024. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the Cut-off Date of February 9, 2024, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The Scrutinizer shall make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Company Secretary of the Company.
- iii. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e. on March 13, 2024. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.bajajconsumercare.com](http://www.bajajconsumercare.com) and also on the notice board placed at the Registered Office of the Company and on the website of KFINTECH.

- iv. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFINTECH by submitting the ISR Forms or contact Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001, at [Unit: Bajaj Consumer Care Limited] KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

By order of the Board of Directors

Sd/-

Vivek Mishra

Head-Legal & Company Secretary

Membership No. A21901

**Registered Office:**

Old Station Road,  
Sevashram Chouraha  
Udaipur 313 001  
Rajasthan

Mumbai

February 5, 2024

## **EXPLANATORY STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING**

### **In respect of Item No. 1**

The Board of Directors at its meeting held on February 5, 2024, based on the recommendation of Nomination, Remuneration and Corporate Governance Committee, had appointed Mr. Jagdish Acharya (DIN: 03282266), as an Additional Director of the Company, designated as an Independent Director, effective February 5, 2024 subject to the approval of the shareholders.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Acharya shall hold office until the date of the next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Acharya is eligible to be appointed as an Independent Director for a term of upto five consecutive years. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Mr. Acharya for the office of Director.

The Company has also received a declaration of independence from Mr. Acharya. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

While considering the appointment of Mr. Acharya on the Board, the Nomination, Remuneration and Corporate Governance Committee noted that skills, expertise and competencies possessed by Mr. Acharya were in alignment with the skills and expertise identified by the Committee and the Board, for the directors of the Company. Considering the skills, experience and expertise, the Committee and the Board consider that this association would be of immense benefit to the Company and it is desirable to avail services of Mr. Acharya as an Independent Director.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

The draft letter of appointment to be issued to Mr. Jagdish Acharya setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under SS-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Mr. Acharya as an Independent Director requires the approval of the Members by passing a special resolution.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Jagdish Acharya as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Acharya, being the appointee none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 1.

### **Brief profile of Mr. Jagdish Acharya is as follows:**

Mr. Jagdish Acharya was Chief Executive Officer of PPG Asian Paints during the year 2014. In his professional journey of over 40 years, he has held various positions in Asian Paints. He has spent 25 years in International Markets of South Pacific, Australia, China, and East Asia and was on the board of various subsidiaries of Asian Paints Limited. He was advisor to Asian Paints from 2015 to 2016. Currently, he is working as the Chief Executive Officer of Paints & Coating Skill Council since December 2018.

Mr. Acharya is B.Sc. (Hons) (Statistics and Economics) from Mumbai University. He completed his Post Graduate Diploma in Management from Indian Institute of Management, Kolkata and undertaken an Executive Education Programme – “Company Directors” Programme-Board Best Practices from Indian Institute of Management, Bengaluru. He has also done an Executive Programme – “Corporate Social Responsibility-India” from Harvard Business School.

Mr Acharya is a recipient the ‘Lifetime Achievement Award’ instituted by the Indian Paint Association and is also an Udyog Ratna Awardee.

## **In respect of Item No. 2**

The Board of Directors at its meeting held on February 5, 2024, based on the recommendation of Nomination, Remuneration and Corporate Governance Committee, had appointed Mr. Anupam Dutta (DIN: 01626554), as an Additional Director of the Company, designated as an Independent Director, effective February 5, 2024, subject to the approval of the shareholders.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Dutta shall hold office until the date of the next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Dutta is eligible to be appointed as an Independent Director for a term of up to five consecutive years. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Mr. Dutta for the office of Director.

The Company has also received a declaration of independence from Mr. Dutta. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director’s data bank maintained by Indian Institute of Corporate Affairs.

While considering the appointment of Mr. Dutta on the Board, the Nomination, Remuneration and Corporate Governance Committee noted that skills, expertise and competencies possessed by Mr. Dutta were in alignment with the skills and expertise identified by the Committee and the Board, for the directors of the Company. Considering the skills, experience and expertise, the Committee and the Board consider that this association would be of immense benefit to the Company and it is desirable to avail services of Mr. Dutta as an Independent Director.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

The draft letter of appointment to be issued to Mr. Anupam Dutta setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under SS-2 on General Meetings and Regulation 36(3) of Listing Regulations are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Mr. Dutta as an Independent Director requires the approval of the Members by passing a special resolution.

