

December 13, 2022

BSE Limited	National Stock Exchange of India Limited
First Floor, New Trade Wing	Exchange Plaza, 5 <sup>th</sup> Floor
Rotunda Building,	Plot No. C/1. 'G' Block
Phiroze Jeejeebhoy Towers	Bandra- Kurla Complex
Dalal Street, Fort. Mumbai 400 023	Bandra East, Mumbai 400 05 l
Stock Code: 533229	Stock Code: BAJAJCON

Dear Sir / Madam,

Sub: Submission of public announcement dated December 12, 2022 ("Public Announcement") for the buyback of equity shares of the face value of ₹ 1 each ("Equity Shares") of Bajaj Consumer Care Limited (the "Company") for an aggregate amount not exceeding ₹ 8,089.00 lakhs ("Maximum Buyback Size") from the open market through stock exchange mechanism pursuant to the provisions of the SEBI (Buy-Back of Securities) Regulations, 2018, as amended and the Companies Act, 2013, as amended ("Buyback")

This is in furtherance to our letter dated December 9, 2022 informing the outcome of the Board meeting held on the same date that approved, *inter alia*, the Buyback of our Equity Shares from the open market through stock exchange mechanism.

In this connection, pursuant to Regulation 16(iv) of the SEBI Buyback Regulations, the Company has made a public announcement dated December 12, 2022 ("**Public Announcement**") for the Buyback, which was published on December 13, 2022, in the newspapers mentioned below:

Name of the Newspaper	Language & circulation	Editions	
Financial Express	English national daily	All editions	
Jan Satta	Hindi national daily	All editions	
Dainik Naviyoti	Hindi regional daily	Udaipur (Rajasthan)	

In this regard, we would like to submit the following documents:

- (1) Copy of the Public Announcement that has been published in the aforesaid newspapers (Annexure A); and
- (2) a certified true copy of the resolution passed by the Board of Directors, on December 9, 2022, for approval of the Buyback (Annexure B).

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

Mumbai

Yours faithfully,

For Bajaj Consumer Care Limited

Vivek Mishra

Head-Legal & Company Secretary

Enclosed: as above



**FINANCIAL EXPRESS** 

# bajaj consumer care

## **BAJAJ CONSUMER CARE LIMITED**

CIN: L01110RJ2006PLC047173

Registered Office: Old Station Road, Sevashram Chouraha, Udalpur - 313 001, Rajasthan, India
Corporate Office: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093, Maharashtra, India
Tel. No., +91 22 6691 9477 / 78 | E-mail: complianceofficer@bajajconsumer.com | Website: www.bajajconsumercare.com
Company Secretary and Compliance Officer: Mr. Vivek Mishra

FUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF BAJAJ CONSUMER CARE LIMITED FOR BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made in relation 3.3. to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of Bajaj Consumer Care Limited (the "Company") from the open market through stock exchange mechanism, pursuant to Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s) or amendment(s) from time to time) (the "Buyback Regulations") and contains the disclosures as specified in Schedule IV to the Buyback Regulations. 3.4.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (I) the sum or percentage change of such numbers may not confirm exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'Lakh'. Disclosures in accordance with Schedule I of the Buyback Regulations

#### 1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

- Pursuant to the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinalter referred to as the "Share Capital Rules") and other relevant rules made thereunder, as amended from time to time (together the "Companies Act") (including any statutory amendment(s), modification(s) or re-enactments from time to time), the provisions of the Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") (Including any statutory amendment(s), modification(s) or re-enactments from time to time) and Article 62 of the Articles of Association of the Company, and subject to such other approvals, permissions, consents, exemptions, and sanctions of the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies. Rajasthan at Jaipur (the "ROC") and / or other authorities, institutions or bodies, as may be applicable (together with SEBI and ROC, the "Appropriate Authorities") as may be necessary and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions and sanctions which may be agreed to by the Board of Directors of the Company (the "Board" which expression shall be deemed to include any committee constituted by the Board and / or officials, which the Board may constitute / authorise to exercise its powers, including the powers conferred by the Board resolution), the Board at its meeting held on December 9, 2022 ("Board Meeting"), approved the buyback of fully paid up equity shares of face value of ₹ 1 (Indian Rupee One only) ("Equity Shares') of the Company, each, from the shareholders / beneficial owners of the Company (other than those who are promoters, promoter group or persons in control), from the open market through stock exchange mechanism i.e., using the electronic trading facilities of the stock exchanges where the Equity Shares of the Company are listed i.e., National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (collectively, "Stock Exchanges"), for an aggregate amount not exceeding ₹ 8,089 00 Lakhs (Indian Rupees Eight Thousand Eighty Nine Lakhs only) ("Maximum Buyback Size"), and at a price not exceeding ₹ 240/- (Indian Rupees Two Hundred and Forty only) per Equity Share ("Maximum Buyback Price"), payable in cash (the process being referred hereinafter as "Buyback"). The Maximum Buyback Size and Maximum Buyback Price do not include any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax, goods and services lax (if any) and income tax, stamp duty, advisors fees, printing expenses, filing fees and other incidental and related expenses and charges (collectively referred to as "Transaction Costs") The Maximum Buyback Size represents 9.66% and 10% of the aggregate of the total paid-up capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company as at March 31, 2022, respectively (being the latest audited financial statements of the Company, available at the Board Meeting) which is not more than 10% of the total paid-up capital and free reserves of the Company in accordance with the provise to the Regulation 5(i)(b) of the Buyback Regulations.
- 1.2. At the Maximum Buyback Size and the Maximum Buyback Price, the indicative maximum number of Equity Shares bought back would be 33,70,416 (Thirty Three Lakh Seventy Thousand Four Hundred Sixteen only) Equity Shares ("Maximum Buyback Shares"), which will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company. The Company will comply with the requirement of maintaining a minimum public snareholding of at least 25% of the total paid up equity share capital of the Company as provided under Regulation 38 of the Listing Regulations, during the Buyback period and upon completion thereof.
- 1.3. The Company shall utilize at least 50% of the Maximum Buyback Size i.e., ₹ 4,044.50 Lakhs (Indian Rupees Four Thousand Forty Four Lakhs and Fifty Thousand only) ("Minimum Buyback Size") for the Buyback, and based on the Minimum Buyback Size and the Maximum Buyback Price, the Company will purchase an Indicative minimum of 10,85,208 (Sixteen Lakh Eighty Five Thousand Two Hundred and Eight only) Equity Shares ("Minimum Buyback Shares"), if the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.
- 1.4. The Board or a committee thereof (constituted by the Board to exercise its powers, and / or the powers conferred by the Board resolution in relation to the Buyback), shall determine, at its discretion, the time frame for completion of the Buyback and may close the Buyback (which shall not be longer than 6 (six) months from the date of cummencement of the Buyback or such other period as may be permitted under the Companies Act and / or the Buyback Regulations or as may be directed by the Appropriate Authorities (\*Maximum Buyback Period\*)) after the Minimum Buyback Size has been reached, and irrespective of whether the Maximum Buyback Size has or has not been reached, after giving appropriate notice for such closure and on completing all formalities in this regard, in accordance with the Companies Act and / or the Buyback Regulations.
- 1.5. The Buyback will be implemented by the Company out of its free reserves or such other sources as may be permitted by law and in accordance with Section 88(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations, and in accordance with Regulation 4(iv)(b)(ii) of the Buyback Regulations, by way of open market purchases through the Stock Exchanges, by the order matching mechanism except fall or none order matching system, as provided under the Buyback Regulations.
- 1.6. A copy of this Public Announcement is available on the Company's website (www.bajajconsumercare.com) and is expected to be available on the website of SEBI (www.sebi.gov.in), website of NSE (www.nseindia.com) and website of BSE (www.bseindia.com) during the period of the Buyback.

## 2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

- 2.1. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Buyback will help the Company achieve the following objectives. (I) optimize returns to shareholders; and (II) enhance overall shareholders value. The Buyback is being undertaken, inter-alia, for the following reasons:
  - The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares;
  - (ii) The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders, value; and
  - (iii) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.
- 2.2. The Buyback may lead to reduction in putstanding Equity Shares, improvement in earnings per equity share, and enhanced return on invested capital. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.
- BASIS FOR ARRIVING AT THE MAXIMUM BUYBACK PRICE AND OTHER DETAILS
- 3.1. The Maximum Buyback Price of ₹240 (Indian Rupees Two Hundred and Forty only) per Equity Share has been arrived at after considering various factors, including but not limited to, the tronds in the volume weighted average market prices of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share. The Maximum Buyback Price excludes the Transaction Cost.
- 3.2. The Maximum Buyback Price is at a prumium of 41.84% and 41.76% over the closing prices on both BSE and NSE, respectively, on December 2, 2022 i.e., one trading day prior to the date on which the notice of the Board Meeting to consider the Buyback proposal was intimated to Stock Exchanges. The Maximum Buyback Price represents a promium of 43.02% compared to the average of the weekly high and low of the closing prices of the Equity Shares on BSE and NSE, during the 2 (two) weeks preceding the date of the Board Meeting.

- 3.3. The Buyback is proposed to be completed within the Maximum Buyback Period. Subject to the Maximum Buyback Price of ₹240 (Indian Rupees Two Hundred and Forty only) per Equity Share, the Maximum Buyback Period, and achievement of the Minimum Buyback Size, the actual time frame and the price for the Buyback will be determined by the Board of Directors or the Buyback Committee or their duly authorized representatives, at their discretion, in accordance with the Buyback Regulations.
- 3.4. In accordance with Section 68(2)(d) of the Companies Act and Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company after Buyback shall not be more than twice the paint-up capital and free reserves based on audited financial statements of the Company.
- 3.5. The actual number of Equity Shares bought back during the Buyback period will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.
- 4. DETAILS OF PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL SHAREHOLDING AND OTHER DETAILS
- 4.1. The details of the aggregate shareholding of the (i) promoters and promoter group; and (ii) persons who are in control of the Company, as on the date of the Board Meeting (i.e., Friday, December 9, 2022) and the date of this Public Announcement is as follows:

Sr. No.	Name of Shareholder	Number of Equity Shares	% of paid-up equity share capital
T.	Bajaj Resources Private Limited	5.61,09.900	38.03
2	KNB Enterprises LLP	10,100	0.01
3.	SKB Roop Commercial LLP	5,000	Negligible
34,0	Mr Shishir Bajaj	0	0.00
5.	Mrs. Minaksni Bajaj	0	0.00
ō.	Mr. Kushagra Bajaj	D	0.00
7.	Mr. Apoorv Bajaj	0	0.00
Total		5,61,25,000	38.04%

4.2. Except as disclosed below, none of the directors and key manageral personnel of the Company hold any Equity Shares of the Company as on the date of the Board Meeting (Le., December 9, 2022) and the date of this Public Announcement:

Sr. No:	Name of Shareholder	Designation	Number of Equity Shares	% of paid-up equity share capital
L	Mr. Jaideep Nandi	Managing Director	-0	Negligible
-2.	Mr. Dilip Kumar Maloo	Chief Financial Officer	5	Negligible
3	Mr. Vivek Mishra	Head – Legal and Company Secretary	1	Negligible
Total			7	Negligible

- 4.3. No Equity Shares or other specified securities in the Company were either purchased or sold by the (i) promoters/ promoter group; and (ii) persons who are in control of the Company, during a period of 6 (six) months preceding the date of the Board Meeting (i.e., December 9, 2022).
- 4.4. No Equity Shares prother specified securities in the Company were either purchased or sold by the key managerial personnel and directors of the Company, during a period of 6 (six) months preceding the date of the Board Meeting (i.e., December 9, 2022) except as disclosed below:

Sc Na	Hame of sharefulder	Aggregate number of Equity Shares purchased/ sold	Mature of ransaction	Morrum Price (₹)	Deterof Minimum Prico	Maximum Price (₹)	Date of Maximum Price
1.	Mr. Jaideep Nandi	3.	Acquisition	134.40	June 24, 2022	134.40	June 24, 2022
2.	Mr. Vivek Mishra	3	Acquisition	138.61	June 23, 2022	136,61	June 23, 2022

- 5. INTENTION OF THE PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK
- 5.1. In accordance with Regulation 16(ii) of the Buyback Regulations, since the Buyback is being implemented by way of open market purchases through the Stock Exchanges, the Buyback shall not be made by the Company from the promoters, promoter group and persons in control of the Company.
- 5.2. Further, as per Regulation 24(I)(e) of the Buyback Regulations, neither the promoters, promoter group nor their associates have dealt in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters or promoter group) from the date of the Board Meeting till the date of the Public Announcement and shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters/ promoter group) from the date of the Public Announcement till the completion of the Buyback.

## 6. NO DEFAULTS

The Company confirms that there are no defaults subsisting in repayment of deposits interest payment thereon, redemption of debentures or preference shares, or payment of dividend to any shareholder, or repayment of term loans or interest payable thereon to any financial institution or any bank.

## 7. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board has confirmed in the Board Mneting that they have made a full inquiry into the affairs and prospects of the Company and that they have formed the opinion:

(i) that immediately following the date of the Board Meeting, there are no grounds on which the Company can be found unable to pay its debts;

- (ii) as regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and the Company will not be rendered insolvent within a period of one year period from the date of the Board Meeting; and
- (iii) in forming the aforesaid opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified), as the case may be.

## 8. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated December 9, 2022 received from M/s Chopra Virmit & Co., Chartered Accountants (Firm's Registration No. 006456C), the Statutory Auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

## Quote

Independent Auditor's Report on the proposed buyback of equity shares pursuant to the requirements of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended.

To,

The Board of Directors

Bajaj Consumer Care Limited 1231, Solitane Commate Park

151 M. Vasanji Road Chakara, Andhari East

Mumbai - 400 093 India

- We Chopra Vimal & Co., Chartered Accountants, the Statutory Auditors of the Company issue this Report to Bajaj Consumer Care Limited (hereinafter the Company") in connection with their proposed buyback of equity shares, and in accordance with our engagement letter dated December 5, 2022.
- The Board of Directors of the Company (hereinafter the "Board of Directors") has prepared the accompanying Annexure A - Statement of permissible capital payment as on March 31, 2022 (the "Statement") pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company in their meeting held on December 9, 2022, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013, as amended and the rules made thereunder, as amended (together the "Companies Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the 'SEBI Buyback Regulations'). The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2). (c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), provise to Regulation 4(iv) and the provise to Regulation 5(i)(b) of the SEBI Buyback Regulations and based on the latest audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022. We have initialled the Statement for the identification purposes only
- We have been provided with the following documents:
- Audited standalone financial statements and consolidated financial statements for the year ended March 31, 2022. The statement of unaudited financial results for the six months period September 30, 2022.
- Solverroy declaration by the Board of Directors;
- 3.3. Board resolutions dated December 9, 2022, for approval of proposed buyback;
   3.4. Assessment note and projected cash flow provided to the board for
- solvency declaration;
- 3.5. Articles of association to verify authorization for buy back of securities.

#### Board of Directors Responsibility for the Statement

- The preparation of the Statement in accordance with the requirements of section 88(2)(c) read with the provise to Section 68(2)(b) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 5 The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of board meeting approving the buyback of its equity shares i.e., December 0, 2022, (hereinatter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

#### Auditor's Responsibility

- Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:
  - 6 t Whether we have inquired into the state of affairs of the Company:
  - 6.2. Whether the amount of capital payment for the buyback, as stated in the Statement, has been properly determined and is within the permissible limit and computed in accordance with the provisions of Section 68 of the Companies Act. Regulation 4(i), the provise to Regulation 4(iv) and the provise to Regulation 5(i)(b) of the SEBI Buyback Regulations;
  - 6.3 Whether the Board of Directors of the Company, in its meeting held on December 9, 2022, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
    We conducted our examination of the Statement in accordance with the
- Guidance Note on Reports or Certificates for Special Purposes' ("Guidance Note"), issued by ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

  8. We have complied with the relevant applicable requirements of the Standard
- on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAL.

  9. A reasonable assurance engagement involves performing procedures to obtain
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned in this paragraph below. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the matters mentioned in this paragraph 10 below. We have performed the following procedures in relation to the matters mentioned in this paragraph 10 below:
  - 9.1. Inquired into the state of affairs of the Company in relation to the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022;
    9.2. Performed inquiry with the management in relation to the unaudited
  - financial results for the six months period ended September 30, 2022; 9.3. Examined authorisation for buyback from the Articles of Association of the
  - 9.4. Agreed the amounts of paid up equity share capital, securities premium account, general reserve and retained namings as at March 31, 2022 as disclosed in the accompanying Statement, with the audited standalone
  - financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022;

    9.5 Examined that the ratio of the aggregate of secured and unsecured nebts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, the audited standalone
  - financial statements and the audited consolidated financial statements of the Company as on March 31, 2022; 9.6. Examined that all the shares for buy-back are fully paid-up:
  - 9.7 Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback:
  - its obligations under the Buyback;

    9.8 Examined that the amount of capital payment for the buyback as
  - detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), the proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;
- 9.9 Inquired if the Board of Directors of the Company, in its meeting held on December 9, 2022, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
- 9.10. Examined resolutions passed in the meetings of the Board of Directors i.e., on December 9, 2022;
- 911 Examined Director's declarations in respect of the Buyback and solvency of the Company, and
- 9.12.Obtained necessary representations from the management of the Company.

#### Opinion 10. Bas

- Based on inquiries conducted and our examination as above, and according
  to the information and explanations provided to us by the management of this
  Company we report that:
  - 10.1 We have inquired into the state of affairs of the Company in relation to. (i) the latest addited standalone financial statements and the addited consolidated financial statements of the Company for the year ended March 31, 2022; and (ii) the statement of unaudited financial results for the six months period September 30, 2022;
  - 10.2 The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), the provise to Regulation 4(iv) and the provise to Regulation 5(i)(b) of the SEBI Buyback Regulations, based on the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022; and
  - 10.3 The Board of Directors, in their meeting held on December 9, 2022, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the directorstances as of the date of declaration.

## Restriction on Use

11. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and for onward submission to ICICL Securities Limited, (hereinafter referred to as the 'Manager to the Buyback') and to include this report, pursuant to the requirements of the SEBI Buyback Regulations, in the public announcement to be made to the shareholders of the Company and other documents pertaining to the Buyback to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited,

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National Securities Depository Limited: as applicable, and for providing to the 4. Manager to the Buyback, Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

This raport can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback. Yours faithfully,

For and on behalf of Chopra Vimal & Co. Chartered Accountants Firm Registration No. 006456C

Vimal Chopra Partner Membership No., 074056 UDIN: 22074056BFCTPD7120

Place, Jaipur Date: December 9, 2022

#### ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of purmissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) of the Companies Act. 2013, as amended, and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("BEBI Buyback Regulations"), based on both the audited standalone financial statements and the audited consolidated financial statements of the Company as at March 31, 2022.

(Amount in ₹ | akha)

Particulars	Standalone	Consolidated
A. Paid-up Equity Share Capital (14,75,40,159 equity shares of ₹ 1/- each fully paid up)	1.475.40	1,475.40
B. Free Reserves*		
Securities premium account	29,632.12	29,632.12
Surplus in statements of profit and loss	46,072.93	=3,221 04
General reserve	6.561 44	6 561 44
Total Free Reserves	82,266.49	79,414.60
Total of Paid up Equity Share Capital and Free Reserves (A+B)	83,741.89	80,890.00
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves)		20,222,50
Permissible capital payment for Buy Back from open market in accordance with proviso to Regulation 4(iv) of the SEBI Buyback Regulations (15% of paid up capital and free reserves)		12,133.50
Proposed capital payment restricted to 10% of the total paid-up equity capital and free reserves under proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulation within the powers of the Board of Directors		8,089.00

\*Fre∈ reserves as defined in Section 2(43) of the Companies Act, 2013 react along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

Note: The above calculation of the total paid-up aquity share capital and free reserves as at March 31, 2022 for buyback of equity shares is based on the amounts appearing in the audited standations financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022. These financial statements are prepared and presented in accordance with the accounting principles generally accepted In India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 ut the Companies Act, 2013 read with Flutes made thereunder, each as amended from

For and on behalf of Bajaj Consumer Care Limited

Kushagra Bajaj Chairman & Non-Executive Director DIN: 00017575

Jaideep Nandi Managing Director DIN: 06938480

Unquote

#### PART B Disclosures in accordance with Schedule IV of the Buyback Regulations

Since the Maximum Buyback Size is not more than 10% of aggregate of the paid-up capital and free reserves of the Company based on audited financial statements of the Company as on March 31, 2022, in accordance with the provisc to the Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, approval from the shareholders of the Company is not required.

DETAILS OF SHAREHOLDER APPROVAL FOR THE BUYBACK, IF APPLICABLE

MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUYBACK

- 2.1. At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 33,70,416 (Thirty Three Lakh Seventy Thousand Four Hundred Sixteen) Equity Shares If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.
- The actual number of Equity Shares bought back will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back, and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in the existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.
- Further, the Company shall utilize at least 50% of the Maximum Buyback Size i.e., 4044.50 Lakhs (Indian Rupees Four Thousand Forty Four Lakhs and Fifty Thousand only) towards the Buyback and the Company will accordingly purchase an indicative minimum of 16,85,208 (Sixteen Lakh Eighty Five Thousand Two Hundred and Eight only) Equity Shares, based on the Maximum Buyback Price If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. However, the Maximum Buyback Shares will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company.
- The amount required by the Company for the Buyback (Including the cost of financing the Buyback and the Transaction Costs) will be funded out of the internal accruals of the Company including free reserves of the Company, in accordance with Section 68(1) of the Companies Act and Regulation A(ix) of the Buyback Regulations.

## PROPOSED TIMETABLE FOR BUYBACK

Activity	Date
Date of Board resolution approving Buyback	Friday, December 9, 2022
Date of publication of the Public Announcement	Tuesday, December 13, 2022
Date of opening of the Buyback	Monday, December 19, 2022
Acceptance of Equity Shares accepted in dematerialised mode	Upon the relevent pay-out by the Stock Exchanges
Extinguishment of Equity Shares	The Equity Shares (in dematerialised form) will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, the circulars and guidelines framed thereunder. The Company shall ensure that all Equity Shares bought back are extinguished within 7 (seven) days of the expiry of the Buyback period.
Last date for the completion of the Buyback	Earlier of:  (a) Friday, June 16, 2023, (i.e., 6 (six) months from the date of the opening of the Buyback; or  (b) When the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or  (c) at such earlier date as may be determined by the Board (including a committee thereof, constituted by the Board or persons nominated by the Board committee to exercise its powers, and for the powers conferred by the Board resolution in relation to the Buyback), after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), however, that all payment obligations relating

date for the Buyback.

#### PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

- The Buyback is open to all shareholders of the Company holding Equity Shares in tlematerialised form ("Demat Shares"). Shareholders holding Equity Shares in physical form can participate in the Buyback after such Equity Shares are dematerialized by approaching depository participant.
- 4.2 Further, as required under the Companies Act and Buyback Regulations, the Company will not Buyback Equity Shares which are partly paid-up, the Equity Shares with call in arrears, locked in Equity Shares or non-transferable Equity Shares, until they become fully paid-up, or until the pendency of such lock-in, or until the time such Equity Shares become freely transferable, as applicable.
- 4.3 The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, by the order matching mechanism except "all or hone" order matching system, as provided under the Buyback Regulations.
- 4.4 For the implementation of the Buyback, the Company has appointed ICICI Securities Limited as the registered broker ("Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

## Dicici Securities

#### ICICI SECURITIES LIMITED

ICICI Venture House, 2nd floor, Appasaheb Marathe Marg. Prabhadevi Mumba - 400 025 Maharashira, India

Tel. No.: +01 22 6807 7463 Fax No.: +91 22 6807 7801 Contact Person: Mitesh Shah Website: www.intrisecurities.com SEBI Registration No.: INZ000183631

CIN: L67120MH1995PLC086241

- 4.5. The Equity Shares are traded in compulsory dematerialised mode under the trading nodes BAJAJCON at NSE and 533229 at BSE. The ISIN of the Equity Shares of the Company is INE933K01021. For detailed procedure with respect to tendening of Equity Shares, the Stock Exchanges will be issuing notice with detailed procedures Shareholders may refer the notice to understand procedure on how to tender their Equity Shares in this Buyback
- 4.6 The Company shall, commencing from December 19, 2022 (i.e., the date of opening of the Buyback), place "buy" orders on the BSE and/or NSE on the normal trading segment to buyback the Equity Shares through the Company's Broker, in such rjuantity and at such price, not exceeding the Maximum Buyback Price of ₹ 240 (Indian Rupeos Two Hundred and Forty only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buyback of Equity Shares, the identity of the Company as purchaser shall be available to the market participants of the Stock Exchanges
- 4.7 Procedure for Buyback of Demat Shares, Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of the Stock Exchanges by indicating to their broker the details of the Equity Shares they intend to self whenever the Company has placed a "buy" order for Buyback of the Equity Shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the slock to the member and receipt of payment would he carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEBI. Orders for Equity Shares can be placed on the trading days of the Stock Exchanges. The Company is under no obligation to place "buy" order on a daily basis. The orders for buying back the Equity Shares will be placed. by the Company on normal trading segment of Stock Exchanges at least once a
- It may be noted that a uniform price would not be paid to all the shareholders / beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that particular shareholder / beneficial owner was executed on the Stock Exchanges.
- 4.9 Procedure for Buyback of Physical Shares: As per the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board, of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2016), read with SEBI's press releases dated December 3, 2018, and March 27, 2019, effective from April 1, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository ("LODR Amendment") In light of the LODR Amendment and SEBI circular SEBI/ HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in dematerialised form.

ACCORDINGLY, ALL SHAREHOLDERS OF THE COMPANY HOLDING EQUITY SHARES IN PHYSICAL FORM AND DESIROUS OF TENDERING THEIR EQUITY SHARES IN THE BUYBACK ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. IN CASE ANY SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION. SUCH SHAREHOLDERS SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUYBACK BEFORE BUYBACK CLOSING DATE.

- 4.10 Shareholders are requested to get in bouch with the ICICI Securities Limited (the 'Manager to the Buyback") or the Company's Broker or the Registrar and Share Transfer Agent of the Company to clarify any doubts in the process.
- 4.11 Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any additional Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buyback Size has not been reached, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buyback Size or buy Maximum Buyback Shares, However, if the Company is not able to complete the Buyback equivalent to the Minimum Buyhack Size; except for the reasons mentioned in the Buyback Regulations, the amount hold in the escrow account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.
- 12 The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily trasis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity. Shares bought back by it on its website (www.bajajconsumercare.com) on a daily basis
- 4.13 Eligible shareholders who inlend to participate in the Buyback should consult their respective tax advisors for applicable taxes

## METHOD OF SETTLEMENT

- Settlement of Demat Shares: The Company will pay consideration for the Buyback to the Company's Broker on or before every pay-in date for each settlement, as applicable to Stock Exchanges where the transaction is executed The Company has opened a depository account ("Buyback Demat Account") with ICICI Bank Limited Demai Shares bought back by the Company will be transferred into the Buyback Demat Account by the Company's Broker, on receipt of such Demai Shares and after completion of the clearing and settlement obligations of the Stock Exchanges, Beneficial owners holding Demat Shares would he required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback, in favour of their stock broker through whom the trade was executed, by lendering the delivery instruction slip to their respective depository participant ("DP") for debiling their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The beneficial owners would also be required to provide to the Company's Broker, copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company.
- 5.2 Extinguishment of Demat Shares: The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and the bye-laws, the pirculars, and guidelines framed thereunder, each as amended from time to time, in the manner specified in the Buyback Regulations and the Companies Act. Provided, that the Company undertakes to ensure that all Demat Shares bought back by the Company pursuant to the Buyback shall be extinguished within 7 (seven) days from the expiry of the Buyback period.
- 5.3 Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash through normal banking channel.

## BRIEF INFORMATION ABOUT THE COMPANY

The Company was originally incorporated as Bhaumik Agro Products Private Limited on April 25, 2006, under the Companies Act with the Registrar of Companies, Maharashtra at Mumbai ("RoC, Maharashtra"). The name of the Company was changed to 'Bajaj Corp Private Limited' pursuant to a special resolution of the shareholders of the Company dated July 18, 2007, and consequent to such change of name, a fresh certificate of incorporation dated September 11, 2007, was issued by the RoC, Maharashtra, Pursuant to a special resolution of the shareholders on September 14, 2007, the Company was converted into a public company, and the name was further

changed to Bajai Corp Limited and consequent to such change of name, a fresh certificate of incorporation dated October 16, 2007, was issued by the RoC, Maharashira. The name of the Company was further changed to "Bajaj Consumer Care Limited" pursuant to a special resolution of the shareholders. dated December 19, 2018, and consequent to such change of name, a fresh certificate of incorporation dated January 1, 2019, was issued by the Registrar of Companies, Rajasthan at Jajour.

The Company is angaged in the business of cosmetics, toiletnes, and other parsonal care products. The Company has established itself as a market leader in the light. hair oil category and currently it has 18 brands under its portfolio.

#### BRIEF FINANCIAL INFORMATION ABOUT THE COMPANY

7.1 The selected linancial information of the Company, as extracted from the audited standalone financial statements for the last 3 (three) financial years ended as on March 31, 2022, March 31, 2021, and March 31, 2020, and unaudited limited review standatone financial statements for the six months period ended September 30, 2022, is given below:

Porticulars	Un-audited (Limited Review) IND-AS	Audited (IND-AS)			
	For the six months ended September 30, 2022	For the year unded on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020	
Revenue from Operations	47.703.76	87,837,40	91,462.72	84,420.04	
Other Income	1,659,92	3,856.31	3,452,66	2,988.83	
Total Income	49,363,68	91,693.71	94,915.38	87,408.87	
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	41,055.99	69,982.99	67,111.69	63,363.51	
Internst Expense / (Income)	45 03	98.34	1/11/96	423.08	
Depreciation & Amortisation	369,31	463.39	580.27	533.30	
Exceptional Items	-		-		
Profit Before Tax	7,893.35	21,148.99	27,091.52	23,088.98	
Provision for Tax (Including Deferred Tax)	1.379.12	3,695.15	4,734.57	4,033.65	
Profit After Tax	6,514.23	17,453:84	22,356.95	19,055.33	
Profit attributable to:					
Owner of the Company	6,514.23	17,453.84	22,356.95	19,055.33	
Non-controlling interest	7		-		
Paid-up equity share capital	1:475.40	1;475:40	1,475:40	1,475.34	
Other Equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	83 137 23	82,442.24	76,671.56	66,243.05	
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	84.612.63	83,917,64	78,146,98	67,718:39	
Non-current Borrowings	+			-	
Current Portion of Long Term Borrowings (including interest accrued thereon)		-	8		
Current Barrawings	750.00	-	500.00	2,000.00	

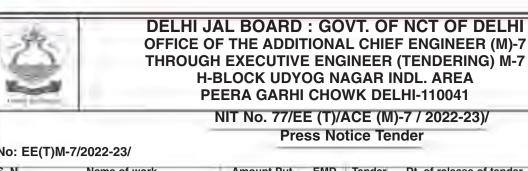
Key Ratios	Un-audited (Limited Review) IND-AS	(Audited) (IND-A8)			
	For the six months ended September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020	
Basic Earnings per equity share (in ₹)	4.42	11,83	15,15	12,92	
Diluted Earnings per equity share (in ₹)	4.41	11 82	15.15	12.92	
Book value per equity share (in ₹)	57.35	56.88	52,97	45.90	
Debt / Equity Ratio	0.01	-	0.01	0.03	
Return on net worth excluding revaluation reserves (%)	7.79	20.60	ZB.61	28.14	
Total Debt / Net Worth	0.01	9	0.01	0.03	

The selected financial information of the Company, as extracted from the audited consolidated financial statements for the last 3 (three) financial years ended as on March 31, 2022. March 31, 2021, and March 31, 2020, and unaudited limited review consolidated financial statements for the six months period ended September 30, 2022, is given below.

Contd

Particulars	Unraudited (Limited Review) IND-AS		Audited (IND-AS)	
	For the six months anded September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31; 2020
Revenue from Operations	48,189.28	87,995.74	92,181.44	85,220.83
Other Income	1,658.87	3,863,90	3,454.30	2,991 22
Total Income	49,848.15	91,859,64	95,635.74	88,212.05
Total Expense (excluding interest: Depreciation & Amortisation), Tao and Exceptional Items)	41,481.95	70,604,52	67,836.89	64,707 93
Interest Expense / (Income)	47,14	100,93	137,54	424.65
Depreciation & Amortisation	390.04	506,68	625.24	580.63
Exceptional Items		1	8	
Profit Before Tax	7,929.02	20,647.51	27,036.07	22,498.84
Provision for Tax (including Deferred Tax)	1,373.84	3,684.01	4,722.80	4:021.45
Profit After Tax	6,555.18	16,963.50	22,313.27	18,477.39
Profit attributable to:				25.7
Owner of the Company	6,555.18	16,963,50	22,313,27	18,477 39
Non-controlling interest	-		1	-
Pald-up equity share capital	1.475.40	1,475.40	1.475.40	1,475.94
Other Equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	80,151.76	79,487.98	74,235.28	63,642
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	81,627.16	80,963.38	75,710.68	65,317 84
Non-current Borrowings	-	9	9	9
Current Partion of Long Term Borrowings (including interest accrued) (hereon)				
Current Borrowings	750.00	4	500.00	2,000.00
Total Debt	750.00	3	500.00	2,000.00

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No: EE(T)M-7/2022-23/ Dt. of release of tender Last dt./time of receipt of tende to tender (Rs.) Fee's rocurement solution/I.D. No. through E-procurement solution Trapping of sub drains at RD no 20190mtr 30.08,218/- 60,200/-2022\_DJB\_232765\_1 at 3.00 P.M. falling into supplementary drain of AC-10 under AEE9M)-10/ACE(M)-7.

Consultant (PR) **ISSUED BY P.R.O. (WATER)** "STOP CORONA: Advt. No. J.S.V. 408 (2022-23) Wear Mask, Follow Physical Distancing, Maintain Hand Hygiene

(SATISH KUMAR GUPTA EXECUTIVE ENGINEER (1

माजादी व

अपन यहां त्या

## 46% Indians don't trust Google reviews, finds poll

**FE BUREAU** Bengaluru, December 12

**ABOUT 46% OF** Indians have "have low or zero trust" in Google reviews, a poll conducted by community platform LocalCircles. Further, 49% of those surveyed said they had "medium" trust in the reviews. Just 3% of them had

fully believed the ratings to be highly accurate, while the remaining 2% did not respond.

The survey, which received about 56,000 responses, found that 88% of people who use the search engine often go through the reviews and ratings of the places, mostly restaurants, malls and shops.

"The credibility of Google

reviews and ratings continues to be a big question in the mind of consumers. This is because anyone is allowed to rate or review a business, product or service without any validating of they

experiencing it," the poll said. "A large number of entities exist whose primary business is online reputation managebrands and businesses for a few and engage to generate positive ratings and reviews for them on platforms like Google. They are available for hire if one wants to reduce the rating or create neg-

ative reviews for competition." The LocaCircles survey saw over 56,000 respondents from 357 districts. About 47% of the

participants were from Tier 1

cities, 33% from Tier 2, while the remaining 20% were from Tier 3.4 and rural districts. Around 67% respondents

were men while 33% were women. The survey was conducted via a LocalCircles platform and all participants were validated citizens who had to be registered with LocalCircles to participate in this survey.