Accordingly, the Board has recommended the resolution in relation to the appointment of Mr. Anupam Dutta as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Dutta, being the appointee none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 2.

## **Brief profile of Mr. Anupam Dutta is as follows:**

Mr. Anupam Dutta has over 30 years of experience in marketing, sales and general management with a focus on strategic thinking and excellence in execution to deliver sustainable growth. He has headed businesses for 13+ years with regions spanning across South Asia (India and neighboring) as well as South Africa and Southern African region of 14 countries.

Mr. Dutta has also worked as Managing Director and CEO of Allied Blenders and Distillers, CEO of Football Sports Development Limited (JV of Reliance Group, IMG and Star television group), Managing Director, India and South Asia of Kellogg Company. Mr. Dutta is an Entrepreneur and Consultant since May 2017. He along with his wife has founded an e-commerce venture [www.arteastic.in](http://www.arteastic.in). Mr. Dutta has also been a strategic advisor to FMCG business like Naturell India, a large edible nut business and Foods MNC from France on marketing, sales and commercial areas.

Mr. Dutta is a Computer Science and Engineering Graduate from Jadavpur University. He is also a Post-Graduate (Management) from IIM, Calcutta.

## **In respect of Item No. 3**

The Board of Directors at its meeting held on February 5, 2024, based on the recommendation of Nomination, Remuneration and Corporate Governance Committee, had appointed Mr. K.S. Narayanan (DIN: 08097152), as an Additional Director of the Company, designated as an Independent Director, effective February 5, 2024, subject to the approval of the shareholders.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Narayanan shall hold office until the date of the next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Narayanan is eligible to be appointed as an Independent Director for a term of upto five consecutive years. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Mr. Narayanan for the office of Director.

The Company has also received a declaration of independence from Mr. Narayanan. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

While considering the appointment of Mr. Narayanan on the Board, the Nomination, Remuneration and Corporate Governance Committee noted the skills, expertise and competencies possessed by Mr. Narayanan were in alignment with the skills and expertise identified by the Committee and the Board, for the directors of the Company. Considering the skills, experience and expertise, the Committee and the Board consider that this association would be of immense benefit to the Company and it is desirable to avail services of Mr. Narayanan as an Independent Director.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

The draft letter of appointment to be issued to Mr. Narayanan setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under SS-2 on General Meetings and Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Mr. Narayanan as an Independent Director requires the approval of the Members by passing a special resolution.

Accordingly, the Board has recommended the resolution in relation to the appointment of Mr. K. S. Narayanan as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Narayanan, being the appointee none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 3.

#### **Brief profile of Mr. K. S. Narayanan is as follows:**

Mr. Narayanan has 35+ years of experience (business head for 10+ years) in India and Spain with Asian Paints, Hindustan Unilever, McCain Foods, Pan India Food Solutions & VKL Seasonings. He has experience across B2B, B2C, Hospitality, Retail, Customer & Business Development, Sales & Marketing in the Food and Beverage Industry – Service, FMCG, Retail, Impulse & Foodservice.

Mr. Narayanan is currently working as an advisor to the Board of several startup companies in the food and beverages business. He regularly contributes to articles / insights on F&B in various industry and business magazines.

In past, he has worked as President Seasoning and Flavours of VKL Seasonings, CEO of Pan India Food Solutions, Managing Director of McCain Foods India Private Limited and Managing Director of Unilever Food Solutions India/ Sri Lanka.

Mr. Narayanan is a BTech from IIT Madras and also an MBA from IIM Calcutta.

#### **In respect of Item No. 4**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years. Further, as per Schedule IV of the Act read with Regulation 19 and Schedule II of the Listing Regulations, such re-appointment of an Independent Director shall be on the basis of the report of performance evaluation.

On December 20, 2018, the Members had approved the appointment of Ms. Lilian Jessie Paul (DIN: 02864506), as an Independent Director of the Company for a period of five years with effect from March 18, 2019 till March 17, 2024.

While considering the proposal for re-appointment of Ms. Lilian Jessie Paul as an Independent Director of the Company, the Nomination and Remuneration Committee of the Company noted of the positive outcome of her performance evaluation for the last five financial years, including outcome of the evaluation carried out by the Nomination, Remuneration and Corporate Governance Committee for Financial Year 2022-23. The Committee noted significant contributions by Ms. Paul to the discussions of the Board and the Committees of which she is a member, which in turn enhanced the value of such discussions. Further, the committee also noted the consistent time commitment of Ms. Paul towards Board and Committee meetings held during her tenure.