Kay Ratios	Un-audited (Limited Review) IND-AS	(Audited) (IND-AS)			
	For the six months ended September 30, 2022	For the year ended March 31, 2022	For the year ended March 31. 2021	For the year ended March 31, 2020	
Basic Earnings per squity share (in ₹)	4.44	11.50	15.12	12.62	
Diluted Earnings per equity share (in ₹)	4.44	11.49	15.12	12.52	
Book value per equity share (in ₹)	55.33	54.88	51 32	44.27	
Debt / Equity Ratio	0.01		0.01	0.03	
Return on net worth excluding revaluation reserves (%)	8,03	20.95	29,47	28.29	
Total Debt / Net Worth	0.01		0.01	0.03	

#### The key ratios have been computed as below:

Key Ratios	Basis		
Basic Earnings per equity share (1)	Net Profit attributable to equity snareholders/ Weighted average number of equity shares outstanding		
Diluted Earnings per equity share (₹)	Net Profit attributable to equity shareholders/ Weighted average number of equity shares outstanding		
Book value per equity share (₹)	nare (Paid up equity share capital + other Equity) / Total number of Equity Shares subscribed outstanding		
Total Debt-Equity Ratio	Total Debt / Net Worth		
Return on het worth excluding revaluation reserves (%)	Net Profit After Tax / Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)		

In accordance with Regulation 20 of the Buyback Regulations and towards security for performance of its obligations under the Buyback Regulations, the Company has entered into an escrow agreement dated December 12, 2022 ("Escrow Agreement") with the Manager to the Buyback and ICICI Bank Limited ("Escrow Bank") pursuant to which the Company has opened an escrow account titled "BAJAJ CONSUMER CARE LIMITED - BUYBACK ESCROW ACCOUNT" ("Escrow Account"). The Company has authorized the Manager to the Buyback to operate the Escrow Account in compliance with the Buyback Regulations and the Escrow Agreement. Prior to the date of opening of the Buyback, the Company will deposit in the Escrow Account an amount in cash aggregating to ₹2,022.25 Lakh (Indian Rupees Two Thousand Twenty Two Lakhs Twenty Five thousand only), being 25% of the Maximum Buyback Size ("Escrow Amount") in accordance with the Buyback Regulations.

The funds in the Escrow Account may be released for making payment to the shareholders subject to at least 2.5% of the Maximum Buyback Size remaining in the Escrow Account at all points in time.

The balance lying to the credit of the Escrow Account will be released to the Company on completion of all obligations in accordance with the Buyback Regulations.

If the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI, unless directed otherwise by SEBI.

## FIRM FINANCING ARRANGMENTS

The Company has identified and earmarked funds for the purpose of fulfilment of the obligations of the Company under the Buyback. Such earmerked funds, together with funds provided for escrow arrangements, are in excess of the Buyback Size.

Based on the resolution of the Board dated December 9, 2022, in this regard, and other facts / documents, Chopra Vimal & Co. Chartered Accountants. (Membership Number, 874056, Firm Registration number 806456C, having its office at E-479. Lai Kothi Scheme, Behind New Vidhan Sabha, Janpath, Jaipur-302015, Telephone number +91 141 6769136), have certified, vide their report rated December 9, 2022. that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback

The Manager to the Buyback, having regard to the above, confirms that firm arrangements for fulfilling the obligations under the Buyback are in place.

## LISTING DETAILS AND STOCK MARKET DATA

10.1 The Equity Shares of the Company are listed on BSE and NSE.

Date of Number Low

10.2 The high, low and average market prices of the Equity Shares for the preceding 3. (three) years and the monthly high, low and average market prices of the Equity Shares for the 6 (six) months preceding the date of this Public Announcement and their corresponding volumes on BSE and NSE are as follows: BSE:

Date of Number Avarage

	(e) <sub>r</sub>	High	of Equity Shares traded on that date	(₹)v	Low	of Equity Shares traded on that date	Price (₹)	traded in the period (Equity Shares)
Precedin	g 3 yea	rs						
April 1 2021 to March 31 2022	323.50	April 19, 2021	323514	149.00	March 30, 2022	185482	235,52	30145384
April 1. 2020 to March 31. 2021	284.95	March 12, 2021	218155	12900	May 27, 2020	11068	188.03	31889906
April 1, 2019. to March 31 2020	353,50	May 07. 2019	33167	117.50	March 25, 2020	19164	259.43	42531194
Precedin	g 6 mo	nths						
Jian 2022	144.70	Jurys 03, 2022	71,631	12925	June 17, 2022	21,522	136.03	9,75,621
July 2022	167.05	July 15, 2022	87,208	136.50	July 01, 2022	26,155	154,07	15,91,160
August 2022	173.70	August 01 2022	4.16,047	157.45	August 23, 2022	55,079	10260	14,87,748
September 2022	170.45	September 13, 2022	97.784	152.25	September 30,2022	42,981	160.81	(1,51,080
October 2022	18195	October 31, 2022	64,568	145,65	October 20: 2022	1.04.339	153.97	4,99,573
November 2022	167,55	November 30, 2022	41,497	15170	November 10, 2022	72,360	158,52	7,42,295

\* fligh is the highest price recorded for the Equity Share of the Company during the said. period.

Low is the lowest price regarded for the Equity Share of the Company during the said.

Arithmetic average of the closing prices of all trading days during the said period. NSE:

Period	High (f)*	Date of High	Number of Equity Shares traded on that date	Low (f)a	Date of Low	Number of Equity Shares traded on that date	Average Price (₹)*	Total yolume of trailed in the period (Equity Sharus)
Precedin	g 3 yea	rs						
April 1, 2021 to March 31.	324,00	April 19, 2021	4582636	149,00	March 30	962262	235.49	198281711

April 1, 2020 to March 31 2021	284.70	March 12, 2021	2588836	129.00	May 27 2020	152252	188.02	241341536		Shares bought b outside India, si non-resident Ind
April 1, 2019 to March (31 2020	354.90	May 07, 2019	556742	116.55	Maruti 25, 2020	597753	259.57	61427891	13.7	fully paid up equi in accordance
Precedin	g 6 mo	nths								of the Buyback debts owed by
June 2022	14480	June 03, 2022	1,11,633	129.05	June 20, 2022	4.00.325	136.02	72,43,668		and free reserve
July 2022	167,15	July 15; 2022	7,62,437	136.50	July 01, 2022	1,77,590	154.11	1,98,75,238	13.8	The Company by way of bonu with the applica The Company or other securit
August 2022	173.90	August 01, 2022	3664,413	157.10	August 23. 2022	3,07,018	16252	1,24,19,944		
September 2022	170.55	September 13,2022	13,21,997	153.10	September 30,2022	1,38,194	160.82	77,77,482		of the Buyback order to dischar
October 2022	161.95	October 31, 2022	8,63,320	145.55	October 20, 2022	958,269	154.02	50,20,055		option schemes. Equity Shares
November 2022	16820	November 30,2022	6,30,011	151.85	November 10, 2022	922.633	158.60	81,44,736		Regulations, the year from the e

\*High is the highest price recorded for the Equity Share of the Company during the said

Low is the lowest price recorded for the Equity Share of the Company during the said

\*Arithmetic average of the closing prices of all tracting days during the said period.

10.3 The stock onces on the Block Exchanges on relevant dates are:

			BSE		NSE			
Date	Description	High (₹)	Low (₹)	Closing (₹)	High (₹)	Low (₹)	Closing (F)	
December 02,2022	Day prior to notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	171,20	165,10	169,20	171:30	165.10	169.30	
December 05 2022	Day on which Notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	177.45	169,25	175,40	177:45	169,30	175.50	
December 08,2022	One day before the Board Meeting	179.15	177/30	178,15	179.45	177,25	178.10	
December 12, 2022	First trading day post Board Meeting day	180,60	176.70	177.05	180.60	176,50	176.95	

#### (Source: www.nseindia.com and www.bseindia.com) PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

11.1 The capital structure of the Company as on the date of this Public Announcement and the proposed capital structure of the Company post completion of the Buyback is set forth below:

Particulars	Pre-Buytlack (As on the date of this Public Announcement) (In <)	Post-Buyback (Post completion of the Buybank) (in f)*	
Authorised share capital: 20,00,00,000,000 Equity Shares	20,00,00,000	20,00,00,000	
Issued, subscribed and paid-up share capital: Pre-Buyhack: 14,75,40,159 Equity Shares Post-Buyback, 14,41,69,743° Equity Shares	14,75,40 159	14.41.69.743	

"Assuming that the indicative Maximum Buyback Shares are bought back. However, the post Buyback Issued, subscribed and paid-up capital will differ depending upon the actual number of Equity Shares bought back.

11.2 As on the date of this Public Announcement, there are no Equity Shares which are partly paid-up, or with call-in-arrears and there are no outstanding instruments convertible into Equity Shares.

11.3 The shareholding pattern of the Company as on December 9, 2022, ("Pre-Buyback") and the proposed shareholding pattern of the Company post completion of the Buyback are given below:

Shareholder	Pre-Buy	back	Post Buy	back#	
	No. of Equity Shares	% of Equity Shares	No. of Equity Shares	% of Equity Shares	
(A) Promoter & Promoter Group	5,61,25,000	38.04	5,61,25,000	38.93	
(B) Public	9,14,15,159	61.96	8,80,44,743	61,07	
(C1) Shares underlying DRs	a	0,00	0	0.00	
(G2) Shares held by Employee Trust	а	D.00	0	0.00	
(C) Non-Promoter-Non-Public (C =C1+C2)	σ	D.00	0	D.00	
Grand Total (A+B+C)	14,75,40,159	100%	14,41,69,743	100%	

#Assuming that the indicative Maximum Buyback Shares are bought back. However, the shareholding post completion of the Buyback, may differ depending upon the actual number of Equity Shares bought back in the Buyback.

No scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company as on the date of this Public Announcement

#### DETAILS OF PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL SHAREHOLDING AND OTHER DETAILS

12.1 For the details of the aggregate shareholding of the promoters, promoter group and of persons who are in control of the Company as on the date of this Public Announcement, please refer to paragraph 4.1 of Part A above

12.2 No Equity Shares or other specified securities in the Company were either purchased or sold by the (i) promoters/ promoter group; and (ii) persons who are in control of the Company, during a period of 12 (twelve) months precading the date of this Public Announcement:

#### MANAGEMENT'S DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

13.1 The Buyback is expected to enhance overall long-term shareholders' value for continuing shareholders, without compromising on the future growth opportunities of the Company, as well as provide an exit opportunity to the public shareholders. The Buyback is not likely to cause any material adverse impact on the earnings of the Company, except a reduction in the treasury income which the Company could have otherwise earned from investments in fixed deposits and mutual funds. The Company will also bear the cost of the Buyback transaction.

13.2 The Buyback is proposed, considering the accumulated surplus funds available with the Company being in excess of the surplus amount needed to be retained by the Company for future growth of the Company as envisaged by the Board.

13.3 The Buyback will be funded out of the internal accruals of the Company including free reserves of the Company, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations. 13.4 The Buyback will lead to reduction in existing Equity Shares and consequently, is

expected to improve the earnings per Equity share and enhance return on equity. assuming that the Company would earn similar profits as in the past. 13.5 Pursuant to Regulation 16(ii) of the Buyback Regulations, the promoters, promoter group and persons in control of the Company will not participate in the Buyback. The Buyback will not result in a change in control or otherwise affect the existing

management structure of the Company 13.6 Consequent to the Buyback (which excludes participation by the promoters, promoter proup and persons in control of the Company) and based on the number of Equity Shares bought back by the Company from the shareholders including those resident outside India, erstwhile overseas corporate bodies, foreign portfolio investors and non-resident Indian shareholders, the shareholding pattern of the Company would undergo a change; however public shareholding shall not fall below 25% of the total fully paid up equity share capital of the Company.

13.7 In accordance with Section 68(2)(d) of the Companies Act and Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than lwice the paid-up capital and free reserves post the Buyback based on audited financial statements of the

13.8 The Company shall not issue any Equity Shares or other securities including by way of bonus issue, till the date of expiry of the Buyback period in accordance with the applicable provisions of the Companies Act and the Buyback Regulations. The Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. Further, unless otherwise spricilically permitted by any relaxation circular issued by SEBI, in accordance with Regulation 24(i)(f) of the Buyback Regulations, the Company shall not raise further capital for a period of 1 (one) year from the expiry of the buyback period, except in discharge of its subsisting obligations

13.9 Unless otherwise determined by the Board or Buyback Committee or as may be directed by the Appropriate Authorities, the Buyback will be completed within a maximum period of 6 (six) months from the date of opening of the Buyback. In accordance with Buyback Regulations, the Company shall not withdraw the Buyback once this Public Announcement has been made.

#### STATUTORY APPROVALS

Pursuant to Sections 68, 69, 70, and all other applicable provisions of the Companies Act and applicable Rules thereunder and the provisions of the Buyback Regulations and Article 63 of the Articles of Association of the Company, the Company has obtained the Board approval as mentioned above.

14.2 The Buyback from each shareholder is subject to all statutory consents and approvals. as may be required by such shareholder under applicable laws and regulations. The shareholders shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India and / or SEBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Company's Broker

14.3 The Buyback shall be subject to such necessary approvals as may be required. and the Buyback from erstwhile overseas corporate bodies and other applicable categories shall be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended from time to time.

14.4 To the best of the knowledge of the Company, no other statutory approvals are required by it for the Buyback as on the date of this Public Announcement, Subject to the obligation of the shareholders to obtain the consents and approvals necessary for transfer of their Equity Shares to the Company as set but in paragraph 13.2. of Part B above, the Company shall obtain such statutory approvals as may be required, from time to time if any, for completion of the Company's obligations in relation to the Buyback.

#### COLLECTION AND BIDDING CENTERS The Buyhack will be implemented by the Company by way of open market purchases

through the Stock Exchanges using their nationwide trading terminals. Therefore, the requirement of having collection centres and bidding centres is not applicable. COMPLIANCE OFFICER

## investors may contact Compliance Officer for any clarification or to address their

grievances, if any, during office hours i.e., 10:00 a.m. to 6:00 p.m. on all working days except Saturday, Sunday and public holidays. Mr. Vivok Mishra

Head - Legal and Company Secretary

Bajaj Consumer Care Limited

Corporate Office: 1231, 3rd Floor, Solitaira Corporate Park, 167. Guru Hargovind Marg, Chakala, Andheri (East), Mumbai 400 093. Tel No.: 022 66919477 / 78

Email: complianceofficer@bajajconsumer.com

## INVESTOR SERVICE CENTRE

In case of any query, the shareholders may also contact KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 3:00p.m. at the following address



KFin Technologies Limited Selenium Tower B. Plot No. 31 & 32,

Gachlbowli, Financial District, Nanakramguda Serilingampally, Hyderabad - 500 032

Tel No.: 040 67162222 | Toll Free No. 1800 309 4001 Fax No.: 040 23001153 Contact Person: PSRCH Murthy (Ramu)

Email: murthy psrch@klintech.com | Website: www.klintech.com

Investor Grievance Id: ainward ris@kfintech.com SEBI Registration No.: INR000000221

Validity Period: Permanent CIN: U72400TG2017PTC117649

1B. MANAGER TO THE BUYBACK

## (1) ICICI Securities

## **ICICI Securities Limited**

ICICI Venture House.

Appasaheb Marathe Marg. Prabhadevi. Mumbai-400 025

Maharashtra, India

Tel. No.: +91 22 6807 7100. Fax No.: +91 22 6807 7801

Email: harsh.thakkar@icicisecurities.com / sumiikumar singh@icicisecurities.com Website: www.icidisecunties.com

Investor grievance e-mail: customercare@icicisecunties.com

Contact persons: Hersh Thakkar / Sumil Singh.

SEBI Registration No.: INM000011179 Validity Period : Permanent

#### CIN: L67120MH1995PLC086241 DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements: circulars, prochures, publicity materials etc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of

Bajaj Consumer Care Limited

Mr. Kushagra Bajaj Mr. Jaideep Nandi Chairman & Non-Managing Director Executive Director DIN: 06938480

Mr. Vivek Mishra Head - Legal and Company Secretary ICSI Membership Number: AZ1901

Sd/+

Date December 12, 2022 Place: Mumbai

Sd/+

DIN: 00017575

# Dala consumer care

## BAJAJ CONSUMER CARE LIMITED

CIN: L01110RJZ006PLC047173

Registered Office: Old Station Road, Sevashram Chouraha, Udalpur - 313 001, Rajasthan, India. Corporate Office: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093, Maharashira, India. Tel. No.: +91 22 6691 9477 / 78 | E-mail: complianceofficer@bajajconsumer.com | Website: www.bajajconsumercare.com Company Secretary and Compliance Officer: Mr. Vivek Mishra

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF BAJAJ CONSUMER CARE LIMITED FOR BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of Bajaj Consumer Care Limited (the "Company") from the open market through stock exchange mechanism, pursuant to Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s) or amendment(s) from time to time) (the "Buyback Regulations") and contains the disclosures as specified in Schedule IV to the Buyback Regulations.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not confirm exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'Lakh', Disclosures in accordance with Schedule I of the Buyback Regulations

#### DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

- Pursuant to the provisions of Sections 68, 69, 70 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "Share Capital Rules") and other relevant rules made thereunder, as amended from time to time (together the "Companies Act") (including any statutory amendment(s), modification(s) or re-enactments from time to time), the provisions of the Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") (including any statutory amendment(s), modification(s) or re-enactments from time to time) and Article 62 of the Articles of Association of the Company, and subject to such other approvals, permissions, consents, exemptions, and sanctions of the Securilles and Exchange Board of India ("SEBI"), the Registrar of Companies, Rajasthan at Jaipur (the "ROC") and / or other authorities, institutions or bodies, as may be applicable (together with SEB) and ROC, the "Appropriate Authorities"). as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions and sanctions which may be agreed to by the Board of Directors of the Company (the 'Board' which expression shall be deemed to include any committee constituted by the Board and / or officials, which the Board may constitute / authorise to exercise its powers, including the powers conferred by the Board resolution), the Board at its meeting held on December 9, 2022 ("Board Meeting"), approved the buyback of fully paid-up equity shares of face value of ₹ 1 (Indian Rupee One only) ("Equity Shares") of the Company, each, from the shareholders / beneficial owners of the Company (other than those who are promoters, promoter group or persons in control), from the open market through stock exchange mechanism i.e., using the electronic trading facilities of the stock exchanges where the Equity Shares of the Company are listed i.e., National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (collectively, "Stock Exchanges"), for an aggregate amount not exceeding ₹ 8,089.00 Lakhs (Indian Rupees Eight Thousand Eighty Nine Lakhs only) ("Maximum Buyback Size"), and at a price not exceeding ₹ 240/- (Indian Rupees Two Hundred and Forty only) per Equity Share ("Maximum Buyback Price"), payable in cash (the process being referred hereinafter as "Buyback"). The Maximum Buyback Size and Maximum Buyback Price do not include any expenses Incurred or to be incurred for the Buyback viz brokerage costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax, goods and services tax (if any) and income tax, stamp duty, advisors fees, printing expenses, filing fees and other incidental and related expenses and charges (collectively referred to as "Transaction Costs"). The Maximum Buyback Size represents 9.65% and 10% of the aggregate of the total paid-up capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company as at March 31, 2022, respectively (being the latest audited financial statements of the Company, available at the Board Meeting) which is not more than 10% of the total paid-up capital and free reserves of the Company in accordance with the proviso to the Regulation 5(I)(b) of the Buyback Regulations.
- 1.2. At the Maximum Buyback Size and the Maximum Buyback Price, the indicative maximum number of Equity Shares bought back would be 33,70,416 (Thirty Three Lakh Seventy Thousand Four Hundred Sixteen only) Equity Shares ("Maximum Buyback Shares'), which will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company. The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up equity share capital of the Company as provided under Regulation 38 of the Listing Regulations, during the Buyback period and upon completion thereof.
- The Company shall utilize at least 50% of the Maximum Buyback Size i.e. ₹ 4,044 50. Lakhs (Indian Rupees Four Thousand Forty Four Lakhs and Fifty Thousand only) ("Minimum Buyback Size") for the Buyback, and based on the Minimum Buyback Size and the Maximum Buyback Price, the Company will purchase an indicative minimum of 16,85,208 (Sixteen Lakh Eighty Five Thousand Two Hundred and Eight only) Equity Shares ("Minimum Buyback Shares"). If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.
- The Board or a committee thereof (constituted by the Board to exercise its powers. and / or the powers conferred by the Board resolution in relation to the Buyback). shall determine, at its discretion, the time frame for completion of the Buyback and may close the Buyback (which shall not be longer than 6 (six) months from the date of commencement of the Buyback or such other period as may be permitted under the Companies Act and / or the Buyback Regulations or as may be directed by the Appropriate Authorities ("Maximum Buyback Period")) after the Minimum Buyback Size has been reached, and irrespective of whether the Maximum Buyback Size has or has not been reached, after giving appropriate notice for such closure and on completing all formalities in this regard, in accordance with the Companies Act and / or the Buyback Regulations.
- The Buyback will be implemented by the Company out of its free reserves or such other sources as may be permitted by law and in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations, and in accordance with Regulation 4(iv)(b)(ii) of the Buyback Regulations, by way of open market purchases through the Stock Exchanges, by the order matching mechanism except 'all or none' order matching system, as provided under the Buyback Regulations.
- 1.6. A copy of this Public Announcement is available on the Company's website (www.bajajconsumercare.com) and is expected to be available on the website of SEBI (www.sebi.gov.in), website of NSE (www.nseindia.com) and website of BSE (www.bseindia.com) during the period of the Buyback

## NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

- 2.1. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Buyback will help the Company achieve the following objectives. (i) optimize returns to shareholders; and (ii) enhance overall shareholders' value. The Buyback is being undertaken, inter-alia, for the following reasons:
  - The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares:
  - The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value: and
  - The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding. post the Buyback offer, without additional investment
- 2.2. The Buyback may lead to reduction in outstanding Equity Shares, improvement in earnings per equity share, and enhanced return on invested capital. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.
- BASIS FOR ARRIVING AT THE MAXIMUM BUYBACK PRICE AND OTHER DETAILS
- The Maximum Buyback Price of ₹240 (Indian Rupees Two Hundred and Forty only) per Equity Share has been arrived at after considering various factors, including but not limited to, the trends in the volume weighted average market prices of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share. The Maximum Buyback Price excludes the Transaction Cost.
- 3.2. The Maximum Buyback Price is at a premium of 41.84% and 41.76% over the closing prices on both BSE and NSE, respectively, on December 2, 2022 i.e., one trading day prior to the date on which the notice of the Board Meeting to consider the Buyback proposal was intimated to Stock Exchanges. The Maximum Buyback Price represents a premium of 43,02% compared to the average of the weekly high and low of the closing prices of the Equity Shares on BSE and NSE during the £ (two) weeks preceding the date of the Board Meeting

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- The Buyback is proposed to be completed within the Maximum Buyback Period. Subject to the Maximum Buyback Price of ₹240 (Indian Rupees Two Hundred and Forty only) per Equity Share, the Maximum Buyback Period, and achievement of the Minimum Buyback Size, the actual time frame and the price for the Buyback will be determined by the Board of Directors or the Buyback Committee or their duly authorized representatives, at their discretion, in accordance with the Buyback Regulations.
- 3.4. In accordance With Section 68(2)(d) of the Companies Act and Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company after Buyback shall not be more than twice the paid-up capital and free reserves based on audited financial statements of the Company.
- 3.5. The actual number of Equity Shares bought back during the Buyback period will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.
- DETAILS OF PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL SHAREHOLDING AND OTHER DETAILS
- The details of the aggregate shareholding of the (i) promoters and promoter group; and (ii) persons who are in control of the Company, as on the date of the Board Meeting (i.e., Friday, December 9, 2022) and the date of this Public Announcement. is as follows:

Sn. No.	Name of Shareholder	Number of Equity Shares	% of paid-up equity share capital
Th.	Bajaj Resources Private Limited	5,61,09,900	38.03
2.	KNB Enterprises LLP	10,100	0.01
3.	SKB Roop Commercial LLP	5,000	Negligible
4	Mr. Shishir Bajaj	D	0,00
5.	Mrs. Minakshi Bajaj	D	0.00
6.	Mr. Kushagra Bajaj	D	6.00
7	Mr. Apoorv Bajaj	D	0.00
Total		5,61,25,000	38.04%

4.2. Except as disclosed below, none of the directors and key managerial personnel of the Company hold any Equity Shares of the Company as on the date of the Board Meeting (i.e., December 9, 2022) and the date of this Public Announcement:

Sr. No.	Name of Shareholder	Designation	Number of Equity Shares	% of paid-up equity share capital
t.	Mo Jaideep Nandi	Managing Director	- 1	Negligible
2	Mc Dilip Kumar Maloo	Chief Financial Officer	5	Negligible
3	Mr. Vivok Mishra	Head - Legal and Company Secretary	- 6	Negligible
Total			7	Negligible

- No Equity Shares or other specified securities in the Company were either purchased or sold by the (i) promoters/ promoter group; and (ii) persons who are in control of the Company, during a period of 6 (six) months preceding the date of the Board Meeting (Le. December 9, 2022).
- No Equity Shares or other specified securities in the Company were either purchased or sold by the key managerial personnel and directors of the Company, during a period of 6 (six) months preceding the date of the Board Meeting (i.e., December 9,

SS: No.	Name of shareholder	Aggregate number of Equity Shares purchased/ sold	Nature of transaction	Minimum Price (F)	Dalect Minimum Price	Maximum Price (₹)	Date of Maximum Price
1	Mr Jaideep Nandi	1	Acquisition	134 40	June 24, 2022	134.40	June 24, 2022
2:	Mr. Vivek Mishra	,	Acquistion	136.61	June 23, 2022	136.61	June 23, 2022

- INTENTION OF THE PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK
- In accordance with Regulation 16(ii) of the Buyback Regulations, since the Buyback is being implemented by way of open market purchases through the Stock Exchanges, the Buyback shall not be made by the Company from the promoters, promoter group and persons in control of the Company.
- 5.2 Further, as per Regulation 24(I)(e) of the Buyback Regulations, neither the promoters, promoter group nor their associates have dealt in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters or promoter group) from the date of the Board Meeting till the date of the Public Announcement and shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters/ promoter group) from the date of the Public Announcement till the completion of the Buyback.

## NO DEFAULTS

The Company confirms that there are no defaults subsisting in repayment of deposits, interest payment thereon, redemption of debentures or proference shares. or payment of dividend to any shareholder, or repayment of term loans or interest payable thereon to any financial institution or any bank.

## CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board has confirmed in the Board Meeting that they have made a full inquiry into the affairs and prospects of the Company and that they have formed the opinion: that immediately following the date of the Board Meeting, there are no grounds on which the Company can be found unable to pay its debts;

- as regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and the Company will not be rendered insolvent within a period of one year period from the date of the Board Meeting; and
- In forming the aforesaid opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Companies Act or the insolvency and Bankruptcy Code, 2016 (to the extent notified), as the case

## REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated December 9, 2022 received from M/s Chopra Virnal & Co., Chartered Accountants (Firm's Registration No. 006456C), the Statutory Auditor of the Company, audressed to the Board of Directors of the Company is reproduced below:

## Quote

Independent Auditor's Report on the proposed buyback of equity shares pursuant to the requirements of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended.

The Board of Directors Bajaj Consumer Care Limited

1231, Solitaire Corporate Park

151 M. Vasanii Road

Chakala, Andhen East

Mumbai : 400 093 India

- We, Chapra Vimal & Co., Chartered Accountants, the Statutory Auditors of the Company issue this Report to Bajar Consumer Care Limited (hereinafter the "Company") in connection with their proposed buyback of equity shares, and in accordance with our engagement letter dated December 5, 2022.
- The Board of Directors of the Company (hereinafter the "Board of Directors") has prepared the accompanying Annexure A - Statement of permissible capital payment as on March 31, 2022 (the "Statement") pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company in their meeting held on December 9, 2022, in accordance with the provisions of sections 66, 69 and 70 of the Companies Act, 2013, as amended and the rules made thereunder, as amended (together the "Companies Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the 'SEBI Buyback Regulations'). The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) (c) read with the proviso to Section 58(2)(b) of the Companies Act. Regulation 4(i), proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations and based on the latest audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022. We have initialled the Statement for the identification purposes only.
- We have been provided with the following documents:
  - 3.1. Audited standalone financial statements and consolidated financial statements for the year ended March 31, 2022. The statement of unaudited. financial results for the six months period September 30, 2022;
  - 3.2 Solvency declaration by the Board of Directors;
  - 3.3. Board resolutions dated December 9, 2022, for approval of proposed buyoack;
  - J.A. Assessment note and projected cash flow provided to the board for solvency declaration:

#### 3.5. Articles of association to verify authorization for buy back of securities. Board of Directors Responsibility for the Statement

- The preparation of the Statement in accordance with the requirements of section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the prenaration and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making esumates that are reasonable in the circumstances.
- The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of board meeting approving the huyback of its equity shares i.e., December 9. 2022 (hereinafter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016

#### Auditor's Responsibility

- Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:
- 6.1. Whether we have inquired into the state of affairs of the Company.
- 6.2. Whether the amount of capital payment for the buyback, as stated in the Statement, has been properly determined and is within the permissible limit and computed in accordance with the provisions of Section 68 of the Companies Act. Regulation 4(i), the proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations.
- 6.3. Whether the Board of Directors of the Company, in its meeting held on December 9, 2022, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
- 7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' ("Guidance Note") issued by ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1. Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAL
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned in this paragraph below. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the matters mentioned in this paragraph 10 below. We have performed the following procedures in relation to the matters mentioned in this paragraph 10 below:
  - 9.1. Inquired into the state of affairs of the Company in relation to the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022: 9.2. Performed inquiry with the management in relation to the unaudited
  - financial results for the six months period ended September 30, 2022; 9.J. Examined authorisation for buyback from the Articles of Association of the
- Company: 9.4. Agreed the amounts of paid up equity share capital, securities premium
- account, general reserve and retained earnings as at March 31, 2022 as disclosed in the accompanying Statement, with the audited standalone linancial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022.
- 9.5. Examined that the ratio of the aggregate of secured and unsecured debts gwed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, the audited standalone financial statements and the audited consolidated financial statements of the Company as on March 31, 2022;
- 9.6. Examined that all the shares for buy-back are fully paid-up;
- 9.7. Examined that the Company has not availed any borrowings to discharge. its obligations under the Buyback:
- 9.8 Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with the provise to Section 68(2)(b) of the Companies Act. Regulation 4(i), the proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback
- 9.9 Inquired if the Board of Directors of the Company, in its meeting field on December 9, 2022, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board
- 9.10. Examined resolutions passed in the meetings of the Board of Directors i.e. on December 9, 2022;
- 9.11. Examined Director's declarations in respect of the Buyback and solvenov of the Company; and
- 9.12 Obtained necessary representations from the management of the Company.

## Opinion

- Based on inquiries conducted and our examination as above, and according to the information and explanations provided to us by the management of the Company we report that:
  - 10.1 We have inquired into the state of affairs of the Company in relation to: (i) the latest audited standatione financial statements and the audited consolidated financial statements of the Company for the year ended March 31 2022; and (ii) the statement of unaudited financial results for the six months period September 30, 2022.
  - 10.2 The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), the proviso to Regulation 4(iv) and the provise to Regulation 5(i)(b) of the SEBI Buyback Regulations, based on the audited standalone financial statements and the audited consolidated linancial statements of the Company for the year ended March 31, 2022.
  - 10.3 The Board of Directors, in their meeting held on December 9, 2022, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI. Buyback Regulations, on reasonable grounds and that the Company will not... having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything. to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unmasonable in the circumstances as of the date of declaration.

## Restriction on Use

11. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and for onward submission to ICICI Securities Limited, (hereinafter referred to as the "Manager to the Buyback") and to include this report, pursuant to the requirements of the SEBI Buyback Regulations, in the public announcement to be made to the shareholders of the Company and other documents partaining to the Buyback to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited.

National Securities Depository Limited, as applicable, and for providing to the 4. Manager to the Buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

This report can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback Yours faithfully.

For and on behalf of Chopra Vimal & Co. Chartered Accountants Firm Registration No. 006456C

Vimal Chopra Partner Memberanip No.: 074056 UDIN 22074056BFCTPD7120

Place: Jaipur Date: December 9, 2022

#### ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) of the Companies Act. 2013, as amended, and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on both the audited standalone financial statements and the audited consolidated financial statements of the Company as at March 31, 2022.

(Amount in 3 Lakes)

Particulars	Standalone	Consolldated
A. Paid-up Equity Share Capital (14,75,40,159 equity shares of ₹ 1/- each fully paid up)	1,475.40	1,475.40
B. Free Reserves*		
Securities premium account	29,632 12	29,632 12
Surplus in statements of profit and loss	48,072.93	43;221:04
General reserve	6,561.44	B,561.44
Total Free Reserves	82,266.49	79,414.60
Total of Paid up Equity Share Capital and Free Reserves (A+B)	83,741.89	80,890.00
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves)	en e	20,222.50
Permissible capital payment for Buy Back from open market in accordance with proviso to Regulation 4(iv) of the SEBI Buyback Regulations (15% of paid up capital and free reserves)		12,133.50
Proposed capital payment restricted to 10% of the total paid-up equity capital and free reserves under proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulation within the powers of the Board of Directors		8,089.00

\*Free reserves as defined in Section 2(43) of the Compunies Act, 2013 reed along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

Note: The above calculation of the total paid up equity share capital and free reserves as al March 31, 2022 for buyback of equity strates is based on the amounts appearing in the audited standalbne financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022, These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made Thereunder, each as amended from

For and on behalf of Bajaj Consumer Care Limited

Kushagra Bajaj Chairman & Non-Executive Director DIN: 00017575

Jaideep Nandi Managing Director DIN: 06938480

Unquote

#### Disclosures in accordance with Schedule IV of the Buyback Regulations DETAILS OF SHAREHOLDER APPROVAL FOR THE BUYBACK, IF APPLICABLE

PART B

Since the Maximum Buyback Size is not more than 10% of aggregate of the paid-up capital and free reserves of the Company based on audited financial statements of the Company as on March 31, 2022, in accordance with the proviso to the Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, approval from the shareholders of the Company is not required

- MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUYBACK
- At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 33,70,416 (Thirty Three Lakh Seventy Thousand Four Hundred Sixteen) Equity Shares, If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.
- 2.2 The actual number of Equity Shares bought back will depend upon the actual price. excluding the Transaction Costs, paid for the Equity Shares bought back, and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in the existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.
- Further, the Company shall utilize at least 50% of the Maximum Buyhack Size i.e. ₹ 4044.50 Lakhs (Indian Rupees Four Thousand Forty Four Lakhs and Fifty Thousand only) towards the Buyback and the Company will accordingly purchase an Indicative minimum of 16,85,208 (Sixteen Lakh Eighty Five Thousand Two Hundred and Eight only) Equity Shares, based on the Maximum Buyback Price. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. However, the Maximum Buyback Shares will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company,
- The amount required by the Company for the Buyback (including the cost of financing the Buyback and the Transaction Costs) will be funded out of the internal accruals of the Company including free reserves of the Company, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations.
- PROPOSED TIMETABLE FOR BUYBACK

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Activity	Date
Date of Board resolution approving Buyback	Friday, December 9, 2022
Date of publication of the Public Announcement	Tuesday, December 13, 2022
Date of opening of the Buyback	Monday, December 19, 2022
Acceptance of Equity Shares accepted in dematerialised mode	Upon the relevant pay-out by the Stock Exchanges
Extinguishment of Equity Shares	The Equity Shares (in dematerialised form) will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, the circulars and guidelines framed thereunder. The Company shall ensure that all Equity Shares bought back are extinguished within 7 (seven) days of the expiry of the Buyback period.
Last date for the completion of the Buyback	Earlier of:  (a) Friday, June 16, 2023, (i.e. 6 (six) months from the date of the opening of the Buyback; or  (b) when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or  (c) at such earlier date as may be determined by the Board (including a committee thereof, constituted by the Board or persons nominated by the Board / committee to exercise its powers and / or the powers conferred by the Board resolution in relation to the Buyback), after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), nowever, that all payment obligations relating to the Buyback shall be completed before the last

date for the Buyback.

#### PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

- The Buyback is open to all shareholders of the Company holding Equity Shares in dematerialised form ("Demat Shares"). Shareholders holding Equity Shares in physical form can participate in the Buyback after such Equity Shares are demalerialized by approaching depository participant.
- 4.2 Further, as required under the Companies Act and Buyback Regulations, the Company will not Buyback Equity Shares which are partly paid-up, the Equity Shares with call-in-arrears, locked-in Equity Shares or non-transferable Equity Shares, until they become fully paid-up, or until the pendency of such lock-in, or until the time auch Equity Shares become freely transferable, as applicable
- 4.3 The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, by the order matching mechanism except all or none" order matching system, as provided under the Buyback Regulations.
- 4.4 For the implementation of the Buyback, the Company has appointed ICICI Securities Limited as the registered broker ("Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

## ICICI Securities

#### ICICI SECURITIES LIMITED

ICICI Venture House, 2nd floor, Appasaheb Marathe Marg.