On the basis of the above, the Nomination, Remuneration and Corporate Governance Committee recommended to the Board the re-appointment of Ms. Paul as an Independent Director of the Company. At its meeting held on February 5, 2024, the Board, based on the recommendation of Nomination, Remuneration and Corporate Governance Committee, outcome of the performance evaluation and subject to the approval of the Members, has approved the re-appointment of Ms. Lilian Jessie Paul, as an Independent Director of the Company, for a second term of five consecutive years i.e. with effect from March 18, 2024 till March 17, 2029.

Ms. Paul is eligible to be re-appointed as an Independent Director for a second term upto five consecutive years. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Ms. Paul for the office of Director.

The Company has received a declaration of independence from Ms. Paul. In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Paul fulfils the conditions set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for re-appointment as an Independent Director.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

The draft letter of re-appointment to be issued to Ms. Paul setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under Secretarial Standard 2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Ms. Paul as an Independent Director requires the approval of the Members by passing a special resolution.

The Board firmly believes that the expertise and the experience that Ms. Paul brings to the Board deliberations would be of significant value in Company's transformational journey and would make her continued association as an Independent Director of immense benefit to the Company. The Board of Directors based on the recommendation of the Nomination, Remuneration and Corporate Governance Committee considers the re-appointment of Ms. Lilian Jessie Paul as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No.4 for approval of Members.

Except Ms. Paul, being the appointee none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 4.

#### **Brief profile of Ms. Paul is as follows:**

Ms. Lilian Jessie Paul aged 53 years is an Independent Director. She holds an MBA from IIM Calcutta and a bachelor's degree in computer science and engineering from the National Institute of Technology, Trichy.

Ms. Paul is the founder of Paul Writer ([www.paulwriter.com](http://www.paulwriter.com)), a marketing advisory firm that works with clients to design targeted outreach campaigns that result in business impact.

Ms. Paul has 28 years of experience as a marketer. She was Global Brand Manager of Infosys, headed marketing for iGATE (now a part of CapGemini) and was Chief Marketing Officer of Wipro Technologies. She commenced her career with Ogilvy & Mather Advertising.

She is also serving as Independent Director of Credit Access Grameen Limited, Policy Bazar Insurance Brokers Private Limited, Expleo Solutions Limited and FB Fintech Limited.

Ms. Paul is frequently cited as a marketing expert in publications and is the author of two books on marketing – Marketing Without Money published by Bloomsbury in 2021 and No Money Marketing, published by Tata McGraw-Hill in 2009. She publishes India's longest running newsletter on marketing.

#### **In respect of Item No. 5**

The Board of Directors at its meeting held on February 5, 2024, based on the recommendation of Nomination, Remuneration and Corporate Governance Committee, had appointed Mr. Vimal Chandra Nagori (DIN: 00347585), as an Additional Director of the Company, designated as Non-Executive, Non-Independent Director, effective February 5, 2024 subject to the approval of the shareholders.

Mr. Nagori is qualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as a Director. The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Nagori for the office of Non-Executive Director of the Company.



Disclosures as required under SS-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as an Annexure to this Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

The draft letter of appointment to be issued to Mr. Nagori setting out all the terms and conditions of appointment as a Non-Executive, Non-Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under Secretarial Standard 2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as an Annexure to this Notice.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a Director requires approval of members of the company by way of an ordinary resolution. Accordingly, the approval of Members is sought for appointment of Mr. Vimal Chandra Nagori as Non-Executive, Non-Independent Director of the Company.

The Board firmly believes that the expertise and the experience that Mr. Nagori brings to the Board would be of immense benefit to the Company. The Board of Directors based on the recommendation of the Nomination, Remuneration and Corporate Governance Committee considers the appointment of Vimal Chandra Nagori as Non-Executive, Non-Independent Director in the interest of the Company and recommends the Ordinary Resolution as set out at Item No. 5 for approval of Members.

Except Mr. Nagori, being the appointee none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 5.

**Brief profile of Mr. Vimal Chandra Nagori is as follows:**

Mr. Nagori is a member of Institute of Chartered Accountants of India and has 35+ years of experience in finance and accounts. He has been associated with the Bajaj Group since 1991 and has worked with FMCG business of Bajaj Group and Bajaj Consumer Care Limited as CFO & President Finance from 1991 till 2017. During his tenure in the Company, he successfully concluded the Initial public offering in August 2010. He has also been instrumental in creating and strengthening accounting, tax, internal audit and reporting functions in the Company.

His core area of expertise are strategic financial planning and analysis, P&L ownership and management, Organizational Re engineering, Fiscal productivity and execution, Talent selection, Development and Retention, Mergers & Acquisition, banking and treasury transactions, cross border financial transactions and subsidiary management.

by order of the Board of Directors

Sd/-

Vivek Mishra

Head-Legal & Company Secretary

Membership No. A21901

**Registered Office:**

Old Station Road

Sevashram Chouraha

Udaipur 313 001

Rajasthan

Mumbai

February 5, 2024

## ANNEXURE TO ITEMS

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.

<b>Name of the Director</b>	Mr. Jagdish Acharya
<b>Director Identification Number (DIN)</b>	03282266
<b>Date of Birth</b>	07/11/1956
<b>Age</b>	67 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	05/02/2024
<b>Date of re-appointment by the Members</b>	Not Applicable
<b>Qualifications</b>	B. Sc (Hons) (Statistics and Economics) from Mumbai University and PGDM from Indian Institute of Management, Kolkata.
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements including expertise in functional area.</b>	Over 40 years of experience in Marketing, Sales He has held various positions in Asian Paints. He has spent 25 years in International Markets of South Pacific, Australia, China and East Asia.
<b>Terms and conditions of appointment</b>	Appointment as Independent Director for a period of 5 consecutive years effect from February 5, 2024 to February 4, 2029
<b>Details of Remuneration Last Drawn</b>	Not Applicable
<b>Details of remuneration sought to be paid</b>	Mr. Jagdish Acharya, Independent Director is entitled to sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.
<b>List of Directorships in other listed entities (excluding foreign companies)</b>	Nil
<b>Membership/Chairmanship of Committees in other listed entities (excluding foreign companies)</b>	Nil
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil
<b>Number of Board Meetings attended during the year</b>	Not Applicable
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None
<b>Number of Equity Shares held in the Company.</b>	Nil
<b>Name of the Director</b>	Mr. Anupam Dutta
<b>Director Identification Number (DIN)</b>	01626554
<b>Date of Birth</b>	18/03/1967
<b>Age</b>	57 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	05/02/2024
<b>Date of re-appointment by the Members</b>	Not Applicable
<b>Qualifications</b>	B.E in Computer Science & Engineering from Jadavpur University and PGDM in Management from Indian Institute of Management, Kolkata.

<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements including expertise in functional area.</b>	Marketing, Sales and General Management with focus on strategic thinking and excellence in execution to deliver sustainable growth, innovation funneling, manufacturing P&L management and talent development.
<b>Terms and conditions of appointment</b>	Appointment as Independent Director for a period of 5 consecutive years effect from February 5, 2024 to February 4, 2029.
<b>Details of Remuneration Last Drawn</b>	Not Applicable
<b>Details of remuneration sought to be paid</b>	Mr. Anupam Dutta, Independent Director is entitled to sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.
<b>List of Directorships in other listed entities (excluding foreign companies)</b>	Nil
<b>Membership/Chairmanship of Committees in other listed entities (excluding foreign companies)</b>	Nil
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil
<b>Number of Board Meetings attended during the year</b>	Not Applicable
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None
<b>Number of Equity Shares held in the Company.</b>	Nil
<b>Name of the Director</b>	Mr. K. S. Narayanan
<b>Director Identification Number (DIN)</b>	08097152
<b>Date of Birth</b>	13/06/1964
<b>Age</b>	59 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	05/02/2024
<b>Date of re-appointment by the Members</b>	Not Applicable
<b>Qualifications</b>	BTech from IIT Madras and MBA from IIM Calcutta
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements including expertise in functional area.</b>	Experience across B2C, B2B, Hospitality, Retail, Customer & Business Development, Sales & Marketing in the Food & Beverage Industry – Service, FMCG, Retail, Impulse & Foodservice. Businesses managed in F&B categories: Beverages, Edible Oil, Dairy, Ice Creams, Frozen Foods, Culinary products, Seasonings & Flavors, Restaurants, Parlors & Café's. Range of businesses from Farm to Fork. Ex-ExCo member of National Restaurant Association of India (NRAI), Guest lectures at IIM Ahmedabad, Regular contributor to articles on F&B in various Industry and business magazines.
<b>Terms and conditions of appointment</b>	Appointment as Independent Director for a period of 5 consecutive years effect from February 5, 2024 to February 4, 2029.
<b>Details of Remuneration Last Drawn</b>	Not Applicable