Prabhadevi, Mumbal – 400 025 Maharashtra, India

Tel. No.: +91 22 6807 7463 Fax No.: +91 22 6807 7801 Contact Person: Mitesh Shah

Equity Shares in this Buyback.

Website: www.lordisecurities.com SEBI Registration No.: INZ000183631

CIN: L67120MH1995PLC086241 4.5 The Equity Shares are traded in compulsory demalerialised mode under the trading. codes BAJAJCON at NSE and 533229 at BSE. The ISIN of the Equity Shares of the Company is INE933K01021. For detailed procedure with respect to tendering of Equity Shares, the Stock Exchanges will be issuing notice with detailed procedures. Shareholders may refer the notice to understand procedure on how to lender their

4.6 The Company shall, commencing from December 19, 2022 (i.e., the date of opening of the Buyback), place "buy" orders on the BSE and/or NSE on the normal trading segment to buyback the Equity Shares through the Company's Broker, in such quantity and all such price, not exceeding the Maximum Buyback Price of ₹ 240. (Indian Rupees Two Hundred and Forty only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buyback of Equity Shares, the identity of the Company as purchaser shall be available to the market participants of the Stock Exchanges.

4.7 Procedure for Buyback of Demat Shares: Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of the Stock Exchanges by indicating to their broker the details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buyback of the Equity Shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price fendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEBI. Orders for Equity Shares can be placed on the trading days of the Stock Exchanges. The Company is under no obligation to place "buy" order on a daily basis. The orders for buying back the Equity Shares will be placed by the Company on normal trading segment of Stock Exchanges at least once a

4.8 It may be noted that a uniform price would not be paid to all the shareholders / beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that particular shareholder / beneficial owner was 7.2 executed on the Stock Exchanges.

Procedure for Buyback of Physical Shares: As per the provise to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board. of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press releases dated December 3, 2018, and March 27, 2019, effective from April 1, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository ("LODR Amendment"). In light of the LODR Amendment and SEBI circular SEBI/ HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in dematerialised form.

ACCORDINGLY, ALL SHAREHOLDERS OF THE COMPANY HOLDING EQUITY SHARES IN PHYSICAL FORM AND DESIROUS OF TENDERING THEIR EQUITY SHARES IN THE BUYBACK ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. IN CASE ANY SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION. SUCH SHAREHOLDERS SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUYBACK BEFORE BUYBACK CLOSING DATE.

4.10 Shareholders are requested to get in louch with the ICICI Securities Limited (the "Manager to the Buyback") or the Company's Broker or the Registrar and Share Transfer Agent of the Company to clarify any doubts in the process

4.11 Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any additional Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buyback Size has not been reached, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buyback Size or buy Maximum Buyback Shares. However, if the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the ascrow account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations

4.12 The Company shall submit the Information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Eguity Shares bought back by it on its website (www.bajajconsumercare.com) on a daily

4.13 Eligible shareholders who intend to participate in the Buyback should consult their respective lax advisors for applicable taxes

## METHOD OF SETTLEMENT

Settlement of Demat Shares: The Company will pay consideration for the Buyback to the Company's Broker on or before every pay-in date for each settlement, as applicable to Stock Exchanges where the transaction is executed. The Company has opened a depository account ("Buyback Demat Account") with ICICI Bank Limited. Demat Shares bought back by the Company will be transferred into the Buyback Demat Account by the Company's Broker, on receipt of such Demail Shares and after completion of the cleaning and settlement obligations of the Stock Exchanges, Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant ("DP") for debiting their beneficiary account maintained with the DP and proditing the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The beneficial owners would also be required to provide to the Company's Broker, copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company

5.2 Extinguishment of Demat Shares: The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and the bye-laws, the circulars, and guidelines framed thereunder, each as amended from time to time, in the manner specified in the Buyback Regulations and the Companies Act. Provided, that the Company undertakes to ensure that all Demat Shares bought back by the Company pursuant to the Buyback shall be extinguished within 7 (seven) days from the expiry of the Buyback period

5.3 Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash through normal banking channel.

#### 6. BRIEF INFORMATION ABOUT THE COMPANY

The Company was originally incorporated as 'Bhaumik Agro Products Private Limited on April 25, 2006, under the Companies Act with the Registrar of Companies, Maharashtra at Mumbal ("RoC, Maharashtra"). The name of the Company was changed to 'Bajaj Corp Private Limited' pursuant to a special resolution of the shareholders of the Company dated July 18, 2007, and consequent to such change of name, a fresh certificate of incorporation dated September 11, 2007, was issued by the RoC. Maharashtra, Pursuant to a special resolution of the shareholders on September 14, 2007, the Company was convened into a public company, and the name was further

changed to 'Bajaj Corp Limited' and consequent to such change of name, a fresh certificate of incorporation dated October 16, 2007, was lasted by the RoC. Maharashira. The name of the Company was further changed to 'Bajaj Consumer Care Limited' pursuant to a special resolution of the shareholders. dated December 19, 2018, and consequent to such change of name, a fresh certificate of incorporation dated January 1, 2019, was issued by the Registrar of Companies, Rajesthan at Jaipur,

6.2 The Company is engaged in the business of cosmetics, tolletries, and other personal care products. The Company has established itself as a market leader in the light. hair oil category and currently it has 18 brands under its portfolio.

#### BRIEF FINANCIAL INFORMATION ABOUT THE COMPANY

The selected financial information of the Company, as extracted from the audited standalone financial statements for the last 3 (three) financial years ended as on March 31, 2022, March 31, 2021, and March 31, 2020, and unaudited limited review standalone financial statements for the six months period ended September 30, 2022, is given below

(Amount in & lakh)

Particulars	Un-audited (Limited Review) IND-AS		Audited (IND-AS)	
	For the six months ended September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year anded on March 31, 2020
Revenue from Operations	47,703.76	87,837.40	91,462.72	84,420.04
Other Income	1 659.92	3,856.31	3,452,66	2,988.83
Total Income	49,363.68	91,693.71	94,915,38	87,408.87
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	41,055.99	69,982,99	67,111.69	B3,363.51
Interest Expense / (Income)	45.03	98.34	131.96	423.08
Depreciation & Amortisation	369.31	463.39	580.21	533.30
Exceptional Items	8		-	
Profit Before Tax	7,893.35	21,148.99	27,091.52	23,088.98
Provision for Tax (including Deferred Tax)	1,379.12	3,695.15	4.734.57	4,033.65
Profit After Tax	6,514.23	17,453.84	22,356.95	19,055.33
Profit attributable to:				
Owner of the Company	6,514.23	17,453.84	22,356.95	19,055.33
Non-controlling interest	- 6	- 4	- 4	
Paid-up equity share capital	1,475.40	1,475.40	1,475,40	1,475.34
Other Equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	83,137.23	82,442.24	76,671.56	66,243.05
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	84,612,63	83,917.64	78,146.96	67,718.39
Non-current Borrowings	(4)	10		19
Corrent Portion of Long Term Borrowings (including Interest accrued thereon)			9	
Current Borrowings	750.00	-	500.00	2,000 00
Total Debt	750.00		500.00	2,000.00

Key Ratios	Un-audited (Limited Review) IND-AS	(Audited) (IND-AS)				
	For the six months anded September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020		
Basic Earnings per equity share (in ₹)	4:42	11.83	15.15	12.90		
Diluted Earnings per equity share (in ₹)	4.41	11.82	15.15	12.90		
Book value per equity share (in ₹)	57/35	56.88	52.97	45.90		
Debt / Equity Ratio	D.81	(R	0.01	0.03		
Return on net worth excluding revaluation reserves (%)	7.70	20.80	28.61	28.1/		
Total Debt / Net Worth	0.01	- 0	0.01	0.03		

The selected financial information of the Company, as extracted from the audited consolidated financial statements for the last 3 (three) financial years ended as on March 31, 2022, March 31, 2021, and March 31, 2020, and unaudited limited review consolidated financial statements for the six months period ended September 30,

Particulars	Un-audited (Limited Review) IND-AS	Audited (IND-AS)				
	For the six months ended September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year anded on March 31, 2020		
Revenue from Operations	48,189.28	87,995.74	92,181,44	85,220.83		
Other Income	1,658.87	3,863.90	3,454.30	2,991.22		
Total Income	49,848.15	91,859.64	95,635.74	88,212.05		
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	41,481.95	70,604.52	67,836.89	64,707.93		
Interest Expense / (Income)	47.14	100.93	137.54	424,65		
Depreciation & Amortisation	390,04	506.68	625,24	530.63		
Exceptional Items	4	-	>	-		
Profit Before Tax	7,929.02	20,647.51	27,036.07	22,498.84		
Provision for Tax (including Deforred Tax)	1,373.84	3,684.01	4,722,80	4,021.45		
Profit After Tax	5,555,18	16,963.50	22,313.27	18,477.39		
Profit attributable to:						
Owner of the Company	6,555.18	16,963.50	22.313.27	16.477.39		
Non-controlling interest	8	-	-			
Paid-up equity share capital	1,475.40	1,475.40	1,475,40	1,475.34		
Other Equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	80,151.76	79,487.98	74,235.28	53,842		
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	81,627.16	80,963,38	75,710,68	65,317.34		
Non-current Borrowings	9		1+	-		
Current Portion of Long Term Borrowings (including interest accrued thereon)			1	1		
Current Borrowings	750.00	- 3	500.00	2,000.00		
Total Debt	750.00		500.00	2,000.00		

## सपने में भी कभी शिवाजी के अपमान की बात नहीं सोची : कोश्यारी

मुंबई, 12 दिसंबर (भाषा)।

महाराष्ट्र के राज्यपाल भगत सिंह कोश्यारी ने गृह मंत्री अमित शाह को पत्र लिखकर कहा कि उन्होंने कभी सपने में भी छत्रपति शिवाजी महाराज जैसी महान शख्सियत का अपमान करने के बारे में नहीं सोचा।

राज्यपाल कोश्यारी छत्रपति शिवाजी महाराज को 'पुराने जमाने' का आदर्श बताने की अपनी टिप्पणियों के लिए विपक्ष की आलोचना का सामना कर रहे हैं।

कोश्यारी ने शाह को छह दिसंबर को लिखे पत्र में कहा, 'मैंने छत्रपति शिवाजी महाराज, महाराणा प्रताप और श्री गुरु गोबिंद सिंह जैसी

प्रतिष्ठित शख्सियतों का अपमान करने के बारे में कभी सपने में भी नहीं सोचा। आप जानते हैं कि अगर मैंने अनजाने में भी कोई गलती की है तो मैं तरंत खेद व्यक्त करने या माफी मांगने में नहीं हिचिकचाता हूं।'

राज्यपाल ने महाराष्ट्र के पूर्व मुख्यमंत्री उद्धव ठाकरे का नाम लिए बगैर उन पर भी तंज कसा।

जनसत्ता ब्यूरो नई दिल्ली, 12 दिसंबर।

सप्रीम कोर्ट ने भाजपा नेता अश्विनी उपाध्याय द्वारा दायर जनहित याचिका में अल्पसंख्यक धर्मों के खिलाफ दिए गए कुछ अपमानजनक बयानों पर सोमवार को आपत्ति

जताई। उपाध्याय ने यह याचिका देश भर में बड़े पैमाने पर हो रहे धर्मांतरण के खिलाफ दायर की है। न्यायमूर्ति एमआर शाह और न्यायमूर्ति एस रविंद्र भटट की पीठ ने याचिकाकर्ता के वरिष्ठ वकील अरविंद पी दातार से यह सुनिश्चित करने को कहा कि ऐसी टिप्पणी दस्तावेज में न आए। पीठ ने केंद्र सरकार के हलफनामे का इंतजार

धर्मांतरण रोकने संबंधी याचिका से आपत्तिजनक संदर्भ हटाने का निर्देश

करने के लिए इस मामले की सुनवाई नौ जनवरी तक के लिए स्थगित कर दी।

इस मामले में हस्तक्षेप करने की मांग कर रहे कुछ ईसाई संगठनों की ओर से वरिष्ठ वकील दुष्यंत दवे ने पीठ को बताया कि याचिकाकर्ता र्ने अन्य धर्मों के खिलाफ बेहद घृणित आरोप लगाए हैं।

#### Key financial ratios are as under

Key Ratios	Un-audited (Limited Review) IND-AS	(Audited) (IND-AS)				
	For the six months ended September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020		
Basic Earnings per equity share (In ₹)	4.44	11,50	15,12	12.52		
Diluted Earnings per equity share (in ₹)	4,44	11.49	15.12	12.52		
Book value per equity share (in ₹)	55,33	54.88	51.32	44.27		
Debt / Equity Ratio	0.01	- 6	D.01	0.03		
Return on net worth excluding revaluation reserves (%)	8.03	20.95	29,47	28 29		
Total Debt / Net Worth	0,01	(2	0,01	0.08		

#### 7.5 The key ratios have been computed as below

Key Ratios	Basis
Basic Eamings per equity share (₹)	Net Profit attributable to equity shareholders/ Weighted average number of equity shares putstanding
Diluted Earnings per equity share (₹)	Net Profit attributable to equity shareholders/ Weighted average number of equity shares outstanding
Book value per equity share (₹)	(Paid up equity share capital * other Equity) / Total number of Equity Shares subscribed outstanding
Total Debt-Equity Ratio	Total Debt / Net Worth
Return on net worth excluding revaluation reserves (%)	Net Profit After Tax / Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)

#### DETAILS OF ESCROW ACCOUNT

- In accordance with Regulation 20 of the Buyback Regulations and towards security for performance of its obligations under the Buyback Regulations, the Company has entered into an escrow agreement dated December 12, 2022 ("Escrow Agreement") with the Manager to the Buyback and ICICI Bank Limited ("Escrow Bank") pursuant to which the Company has opened an escrow account titled "BAJAJ CONSUMER CARE LIMITED - BUYBACK ESCROW ACCOUNT" ("Escrow Account"). The Company has authorized the Manager to the Buyback to operate the Escrow Account in compliance with the Buyback Regulations and the Escrow Agreement. Prior to the date of opening of the Buyback, the Company will deposit in the Escrew Account an amount in cash aggregating to ₹2,022.25 Lakh (Indian Rupees Two Thousand Twenty Two Lakhs Twenty Five thousand only), being 25% of the Maximum Buyback Size ("Escrow. Amount') in accordance with the Buyback Regulations.
- The funds in the Escrow Account may be released for making payment to the shareholders subject to at least 2.5% of the Maximum Buyback Size remaining in the Escrow Account at all points in time
- 8.3. The balance lying to the credit of the Escrow Account will be released to the Company on completion of all obligations in accordance with the Buyback Regulations.
- If the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI, unless directed otherwise by SEBI.

### FIRM FINANCING ARRANGMENTS

- 9.1 The Company has identified and earmarked funds for the purpose of fulfilment of the obligations of the Company under the Buyback. Such earmanted funds, together with funds provided for escrow arrangements, are in excess of the Buyback Size.
  - Based on the resolution of the Board dated December 9, 2022, in this regard, and other facts / documents, Chopra Vimal & Co. Chartered Accountants, (Membership, Number, 074056, Firm Registration number 006456C, having its office at E-479, Lal Kothi Scheme, Behind New Vidhan Sabha, Janpath, Jalpur-302015, Telephone number +91 141 6769136), have certified, vide their report dated December 9, 2022, that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback
- 9.3 The Manager to the Buyback, having regard to the above, confirms that firm arrangements for fulfilling the obligations under the Buyback are in place.

## LISTING DETAILS AND STOCK MARKET DATA

- 10.1 The Equity Shares of the Company are listed on BSE and NSE.
- 10.2 The high, low and average merket prices of the Equity Shares for the preceding 3 (three) years and the monthly high, low and average market prices of the Equity Shares for the 6 (six) months preceding the date of this Public Announcement and their corresponding volumes on BSE and NSE are as follows: BSE

Period	High (e) <sup>±</sup>	Date of High	Number of Equity Shares traded on that date	Low (E)=	Date of Low	Number of Equity Shares traded on that date	Avurage Price (1)	Total volume of traded in the period (Equity Shares)
Precedin	g 3 yea	rs						
April 1,2021 Io Mereti 31, 2022	323.50	April 19, 2021	323514	149,00	March 30, 2022	185482	235,52	30145364
April 1, 2020 to March 31 2021	284.95	March 12, 2021	218155	129.00	May 27, 2020	11088	188.03	31889906
April 1, 2019 to March 31 2020	353.50	May 07, 2019	33167	117.50	March 25, 2020	19164	259.43	42531194
Precedin	g 6 mo	nths						
June 2022	144.70	June 03, 2022	71,631	129.25	June 17, 2022	21,522	136.03	9,75,621
July 2022	167.05	July 15, 2022	87,208	136.50	July 01, 2022	26,155	154.07	15,91,160
August 2022	173.70	August 01, 2022	4,16,047	157,45	August 23, 2022	55,079	162.60	14,87,748
Saptember 2022	170.45	Soplember 13, 2022	97,784	152.25	September 30,2002	42,981	160.81	71.51,080
October 2022	161.95	October 31, 2022	64,568	145.65	October 20, 2022	1,04,339	153,97	4,99,573
November 2022	167.95	November 30, 2022	41,497	151.70	November 10.2022	72,360	158.52	7,42,295

\* High is the highest price recorded for the Equity Share of the Company during the said

Low is the lowest price recorded for the Equity Share of the Company during the said.

"Arithmetic average of the closing prices of all trading days during the said period.

Period	High (C)*	Date of High	Number of Equity Shares traded on that date	Low (4) <sup>22</sup>	Date of Low	Number of Equity Shares traded on that date	Average Price (t):	Total volume of traded in the period (Equity Shares)
Precedin	g 3 yea	rs						
April 1, 2021 Io March 31. 2022	324.00	April 19, 2021	4582636	149.00	March 30. 2022	962262	235.49	198281711

April 1, 2020 to March 31, 2021	284.70	March 12, 2021	2588836	129.00	May 27, 2020	152252	188,02	241341536
April 1, 2019 to Marth 31, 2020	35490	May 07. 2019	556742	116.55	March 25, 2020	597753	259-57	61427891
Precedin	g 6 moi	nths						
June 2022	144.80	June 03, 2022	4,11,633	12905	June 20 2022	4,00,325	13602	72,43,668
July 2022	167.15	July 15, 2022	7,62,437	136.50	July 01, 2022	1,77,590	154.11	1,98,75,238
August 2022	173.90	August 01,2022	35,64,413	157 10	Angust 23, 2022	3,07,618	16252	124,19,944
September 2022	170,55	September 13,2022	13,21,997	153,10	September 30, 3022	1,38,194	180,82	77,77,482
Dotober 2022	161.95	October 31, 2022	8.63.320	145.55	October 20, 2022	9,58,269	154.02	50.20,055
November 2022	168.20	November 30,2022	6,30,011	151,85	November 10 2022	9,22,633	158,60	81,44,736

Low is the lowest price recorded for the Equity Share of the Company during the said. period

"Arithmetic average of the closing prices of all trading days during the said parind 10.3

		BSE			NSE		
Date	Description	High (T)	Low (₹)	Closing (₹)	High (F)	Low (*)	Closing (T)
December 02, 2022	Day prior to notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	171.20	165.10	169,20	171.30	165.10	169.30
December 05, 2022	Day on which Notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	177.45	169.25	175.40	177.45	169.30	175.50
December 08, 2022	One day before the Board Meeting	179.15	177.30	178.15	179.45	177.25	178.10
December 12, 2022	First trading day post Board Meeting day	180.60	176.70	177.05	180.80	176.50	176.95

(Source: www.nseindia.com and www.bseindia.com)

### PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

The capital structure of the Company as on the date of this Public Announcement and the proposed capital structure of the Company post completion of the Buyback is set forth below:

Particulars	Pre-Buyback (As on the date of this Public Announcement) (In 1)	Post-Buyback (Post completion of the Buyback) (in €)*
Authorised share capital: 20.00,00,000 Equity Shares	20,00,00,000	20,00,00,000
Issued, subscribed and paid-up share capital: Pre-Buyback: 14,75,40,159 Equity Shares Post-Buyback: 14,41,69,743* Equity Shares	14,75,40,159	14,41,69,743

'Assuming that the indicative Maximum Buyback Shares are bought back. However, the post Buyback issued, subscribed and paid-up capital will differ depending upon the actual number of Equity Shares bought back

11.2 As on the date of this Public Announcement, there are no Equity Shares which are partly paid-up, or with call-in-arrears and there are no outstanding instruments convertible into Equity Shares.

11.3 The shareholding pattern of the Company as on December 9, 2022, ("Pre-Buyback") and the proposed shareholding pattern of the Company post completion of the Buyback are given below:

Strareholder	Pre-Buy	back	Post Buy	/back#
	No. of Equity Shares	% of Equity Shares	No. of Equity Shares	% of Equity Shares
(A) Promoter & Promoter Group	5.61,25,000	38.04	5,61,25,000	38.93
(B) Public	9,14,15,159	61.96	8,80,44,743	61.07
(C1) Shares underlying DRs	n	0.00	D.	0.00
(C2) Shares held by Employee Trust	0	0.00	Ø	00.0
(C)Non-Promoter-Non-Public (C =G1+C2)	n	0.00	B	0.00
Grand Total (A+B+C)	14,75,40,159	100%	14,41,69,743	100%

#Assuming that the indicative Maximum Buyback Shares are bought back However, the shareholding post completion of the Buyback, may differ depending upon the actual number of Equity Shares bought back in the Buyback.

11.4 No acheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company as on the date of this Public. Announcement.

#### 12. DETAILS OF PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL SHAREHOLDING AND OTHER DETAILS

- 12.1 For the details of the aggregate shareholding of the promoters, promoter group and of persons who are in control of the Company as on the date of this Public Announcement, please refer to paragraph 4.1 of Part A above.
- 12,2 No Equity Shares or other specified securities in the Company were either purchased. or sold by the (i) promoters/ promoter group, and (ii) persons who are in control of the Company, during a period of 12 (twelve) months preceding the date of this Public. Announcement.
- MANAGEMENT'S DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY
- 13.1 The Buyback is expected to enhance overall long-term shareholders value for continuing shareholders, without compromising on the future growth opportunities of the Company, as well as provide an exit opportunity to the public shareholders. The Buyback is not likely to cause any material adverse impact on the earnings of the Company, except a reduction in the treasury income which the Company could have otherwise earned from investments in fixed deposits and mutual funds. The Company will also bear the cost of the Buyback transaction.
- 13.2 The Buyback is proposed, considering the accumulated surplus funds available with the Company being in excess of the surplus amount needed to be retained by the Company for future growth of the Company as envisaged by the Board.
- 13.3 The Buyback will be funded out of the internal accruais of the Company including free reserves of the Company, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations 13.4 The Buyback will lead to reduction in existing Equity Shares and consequently, is
- expected to improve the earnings per Equity share and enhance return on equity. assuming that the Company would earn similar profits as in the past,
- 13.5 Pursuant to Regulation 16(ii) of the Buyback Regulations, the promoters, promoter group and persons in control of the Company will not participate in the Buyback. The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.
- 13.6 Consequent to the Buyback (which excludes participation by the promoters, promoter group and persons in control of the Company) and based on the number of Equity

Shares bought back by the Company from the shareholders including those resident outside India, ersiwhile overseas corporate bodies, foreign portfolio investors and non-resident Indian shareholders, the shareholding pattern of the Company would undergo a change; however public shareholding shall not fall below 25% of the total fully paid up equity share capital of the Company.

13.7 In accordance with Section 68(2)(d) of the Companies Act and Regulation 4(li) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up papital and tree reserves post the Buyback based on audited financial statements of the Company

13.8 The Company shall not issue any Equity Shares or other securities including by way of bonus issue. Ill the date of expiry of the Buyback period in accordance with the applicable provisions of the Companies Act and the Buyback Regulations. The Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. Further, unless otherwise specifically permitted by any relaxation circular issued by SEBI, in accordance with Regulation 24(i)(f) of the Buyback Regulations, the Company shall not raise further capital for a period of 1 (one) year from the expiry of the buyback period, except in discharge of its subsisting abligations.

18.9 Unless otherwise determined by the Board or Buyback Committee or as may be directed by the Appropriate Authorities, the Buyback will be completed within a maximum period of 8 (six) months from the date of opening of the Buyback In accordance with Buyback Regulations, the Company shall not withdraw the Buyback once this Public Announcement has been made.

### STATUTORY APPROVALS

- 14.1 Pursuant to Sections 68, 69, 70, and all other applicable provisions of the Companies Act and applicable Rules thereunder and the provisions of the Buyback Regulations and Article 63 of the Articles of Association of the Company, the Company has obtained the Board approval as mentioned above.
- 14.2 The Buyback from each shareholder is subject to all statutory consents and approvals as may be required by such shareholder under applicable laws and regulations. The shareholders shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India and / or SEBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Company's Broker
- 14.3 The Buyback shall be subject to such necessary approvals as may be required. and the Buyback from erstwhile overseas corporate bodies and other applicable categories shall be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act; 1999 and the rules and regulations framed thereunder, as amended from time to time.
- 14.4 To the best of the knowledge of the Company, no other statutory approvals are required by it for the Buyback as on the date of this Public Announcement. Subject to the obligation of the shareholders to obtain the consents and approvals necessary for transfer of their Equity Shares to the Company as set out in paragraph 13.2. of Part B above, the Company shall obtain such statutory approvals as may be required, from time to time, if any, for completion of the Company's obligations in relation to the Buyback.

### COLLECTION AND BIDDING CENTERS

The Buyback will be implemented by the Company by way of open market purchases through the Slock Exchanges using their nationwide trading terminals. Therefore, the requirement of having collection centres and bidding centres is not applicable.

### COMPLIANCE OFFICER

Investors may contact Compliance Officer for any clarification or to address their grevances, if any, during office nours i.e., 10:00 a.m. to 8:00 p.m. on all working days except Saturday, Sunday and public holidays. Mr. Vivek Mishra

Head - Legal and Company Secretary

Bajaj Consumer Care Limited

Corporate Office: 1231 3rd Floor, Splitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai 400 093 Tel No.: 022 66919477 / 78

Email: complianceofficer@bajajconsumer.com

## INVESTOR SERVICE CENTRE

In case of any query, the shareholders may also contact KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 3:00p.m. at the following address:



## KFin Technologies Limited

Selenium Tower B. Plot No. 31 & 32 Gachibowii, Financial District, Nanakramguda Serilingampally, Hyderabad - 500 032

Tel No.: 040 67162222 | Toll Free No. 1800 309 4001

Fax No.: 040 23001153 Contact Person: PSRCH Murthy (Ramu) Email: murthy.psrch@klintech.com | Website: www.klintech.com

Investor Grievance Id: einward ris@kfintech.com SEBI Registration No.: INR000000221

Validity Period: Permanent

CIN: U72400TG2017PTC117649 MANAGER TO THE BUYBACK

## 1 ICICI Securities

ICICI Securities Limited ICICI Venture House,

Appasaheb Marathe Marg, Prahhadevi, Mumbai-400 025

Maharashua, India

Tel. No.: +91 22 6807 7100; Fax No.: +91 22 6807 7801

Email: harsh.thakkar@icicisecurities.com / sumitkumar.singh@icicisecurities.com Website: www.icidisecurities.com

Investor grievance e-mail: customercare@loicisecurities.com

Contact persons: Harsh Thakkar / Sumil Singh

SEBI Registration No.: INM000011179 Validity Period : Permanent

CIN: L67120MH1995PLC086241

DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials atc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material Information and does not and will not contain any misleading information.

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

Mr. Kushagra Bajaj Chairman & Non-

Mr. Jaideep Nandi Managing Director DIN: 06938480

Sd/-

Mr. Vivek Mishra Head - Legal and Company Secretary ICSI Membership Number:

A21901

Sd/-

Date : December 12, 2022

Executive Director

DIN: 00017575

Sd/-

Place: Mumbai

www.readwhere.com

## **BAJAJ CONSUMER CARE LIMITED**

CIN: L01110RJ2006PLC047173

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

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

Tel. No.: +91 22 6691 9477 / 78 | E-mail: complianceofficer@bajajconsumer.com | Website: www.bajajconsumercare.com

Company Secretary and Compliance Officer: Mr. Vivek Mishra

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF BAJAJ CONSUMER CARE LIMITED FOR BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of Bajaj Consumer Care Limited (the "Company") from the open market through stock exchange mechanism, pursuant to Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s) or amendment(s) from time to time) (the "Buyback Regulations") and contains the disclosures as specified in Schedule IV to the Buyback Regulations.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not confirm exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'Lakh'. Disclosures in accordance with Schedule I of the Buyback Regulations

#### DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

- 1.1. Pursuant to the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "Share Capital Rules") and other relevant rules made thereunder, as amended from time to time (together the "Companies Act") (including any statutory amendment(s), modification(s) or re-enactments from time to time), the provisions of the Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") (including any statutory amendment(s), modification(s) or re-enactments from time to time) and Article 62 of the Articles of Association of the Company, and subject to such other approvals, permissions, consents, exemptions, and sanctions of the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Rajasthan at Jaipur (the "ROC") and / or other authorities, institutions or bodies, as may be applicable (together with SEBI and ROC, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions and sanctions which may be agreed to by the Board of Directors of the Company (the "Board" which expression shall be deemed to include any committee constituted by the Board and / or officials, which the Board may constitute / authorise to exercise its powers, including the powers conferred by the Board resolution), the Board at its meeting held on December 9, 2022 ("Board Meeting"), approved the buyback of fully paid-up equity shares of face value of ₹ 1 (Indian Rupee One only) ("Equity Shares") of the Company, each, from the shareholders / beneficial owners of the Company (other than those who are promoters, promoter group or persons in control), from the open market through stock exchange mechanism i.e., using the electronic trading facilities of the stock exchanges where the Equity Shares of the Company are listed i.e., National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (collectively, "Stock Exchanges"), for an aggregate amount not exceeding ₹ 8,089.00 Lakhs (Indian Rupees Eight Thousand Eighty Nine Lakhs only) ("Maximum Buyback Size"), and at a price not exceeding ₹ 240/- (Indian Rupees Two Hundred and Forty only) per Equity Share ("Maximum Buyback Price"), payable in cash (the process being referred hereinafter as "Buyback"). The Maximum Buyback Size and Maximum Buyback Price do not include any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax, goods and services tax (if any) and income tax, stamp duty, advisors fees, printing expenses, filing fees and other incidental and related expenses and charges (collectively referred to as "Transaction Costs"). The Maximum Buyback Size represents 9.66% and 10% of the aggregate of the total paid-up capital and free reserves of the Company based on the audited standelone and consolidated financial statements of the Company as at March 31, 2022, respectively (being the latest audited financial statements of the Company, available at the Board Meeting) which is not more than 10% of the total paid-up capital and free reserves of the Company in accordance with the proviso to the Regulation 5(i)(b) of the Buyback Regulations.
- 1.2. At the Maximum Buyback Size and the Maximum Buyback Price, the indicative maximum number of Equity Shares bought back would be 33,70,416 (Thirty Three Lakh Seventy Thousand Four Hundred Sixteen only) Equity Shares ("Maximum Buyback Shares"), which will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company. The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up equity share capital of the Company as provided under Regulation 38 of the Listing Regulations, during the Buyback period and upon completion thereof.
- The Company shall utilize at least 50% of the Maximum Buyback Size i.e., ₹ 4,044.50 Lakhs (Indian Rupees Four Thousand Forty Four Lakhs and Fifty Thousand only) ("Minimum Buyback Size") for the Buyback, and based on the Minimum Buyback Size and the Maximum Buyback Price, the Company will purchase an indicative minimum of 16,85,208 (Sixteen Lakh Eighty Five Thousand Two Hundred and Eight only) Equity Shares ("Minimum Buyback Shares"). If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.
- 1.4. The Board or a committee thereof (constituted by the Board to exercise its powers, and / or the powers conferred by the Board resolution in relation to the Buyback), shall determine, at its discretion, the time frame for completion of the Buyback and may close the Buyback (which shall not be longer than 6 (six) months from the date of commencement of the Buyback or such other period es may be permitted under the Companies Act and / or the Buyback Regulations or as may be directed by the Appropriate Authorities ("Maximum Buyback Period")) after the Minimum Buyback Size has been reached, and irrespective of whether the Maximum Buyback Size has or has not been reached, after giving appropriate notice for such closure and on completing all formalities in this regard, in accordance with the Companies Act and / or the Buyback Reguletions.
- 1.5. The Buyback will be implemented by the Company out of its free reserves or such other sources as may be permitted by law and in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations, and in accordance with Regulation 4(iv)(b)(ii) of the Buyback Regulations, by way of open market purchases through the Stock Exchanges, by the order matching mechanism except 'all or none' order matching system, as provided under the Buyback Regulations.
- A copy of this Public Announcement is available on the Company's website (www.bajajconsumercere.com) and is expected to be available on the website of SEBI (www.sebi.gov.in), website of NSE (www.nseindia.com) and website of BSE

#### (www.bseindia.com) during the period of the Buyback. **NECESSITY FOR THE BUYBACK AND DETAILS THEREOF**

- 2.1. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Buyback will help the Company achieve the following objectives: (i) optimize returns to shareholders; and (ii) enhance overall shereholders' value. The Buyback is being undertaken, inter-alia, for the following reasons:
  - The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares;
  - The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
  - The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment
- 2.2. The Buyback may lead to reduction in outstanding Equity Shares, improvement in earnings per equity share, and enhanced return on invested capital. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.
- BASIS FOR ARRIVING AT THE MAXIMUM BUYBACK PRICE AND OTHER **DETAILS**
- 3.1. The Maximum Buyback Price of ₹240 (Indian Rupees Two Hundred and Forty only) per Equity Share has been arrived at after considering various factors, including but not limited to, the trends in the volume weighted average market prices of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share. The Maximum Buyback Price excludes the Transaction Cost.
- The Maximum Buyback Price is at a premium of 41.84% and 41.76% over the closing prices on both BSE and NSE, respectively, on December 2, 2022 i.e., one trading day prior to the date on which the notice of the Board Meeting to consider the Buyback proposal was intimated to Stock Exchanges. The Maximum Buyback Price represents a premium of 43.02% compared to the average of the weekly high and low of the closing prices of the Equity Shares on BSE and NSE, during the 2 (two) weeks preceding the date of the Board Meeting.