<b>Details of remuneration sought to be paid</b>	Mr. K. S. Narayanan, Independent Director is entitled to sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.
<b>List of Directorships in other listed entities (excluding foreign companies)</b>	Nil
<b>Membership/Chairmanship of Committees in other listed entities (excluding foreign companies)</b>	Nil
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil
<b>Number of Board Meetings attended during the year</b>	Not Applicable
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None
<b>Number of Equity Shares held in the Company.</b>	Nil
<b>Name of the Director</b>	Ms. Lilian Jessie Paul
<b>Director Identification Number (DIN)</b>	02864506
<b>Date of Birth</b>	02-05-1970
<b>Age</b>	53 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	19-03-2019
<b>Date of re-appointment by the Members</b>	Not Applicable
<b>Qualifications</b>	B.E in Computer Science from National Institute of Technology, Tiruchirappalli and PGDM in Marketing and Behavioural Science from Indian Institute of Management, Calcutta
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements including expertise in functional area.</b>	Jessie Paul founded Paul Writer ( <a href="http://www.paulwriter.com">www.paulwriter.com</a> ), a marketing advisory firm in 2010. In 2019, it evolved into the Paul Writer Impact Network, India's first integrated B2B agency group. Previous roles have included Global Brand Manager of Infosys, head marketing for iGATE (now a part of CapGemini) and Chief Marketing Officer of Wipro Technologies.
<b>Terms and conditions of appointment</b>	Re-appointment as Independent Director for the second term of 5 consecutive years with effect from March 19, 2024 to March 18, 2029
<b>Details of Remuneration Last Drawn</b>	Ms. Lilian Jessie was paid sitting fees of Rs. 2.05 lakh for attending Board and Committee meetings during the year 2022-23.
<b>Details of remuneration sought to be paid</b>	Ms. Lilian Jessie Paul, Independent Director is entitled to sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.
<b>List of Directorships in other listed entities (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>1. Credit Access Grameen Limited</li> <li>2. Policy Bazar Insurance Brokers Private Limited</li> <li>3. Paul Writer Strategic Services Private Limited</li> <li>4. Expleo Solutions Limited</li> <li>5. FB Fintech Limited</li> </ol>

<b>Membership/Chairmanship of Committees in other listed entities (excluding foreign companies)</b>	Expleo Solutions Limited	Member - Stakeholders' Relationship Committee
	CreditAccess Grameen Limited	1. Member - Information Technologies Committee 2. Member - Corporate Social Responsibility Committee 3. Member - Nomination and Remuneration Committee
	PB Fintech Limited	1. Member - Stakeholders' Relationship Committee 2. Member - Corporate Social Responsibility Committee
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil	
<b>Number of Board Meetings attended during the year</b>	Ms. Lilian Jessie Paul attended 2 Board Meetings during the year 2023-24.	
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None	
<b>Number of Equity Shares held in the Company.</b>	Nil	
<b>Name of the Director</b>	Mr. Vimal Chandra Nagori	
<b>Director Identification Number (DIN)</b>	00347585	
<b>Date of Birth</b>	23/01/1959	
<b>Age</b>	65 years	
<b>Nationality</b>	Indian	
<b>Date of first appointment on the Board</b>	05/02/2024	
<b>Date of re-appointment by the Members</b>	Not Applicable	
<b>Qualifications</b>	Member of Institute of Chartered Accountants of India.	
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements including expertise in functional area.</b>	More than 35 years of experience handling Finance and Accounts.	
<b>Terms and conditions of appointment</b>	Appointment as Non-Executive, Non-Independent Director liable to retire by rotation.	
<b>Details of Remuneration Last Drawn</b>	Not Applicable	
<b>Details of remuneration sought to be paid</b>	Nil	
<b>List of Directorships in other listed entities (excluding foreign companies)</b>	Nil	
<b>Membership/Chairmanship of Committees in other listed entities (excluding foreign companies)</b>	Nil	
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil	
<b>Number of Board Meetings attended during the year</b>	Not Applicable	
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None	
<b>Number of Equity Shares held in the Company.</b>	Nil	