- This public announcement (the "Public Announcement") is being made in relation \ 3.3. The Buyback is proposed to be completed within the Maximum Buyback Period. Subject to the Maximum Buyback Price of ₹240 (Indian Rupees Two Hundred and Forty only) per Equity Share, the Maximum Buyback Period, and achievement of the Minimum Buyback Size, the actual time frame and the price for the Buyback will be determined by the Board of Directors or the Buyback Committee or their duly authorized representatives, at their discretion, in accordance with the Buyback Regulations.
  - 3.4. In accordance with Section 68(2)(d) of the Compenies Act and Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company after Buyback shall not be more than twice the paid-up capital and free reserves based on audited financial statements of the Company.
  - The actual number of Equity Shares bought back during the Buyback period will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.
  - DETAILS OF PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL SHAREHOLDING AND OTHER DETAILS
  - The details of the aggregate shareholding of the (i) promoters and promoter group; and (ii) persons who are in control of the Company, as on the date of the Board Meeting (i.e., Friday, December 9, 2022) and the date of this Public Announcement

Sr. No.	Name of Shareholder	Number of Equity Shares	% of paid-up equity share capital
1.	Bajaj Resources Private Limited	5,61,09,900	38.03
2.	KNB Enterprises LLP	10,100	0.01
3.	SKB Roop Commercial LLP	5,000	Negligible
4.	Mr. Shishir Bajaj	0	0.00
5.	Mrs. Minakshi Bajaj	0	0.00
6.	Mr. Kushagra Bajaj	0	0.00
7.	Mr. Apoorv Bajaj	0	0.00
Total		5,61,25,000	38.04%

4.2. Except as disclosed below, none of the directors and key manegerial personnel of the Company hold any Equity Shares of the Company as on the date of the Board Meeting (i.e., December 9, 2022) and the date of this Public Announcement:

Sr. No.	Name of Shareholder	Designation	Number of Equity Shares	% of paid-up equity share capital
1	Mr. Jaideep Nandi	Managing Director	1	Negligible
2.	Mr. Dilip Kumar Maloo	Chief Financial Officer	.5	Negligible
3.	Mr. Vivek Mishra	Head – Legal and Company Secretary	1	Negligible
Total			7	Negligible

- 4.3. No Equity Shares or other specified securities in the Company were either purchased or sold by the (i) promoters/ promoter group; and (ii) persons who are in control of the Company, during a period of 6 (six) months preceding the date of the Board Meeting (i.e., December 9, 2022).
- 4.4. No Equity Shares or other specified securities in the Company were either purchased or sold by the key managerial personnel and directors of the Company, during a period of 6 (six) months preceding the date of the Board Meeting (i.e., December 9, 2022) except as disclosed below:

Sr Na	Name of shareholder	Aggregate number of Equity Shares purchased/ sold	Nature oftransaction	Minimum Price (₹)	Date of Minimum Price	Maximum Price (₹)	Date of Maximum Price
1.	Mr. Jaideep Nandi	1	Acquisition	134.40	June 24, 2022	134.40	June 24, 2022
2.	Mr. Vivek Mishra	1	Acquisition	136.61	June 23, 2022	136.61	June 23, 2022

- INTENTION OF THE PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE
- In accordance with Regulation 16(ii) of the Buyback Regulations, since the Buyback is being implemented by way of open market purchases through the Stock Exchanges, the Buyback shall not be made by the Company from the promoters, promoter group and persons in control of the Company.
- 5.2. Further, as per Regulation 24(i)(e) of the Buyback Regulations, neither the promoters, promoter group nor their associates have dealt in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares emong the promoters or promoter group) from the date of the Board Meeting till the date of the Public Announcement and shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters/ promoter group) from the date of the Public Announcement till the completion of the Buyback.

#### NO DEFAULTS

The Company confirms that there are no defaults subsisting in repayment of deposits, interest payment thereon, redemption of debentures or preference shares, or payment of dividend to any shareholder, or repayment of term loans or interest payable thereon to any financial institution or any bank.

#### CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board has confirmed in the Board Meeting that they have made a full inquiry into the affairs and prospects of the Company and that they have formed the opinion: that immediately following the date of the Board Meeting, there are no grounds

- on which the Company can be found unable to pay its debts; es regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and the Company will not be rendered insolvent within a period of one year period from the date of the Board
- Meeting; and in forming the aforesaid opinion, the Board has taken into account the liebilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified), as the case may be

#### REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated December 9, 2022 received from M/s Chopra Virnal & Co., Chartered Accountants (Firm's Registration No. 006456C), the Statutory Auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

#### Quote

Independent Auditor's Report on the proposed buyback of equity shares pursuant to the requirements of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as

The Board of Directors

Bajaj Consumer Care Limited

1231, Solitaire Corporate Park 151 M. Vasanji Road

Chakala, Andheri East Mumbai - 400 093 India We, Chopra Vimal & Co., Chartered Accountants, the Statutory Auditors of the Company issue this Report to Bajaj Consumer Care Limited (hereinafter the "Company") in connection with their proposed buyback of equity shares, and in accordance with our engagement letter dated December 5, 2022.

- The Board of Directors of the Company (hereinafter the "Board of Directors") has prepared the accompanying Annexure A - Statement of permissible capital payment as on March 31, 2022 (the "Statement") pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company in their meeting held on December 9, 2022, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013, as amended and the rules made thereunder, as amended (together the "Companies Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"). The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) (c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations and based on the latest audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022. We have initialled the Statement for the identification purposes only.
- We have been provided with the following documents:
  - 3.1. Audited standalone financial statements and consolidated financial statements for the year ended March 31, 2022. The statement of unaudited financial results for the six months period September 30, 2022;
  - 3.2. Solvency declaration by the Board of Directors;
  - 3.3. Board resolutions dated December 9, 2022, for approval of proposed buyback;
  - 3.4. Assessment note and projected cash flow provided to the board for solvency declaration;
  - 3.5. Articles of association to verify authorization for buy back of securities.

#### Board of Directors Responsibility for the Statement

- The preparation of the Statement in accordance with the requirements of section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of board meeting approving the buyback of its equity shares i.e., December 9, 2022, (hereinafter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the board meeting, and in forming the opinion, it has taken into eccount the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

#### Auditor's Responsibility

- Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:
  - 6.1. Whether we have inquired into the state of affairs of the Company:
  - 6.2. Whether the amount of capital payment for the buyback, as stated in the Stetement, has been properly determined and is within the permissible limit and computed in accordance with the provisions of Section 68 of the Companies Act, Regulation 4(i), the proviso to Regulation 4(iv)

and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;

- 6.3. Whether the Board of Directors of the Company, in its meeting held on December 9, 2022, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
- We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ("Guidance Note"), issued by ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAL
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned in this paragraph below. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the matters mentioned in this peragraph 10 below. We have performed the following procedures in relation to the matters mentioned in this paragraph 10 below:
  - 9.1. Inquired into the state of affairs of the Company in relation to the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022;
  - 9.2. Performed inquiry with the management in relation to the unaudited financial results for the six months period ended September 30, 2022;
  - 9.3. Examined authorisation for buyback from the Articles of Association of the
  - 9.4. Agreed the amounts of paid up equity share capital, securities premium account, general reserve and retained earnings as at March 31, 2022 as disclosed in the accompanying Statement, with the eudited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022;
  - 9.5. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, the audited standalone financial statements and the audited consolidated financial statements of the Company as on March 31, 2022;
  - 9.6. Examined that all the shares for buy-back are fully paid-up;
  - 9.7. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
  - 9.8 Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Reguletion 4(i), the proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;
  - 9.9. Inquired if the Board of Directors of the Company, in its meeting held on December 9, 2022, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board
  - 9.10. Examined resolutions passed in the meetings of the Board of Directors i.e., on December 9, 2022;
  - 9.11. Examined Director's declarations in respect of the Buyback end solvency of the Company; and
- 9.12.Obtained necessary representations from the management of the

#### Opinion

- 10. Based on inquiries conducted and our examination as above, and according to the information and explanations provided to us by the management of the Company we report that:
  - 10.1 We have inquired into the state of affairs of the Company in relation to: (i) the latest audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022; and (ii) the statement of unaudited financial results for the six months period September 30, 2022;
  - 10.2 The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), the proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations, based on the audited standalone financial statements end the audited consolidated financial statements of the Company for the year ended March 31, 2022;
  - 10.3 The Board of Directors, in their meeting held on December 9, 2022, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the circumstances as of the date of declaration.

#### Restriction on Use

11. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and for onward submission to ICICI Securities Limited, (hereinefter referred to as the "Manager to the Buyback") and to include this report, pursuent to the requirements of the SEBI Buyback Regulations, in the public announcement to be made to the shareholders of the Company and other documents pertaining to the Buyback to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited,

National Securities Depository Limited, as applicable, and for providing to the 3 4. Manager to the Buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

12. This report can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback Yours faithfully,

For and on behalf of Chopra Vimal & Co. **Chartered Accountants** Firm Registration No: 006456C

Vimal Chopra Partner Membership No.: 074056 UDIN: 22074056BFCTPD7120

Place: Jaipur Date: December 9, 2022

#### ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) of the Companies Act, 2013, as amended, and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on both the audited standalone financial statements and the audited consolidated financial statements of the Company as at March 31, 2022.

Particulars	Standalone	Consolidated
A. Paid-up Equity Share Capital (14,75,40,159 equity shares of ₹ 1/- each fully paid up)	1,475.40	1,475.40
B. Free Reserves*		
Securities premium account	29,632.12	29,632.12
Surplus in statements of profit and loss	46,072.93	43,221.04
General reserve	6,561.44	6,561.44
Total Free Reserves	82,266.49	79,414.60
Total of Paid up Equity Share Capital and Free Reserves (A+B)	83,741.89	80,890.00
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves)	20,935.47	20,222.50
Permissible capital payment for Buy Back from open market in accordance with proviso to Regulation 4(iv) of the SEBI Buyback Regulations (15% of paid up capital and free reserves)	12,561.28	12,133.50
Proposed capital payment restricted to 10% of the total paid-up equity capital and free reserves under proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulation within the powers of the Board of Directors		8,089.00

\*Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2022 for buyback of equity shares is based on the amounts appearing in the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from

For and on behalf of Bajaj Consumer Care Limited

Kushagra Bajaj

Chairman & Non-Executive Director DIN: 00017575

Sd/-Jaideep Nandi Managing Director DIN: 06938480

Unquote

#### PART B Disclosures in accordance with Schedule IV of the Buyback Regulations DETAILS OF SHAREHOLDER APPROVAL FOR THE BUYBACK, IF APPLICABLE

Since the Maximum Buyback Size is not more than 10% of aggregate of the paid-up capital and free reserves of the Company based on audited financial statements of the Company as on Merch 31, 2022, in accordance with the proviso to the Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, approval from the shareholders of the Company is not required.

- MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE
- 2.1. At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 33,70,416 (Thirty Three Lakh Seventy Thousand Four Hundred Sixteen) Equity Shares, If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.
- The actual number of Equity Shares bought back will depend upon the actual price. excluding the Transaction Costs, paid for the Equity Shares bought beck, and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in the existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.
- Further, the Company shall utilize at least 50% of the Maximum Buyback Size i.e., ₹ 4044.50 Lakhs (Indian Rupees Four Thousand Forty Four Lakhs and Fifty Thousand only) towards the Buyback and the Company will accordingly purchase an indicative minimum of 16,85,208 (Sixteen Lakh Eighty Five Thousand Two Hundred and Eight only) Equity Shares, based on the Maximum Buyback Price. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. However, the Maximum Buyback Shares will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company.
- The amount required by the Company for the Buyback (including the cost of financing the Buyback and the Transaction Costs) will be funded out of the internal accruals of the Company including free reserves of the Company, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations

#### PROPOSED TIMETARI E EOR RILYRACK

Activity	Date
Date of Board resolution approving Buyback	Friday, December 9, 2022
Date of publication of the Public Announcement	Tuesday, December 13, 2022
Date of opening of the Buyback	Monday, December 19, 2022
Acceptance of Equity Shares accepted in dematerialised mode	Upon the relevant pay-out by the Stock Exchanges
Extinguishment of Equity Shares	The Equity Shares (in dematerialised form) will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, the circulars and guidelines framed thereunder. The Company shall ensure that all Equity Shares bought back are extinguished within 7 (seven) days of the expiry of the Buyback period.
Last date for the completion of the Buyback	Earlier of:  (a) Friday, June 16, 2023, (i.e., 6 (six) months from the date of the opening of the Buyback; or  (b) when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or  (c) at such earlier date as may be determined by the Board (including a committee thereof, constituted by the Board or persons nominated by the Board / committee to exercise its powers, and / or the powers conferred by the Board resolution in relation to the Buyback), after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), however, that all payment obligations relating to the Buyback shall be completed before the last date for the Buyback.

#### PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

- The Buyback is open to all shareholders of the Company holding Equity Shares in dematerialised form ("Demat Shares"). Shareholders holding Equity Shares in physical form can participate in the Buyback after such Equity Shares are dematerialized by approaching depository participant.
- Further, as required under the Companies Act and Buyback Regulations, the 4.2 Company will not Buyback Equity Shares which are partly paid-up, the Equity Shares with cell-in-arrears, locked-in Equity Shares or non-transferable Equity Shares, until they become fully paid-up, or until the pendency of such lock-in, or until the time such Equity Shares become freely transferable, as applicable.
- The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, by the order matching mechanism except "all or none" order matching system, as provided under the Buyback
- For the implementation of the Buyback, the Company has appointed ICICI Securities Limited as the registered broker ("Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

#### 1 ICICI Securities

ICICI SECURITIES LIMITED ICICI Venture House, 2nd floor,

Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025

Maharashtra, India Tel. No.: +91 22 6807 7463 Fax No.: +91 22 6807 7801 Contact Person: Mitesh Shah Website: www.icicisecurities.com SEBI Registration No.: INZ000183631 CIN: L67120MH1995PLC086241

- The Equity Shares are traded in compulsory dematerialised mode under the trading codes BAJAJCON at NSE and 533229 at BSE. The ISIN of the Equity Shares of the Company is INE933K01021. For detailed procedure with respect to tendering of Equity Shares, the Stock Exchanges will be issuing notice with detailed procedures. Shareholders may refer the notice to understand procedure on how to tender their Equity Shares in this Buyback.
- The Company shall, commencing from December 19, 2022 (i.e., the date of opening of the Buyback), place "buy" orders on the BSE and/or NSE on the normal trading segment to buyback the Equity Shares through the Company's Broker, in such quantity and at such price, not exceeding the Maximum Buyback Price of ₹ 240 (Indian Rupees Two Hundred and Forty only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buyback of Equity Shares, the identity of the Company as purchaser shall be available to the market participants
- Procedure for Buyback of Demat Shares: Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of the Stock Exchanges by indicating to their broker the details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buyback of the Equity Shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price et which the order matches the price tendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEBI. Orders for Equity Shares can be placed on the trading days of the Stock Exchanges. The Company is under no obligation to place "buy order on a daily basis. The orders for buying back the Equity Shares will be placed by the Company on normal trading segment of Stock Exchanges at least once a
- 4.8 It may be noted that a uniform price would not be paid to all the shareholders / beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that particular shareholder / beneficial owner was executed on the Stock Exchanges.
- Procedure for Buyback of Physical Shares: As per the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of Indie (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press releases dated December 3, 2018, and March 27, 2019, effective from April 1, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository ("LODR Amendment"). In light of the LODR Amendment and SEBI circular SEBI/ HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in

ACCORDINGLY, ALL SHAREHOLDERS OF THE COMPANY HOLDING EQUITY SHARES IN PHYSICAL FORM AND DESIROUS OF TENDERING THEIR EQUITY SHARES IN THE BUYBACK ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. IN CASE ANY SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION, SUCH SHAREHOLDERS SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUYBACK BEFORE BUYBACK CLOSING DATE.

- 4.10 Shareholders are requested to get in touch with the ICICI Securities Limited (the "Manager to the Buyback") or the Company's Broker or the Registrar and Share Transfer Agent of the Company to clarify any doubts in the process
- 4.11 Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any additional Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought beck, even if the Maximum Buybeck Size has not been reached, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buybeck Size or buy Maximum Buyback Shares. However, if the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the escrow account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.
- 4.12 The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in eccordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website (www.bajajconsumercare.com) on a daily
- 4.13 Eligible shareholders who intend to participate in the Buyback should consult their respective tax advisors for applicable taxes.

#### METHOD OF SETTLEMENT

- Settlement of Demat Shares: The Company will pay consideration for the Buyback to the Company's Broker on or before every pay-in date for each settlement, as applicable to Stock Exchanges where the transaction is executed. The Company has opened a depository account ("Buyback Demat Account") with ICICI Bank Limited. Demat Shares bought back by the Company will be transferred into the Buyback Demat Account by the Company's Broker, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges, Beneficial owners holding Demet Shares would be required to trensfer the number of such Demat Shares sold to the Company pursuant to the Buyback, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The beneficial owners would also be required to provide to the Company's Broker, copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company.
- 5.2 Extinguishment of Demat Shares: The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and the bye-laws, the circulars, and guidelines framed thereunder, each as amended from time to time, in the manner specified in the Buyback Regulations and the Companies Act. Provided, that the Company undertakes to ensure that all Demat Shares bought back by the Company pursuant to the Buyback shall be extinguished within 7 (seven) days from the expiry of the Buybeck period.
- 5.3 Consideration for the Equity Shares bought back by the Company shall be paid only

#### by way of cash through normal banking channel. **BRIEF INFORMATION ABOUT THE COMPANY**

The Company was originally incorporated as 'Bhaurnik Agro Products Private Limited' on April 25, 2006, under the Compenies Act with the Registrar of Companies, Maharashtra at Mumbai ("RoC, Maharashtra"). The name of the Company was changed to 'Bajaj Corp Private Limited' pursuant to a special resolution of the shareholders of the Company dated July 18, 2007, and consequent to such change of name, a fresh certificate of incorporation dated September 11, 2007, was issued by the RoC, Maharashtra. Pursuant to a special resolution of the shareholders on September 14, 2007, the Company was converted into a public company, and the name was further

changed to 'Bajaj Corp Limited' and consequent to such change of name, a fresh certificate of incorporation dated October 16, 2007, was issued by the RoC, Maharashtra. The name of the Company was further changed to 'Bajaj Consumer Care Limited' pursuant to a special resolution of the shareholders dated December 19, 2018, and consequent to such change of name, a fresh certificate of incorporation dated January 1, 2019, was issued by the Registrar of Companies, Rajasthan at Jaipur.

- The Company is engaged in the business of cosmetics, toiletries, and other personal care products. The Company has established itself as a market leader in the light hair oil category and currently it has 18 brands under its portfolio.
- BRIEF FINANCIAL INFORMATION ABOUT THE COMPANY
- The selected financial information of the Company, as extracted from the audited standalone financial statements for the last 3 (three) financial years ended as on March 31, 2022, March 31, 2021, and March 31, 2020, and unaudited limited review standalone financial statements for the six months period ended September 30, 2022, is given below:

(Amount in ₹ lakh)

Particulars	Un-audited (Limited Review) IND-AS		Audited (IND-AS)	
	For the six months ended September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Revenue from Operations	47,703.76	87,837.40	91,462.72	84,420.04
Other Income	1,659.92	3,856.31	3,452.66	2,988.83
Total Income	49,363.68	91,693.71	94,915.38	87,408.87
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	41,055.99	69,982.99	67,111.69	63,363.51
Interest Expense / (Income)	45.03	98.34	131.96	423.08
Depreciation & Amortisation	369,31	463.39	580.21	533,30
Exceptional Items	-	-	-	-
Profit Before Tax	7,893.35	21,148.99	27,091.52	23,088.98
Provision for Tax (including Deferred Tax)	1,379.12	3,695.15	4,734.57	4,033.65
Profit After Tax	6,514.23	17,453.84	22,356.95	19,055.33
Profit attributable to:				
Owner of the Company	6,514.23	17,453.84	22,356.95	19,055.33
Non-controlling interest			-	
Paid-up equity share capital	1,475.40	1,475.40	1,475.40	1,475.34
Other Equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	83,137.23	82,442.24	76,671.56	66,243.05
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	84,612.63	83,917.64	78,146.96	67,718.39
Non-current Borrowings	-	-		
Current Portion of Long Term Borrowings (including interest accrued thereon)	-	-		-
Current Borrowings	750.00		500.00	2,000.00
Total Debt	750.00		500.00	2,000.00

7.2 Key financial ratios are as under

Key Ratios	Un-audited (Limited Review) IND-AS	(Audited) (IND-AS)				
	For the six months ended September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020		
Basic Earnings per equity share (in ₹)	4.42	11.83	15.15	12.92		
Diluted Eamings per equity share (in ₹)	4.41	11.82	15.15	12.92		
Book value per equity share (in ₹)	57.35	56.88	52.97	45,90		
Debt / Equity Ratio	0.01	-	0.01	0.03		
Return on net worth excluding revaluation reserves (%)	7.70	20.80	28.61	28.14		
Total Debt / Net Worth	0.01	-	0.01	0.03		

The selected financial information of the Company, as extracted from the audited consolidated financial statements for the last 3 (three) financial years ended as on March 31, 2022, March 31, 2021, and March 31, 2020, and unaudited limited review consolidated financial statements for the six months period ended September 30,

Particulars	Un-audited (Limited Review) IND-AS		Audited (IND-AS)	
	For the six months ended September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Revenue from Operations	48,189.28	87,995.74	92,181.44	85,220.83
Other Income	1,658.87	3,863.90	3,454.30	2,991.22
Total Income	49,848.15	91,859.64	95,635.74	88,212.05
Total Expense (excluding Interest, Depreciation & Arnortisation, Tax and Exceptional Items)	41,481.95	70,604.52	67,836.89	64,707.93
Interest Expense / (Income)	47.14	100.93	137.54	424.65
Deprecietion & Amortisation	390.04	506.68	625.24	580.63
Exceptional Items				-
Profit Before Tax	7,929.02	20,647.51	27,036.07	22,498.84
Provision for Tax (including Deferred Tax)	1,373.84	3,684.01	4,722.80	4,021.45
Profit After Tax	6,555.18	16,963.50	22,313.27	18,477.39
Profit attributable to:				
Owner of the Company	6,555.18	16,963.50	22,313.27	18,477.39
Non-controlling interest		-		
Paid-up equity share capital	1,475.40	1,475.40	1,475.40	1,475.34
Other Equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	80,151.76	79,487.98	74,235.28	63,842
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	81,627.16	80,963.38	75,710.68	65,317.34
Non-current Borrowings				-
Current Portion of Long Term Borrowings (including interest accrued thereon)	•			-
Current Borrowings	750.00		500.00	2,000.00
Total Debt	750.00		500.00	2,000.00



## दैनिक नवज्योति

#### लेकसिटी में चौराहों पर पुलिस का पहरा, संदिग्धों से पूछताछ

ब्यूरो/नवज्योति, उदयपुर। लेकसिटी के सभी चौराहों और मख्य मार्गों पर पलिस का कड़ा पहरा है और संदिग्धों को रोककर उनसे कडी पुछताछ की जा रही है। सडकों पर आने-जाने वालों से लेकर शहर में रुकने वाले लोगों की जांच की जा रही है, ताकि संदिग्ध व्यक्तियों से पृछताछ की जा सके। शहर के देहलीगेट, भूपालपुरा, शास्त्री

सर्कल, सूरजपोल, पारस तिराहा, उदियापोल, सवीना चौराहा आदि स्थानों पर सोमवार रात को बेरिके इस लगाकर बाहरी राज्यों के नंबरों के वाहनों को रोककर जांच की गई। इधर, सड़कों पर रात को जांच बढ़ा दी गई है। इस संबंध में पुलिस का कहना है कि चेकिंग से कई बार गॅंभीर आरोप के अपराधी हत्थे चढ़

### पोस्टमार्टम करा चाचा–भतीजा के शव सौंपे

ब्यूरो नवज्योति/उदयपुर। शहर के सवीना थाना क्षेत्र में बोलेरों की टक्कर से मरने वाले दोनों युवकों की पहचान चाचा-भतीजे के रूप में हुई। जानकारी के अनुसार रविवार को डाकन कोटड़ा में सलूंबर की ओर से तेज गति से आ रही बोलेरो ने बाइक सवार युवकों को टक्कर मार दी थी, जिससे दोनों की मौके पर ही मौत हो गई। मृतकों के शवों को मीर्चरी में रखवाकर दोनों की पहचान के प्रयास किए तो दोनों की पहचान बंशीलाल-29 पुत्र पुजा मीणा और प्रकाश-18 पुत्र प्रेम मीणा निवासी गरमाला अमरपुरा जावरमाइंस के रूप में हुई।

#### पीए संवर्ग की दूरभाष निर्देशिका जारी

ब्यूरो नवज्योति/उदयपुर।प्रदेश के सभी विभागों के राज्य सेवा में कार्यरत तीन हजार पीए (निजी सहायक) संवर्ग की दूरभाष निर्देशिका उदयपुर जिले के लिए आज जारी की गई। राजस्थान निजी सहायक संवर्ग संघ के प्रदेश मुख्य संरक्षक ओमप्रकाश श्रीमाली ने बताया कि निर्देशिका में बीकानेर स्टेट स्टेनोग्राफर्स संघ द्वारा प्रकाशन कर सभी जिलों को निशुल्क निर्देशिका उपलब्ध कराई जा रही है। इसमें 1200 नवनियुक्त निजी सहायकों को भी इससे जोड़ा गया है।

### ट्रक चालक के साथ मारपीट कर रुपए व मोबाइल लूटा

ब्यूरो नवज्योति/उदयपुर। शहर के सुखेर थाना क्षेत्र में एक ट्रक चालक ने 6 युवकों के खिलाफ दुर्घटना करने का झूठा आरोप लगाकर उसके साथ मारपीट कर 25 हजार रुपए नकद और मोबाइल लुटकर ले जाने का मामला दर्ज करवाया है। पुलिस के अनुसार मुकेश कुमार पुत्र कालूलाल भील निवासी देवरीकला अकलेरा झालावाड ने मामला दर्ज करवाया कि वह कांडला से ट्रक में कोयला भरकर मोड़क लेकर जा रहा था।कविता गांव से बाहर सावड समाज के नोहरे के पास में तीन

बाइक पर छह युवक आए और ट्रक के आगे बाइक लगाकर ट्रक को रोक दिया। उसके नीचे उतरने पर इन युवकों द्वारा उस पर उसके साथी के साथ दुर्घटना करने का झुठा आरोप लगाकर मारपीट करनी शुरू कर दी। आरोपियों ने उसके साथ मारपीट कर 25 हजार रुपए नकद और मोबाइल लुटकर फरार हो गए। उसके सिर सरियों से हमला करने के कारण सिर फट गया, जिस पर वह डबोक स्थित सरकारी चिकित्सालय में गया, जहां पर टांके लगवाए।

#### 7.4 Key financial ratios are as under:

Key Ratios	Un-audited (Limited Review) IND-AS	(Ai	<b>49</b> )		
	For the six months ended September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020	
Basic Earnings per equity share (in ₹)	4.44	11.50	15.12	12.52	
Diluted Earnings per equity share (in ₹)	4.44	11.49	15.12	12.52	
Book value per equity share (in ₹)	55.33	54.88	51.32	44.27	
Debt / Equity Ratio	0.01		0.01	0.03	
Return on net worth excluding revaluation reserves (%)	8.03	20.95	29.47	28.29	
Total Debt / Net Worth	0.01	1	0.01	0.03	

#### 7.5 The key ratios have been computed as below:

Key Ratios	Basis			
Basic Earnings per equity share (₹)	Net Profit attributable to equity shareholders/ Weighted average number of equity shares outstanding			
Diluted Earnings per equity share (₹)	Net Profit attributable to equity shareholders/ Weighted averege number of equity shares outstanding			
Book value per equity share (₹)	(Paid up equity share capital + other Equity) / Total number of Equity Shares subscribed outstanding			
Total Debt-Equity Ratio	Total Debt / Net Worth			
Return on net worth excluding revaluation reserves (%)	Net Profit After Tax / Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)			

#### DETAILS OF ESCROW ACCOUNT

- In accordance with Regulation 20 of the Buyback Regulations and towards security for performance of its obligations under the Buyback Regulations, the Company has entered into an escrow agreement dated December 12, 2022 ("Escrow Agreement") with the Manager to the Buyback and ICICI Bank Limited ("Escrow Bank") pursuant to which the Company has opened an escrow account titled "BAJAJ CONSUMER CARE LIMITED - BUYBACK ESCROW ACCOUNT" ("Escrow Account"). The Company has authorized the Manager to the Buyback to operate the Escrow Account in compliance with the Buyback Regulations and the Escrow Agreement. Prior to the date of opening of the Buyback, the Company will deposit in the Escrow Account an amount in cash aggregating to ₹2,022.25 Lakh (Indian Rupees Two Thousand Twenty Two Lakhs Twenty Five thousand only), being 25% of the Maximum Buyback Size ("Escrow Amount") in accordance with the Buyback Regulations.
- The funds in the Escrow Account may be released for making payment to the shareholders subject to at least 2.5% of the Maximum Buyback Size remaining in the Escrow Account at all points in time.
- The balance lying to the credit of the Escrow Account will be released to the Company on completion of all obligations in accordance with the Buyback Regulations.
- If the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI, unless directed otherwise by SEBI.

#### FIRM FINANCING ARRANGMENTS

- The Company has identified and earmarked funds for the purpose of fulfilment of the obligations of the Company under the Buyback. Such earmarked funds, together with funds provided for escrow arrangements, are in excess of the Buyback Size.
- Based on the resolution of the Board dated December 9, 2022, in this regard, and other facts / documents, Chopra Vimal & Co, Chartered Accountants, (Membership Number: 074056, Firm Registration number 006456C, having its office et E-479, Lal Kothi Scheme, Behind New Vidhan Sabha, Janpath, Jaipur-302015, Telephone number +91 141 6769136), have certified, vide their report dated December 9, 2022. that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback.
- The Manager to the Buyback, having regard to the above, confirms that firm arrangements for fulfilling the obligations under the Buybeck ere in place.

#### 10. LISTING DETAILS AND STOCK MARKET DATA

- 10.1 The Equity Sheres of the Company are listed on BSE and NSE.
- 10.2 The high, low and average market prices of the Equity Shares for the preceding 3 (three) years and the monthly high, low and average market prices of the Equity Shares for the 6 (six) months preceding the date of this Public Announcement and their corresponding volumes on BSE and NSE are as follows:

Period	High (₹)"	Date of High	Number of Equity Shares traded on that date	Low (₹)©	Date of Low	Number of Equity Shares traded on that date	Average Price (T)*	Total volume of traded in the period (Equity Shares)
Precedin	g 3 yea	rs						
April 1, 2021 to March 31, 2022	323.50	April 19, 2021	323514	149.00	March 30, 2022	185482	235.52	30145364
April 1, 2020 Io March 31, 2021	284.95	March 12, 2021	218155	129.00	May 27, 2020	11088	188.03	31889906
April 1, 2019 to March 31, 2020	353,50	May 07, 2019	33167	117.50	March 25, 2020	19164	259.43	42531194
Precedin	g 6 mo	nths						
June 2022	144.70	June 03, 2022	71,631	12925	June 17, 2022	21,522	136.03	9,75,621
July 2022	167.05	July 15, 2022	87,208	136.50	July 01, 2022	26,155	154.07	15,91,160
August 2022	173.70	August 01, 2022	4,16,047	157.45	August 23, 2022	55,079	162.60	14,87,748
September 2022	170.45	September 13, 2022	97,784	152.25	September 30,2022	42,981	160.81	11,51,080
October 2022	161.95	October 31, 2022	64,568	145.65	October 20, 2022	1,04,339	153.97	4,99,573
November 2022	167,55	November 30, 2022	41,497	151.70	November 10, 2022	72,360	158.52	7,42,295

\* High is the highest price recorded for the Equity Share of the Company during the said period.

Low is the lowest price recorded for the Equity Share of the Company during the said period.

\*Arithmetic average of the closing prices of all trading days during the said period.

Period	High (₹)*	Date of High	Number of Equity Shares traded on that date	Low (₹) <sup>©</sup>	Date of Low	Number of Equity Shares traded on that date	Average Price (T)*	Total volume of traded in the period (Equity Shares)
Precedin	g 3 yea	rs						
April 1, 2021 to March 31, 2022	324.00	April 19, 2021	4582636	149.00	March 30, 2022	962262	235.49	198281711

April 1, 2020 Io March 31, 2021	284.70	March 12, 2021	2588836	129.00	May 27, 2020	152252	188.02	241341536
April 1, 2019 to March 31, 2020	354.90	May 07, 2019	556742	116.55	March 25, 2020	597753	259.57	61427891
Precedin	g 6 moi	nths						
June 2022	144.80	June 03, 2022	4,11,633	129.05	June 20, 2022	4,00,325	136.02	72,43,668
July 2022	167.15	July 15, 2022	7,62,437	136.50	July 01, 2022	1,77,590	154.11	1,98,75,238
August 2022	173,90	August 01,2022	36,64,413	157.10	August 23, 2022	3,07,618	162.52	1,24,19,944
September 2022	170.55	September 13,2022	13,21,997	153.10	September 30, 2022	1,38,194	160.82	77,77,482
October 2022	161.95	October 31, 2022	8,63,320	145,55	October 20, 2022	9,58,269	154.02	50,20,055
November 2022	168.20	November 30,2022	6,30,011	151.85	November 10, 2022	9,22,633	158.60	81,44,736

- Low is the lowest price recorded for the Equity Share of the Company during the said
- period.

	Antimetic average of the closing prices of all trading days during the said p
10.3	The stock prices on the Stock Exchanges on relevent dates are:

Date	Description	BSE			NSE		
		High (₹)	Low (₹)	Closing (₹)	High (₹)	Low (₹)	Closing (1)
December 02,2022	Day prior to notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	171.20	165.10	169.20	171.30	165.10	169.30
December 05,2022	Day on which Notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	177.45	169.25	175.40	177.45	169.30	175.50
December 08,2022	One day before the Board Meeting	179.15	177.30	178.15	179.45	177.25	178.10
December 12, 2022	First trading day post Board Meeting day	180.60	176.70	177.05	180.80	176.50	176.95

#### 11. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

11.1 The capital structure of the Company as on the date of this Public Announcement and the proposed capital structure of the Company post completion of the Buyback is set forth below:

Particulars	Pre-Buyback (As on the date of this Public Announcement) (In ₹)	Post-Buyback (Post completion of the Buyback) (In ₹)*
Authorised share capital: 20,00,00,000 Equity Shares	20,00,00,000	20,00,00,000
Issued, subscribed and paid-up share capital: Pre-Buyback: 14,75,40,159 Equity Shares Post-Buyback: 14,41,69,743# Equity Shares	14,75,40,159	14,41,69,743

\*Assuming that the indicative Maximum Buyback Shares are bought back. However, the post Buyback issued, subscribed and paid-up capital will differ depending upon the actual number of Equity Shares bought back.

- 11.2 As on the date of this Public Announcement, there are no Equity Shares which are partly paid-up, or with call-in-arrears and there are no outstanding instruments convertible into Equity Shares.
- 11.3 The shareholding pattern of the Company as on December 9, 2022, ("Pre-Buyback") and the proposed shareholding pattern of the Company post completion of the Buyback are given below:

Shareholder	Pre-Buy	back	Post Buyback#		
	No. of Equity Shares	% of Equity Shares	No. of Equity Shares	% of Equity Shares	
(A) Promoter & Promoter Group	5,61,25,000	38.04	5,61,25,000	38.93	
(B) Public	9,14,15,159	61.96	8,80,44,743	61.07	
(C1) Shares underlying DRs	0	0.00	0	0.00	
(C2) Shares held by Employee Trust	0	0.00	0	0.00	
(C) Non-Promoter-Non-Public (C = C1+C2)	0	0.00	0	0.00	
Grand Total (A+B+C)	14.75.40.159	100%	14.41.69.743	100%	

#Assuming that the indicative Maximum Buyback Shares are bought back. However, the shareholding post completion of the Buyback, may differ depending upon the actual number of Equity Shares bought back in the Buyback.

- 11.4 No scheme of amalgemation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company as on the date of this Public
- DETAILS OF PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL SHAREHOLDING AND OTHER DETAILS
- 12.1 For the details of the aggregate shareholding of the promoters, promoter group and of persons who are in control of the Company as on the date of this Public Announcement, please refer to paragraph 4.1 of Part A above.
- 12.2 No Equity Sheres or other specified securities in the Company were either purchased or sold by the (i) promoters/ promoter group; and (ii) persons who are in control of the Company, during a period of 12 (twelve) months preceding the date of this Public

#### MANAGEMENT'S DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

- 13.1 The Buyback is expected to enhance overall long-term shareholders' value for continuing shareholders, without compromising on the future growth opportunities of the Company, as well as provide an exit opportunity to the public shareholders. The Buyback is not likely to cause any material adverse impact on the earnings of the Company, except a reduction in the treasury income which the Company could have otherwise eerned from investments in fixed deposits and mutual funds. The Company will also bear the cost of the Buyback transaction.
- 13.2 The Buyback is proposed, considering the accumulated surplus funds available with the Company being in excess of the surplus amount needed to be retained by the Company for future growth of the Company as envisaged by the Board.
- 13.3 The Buyback will be funded out of the internal accruals of the Company including free reserves of the Company, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations.
- 13.4 The Buyback will lead to reduction in existing Equity Shares and consequently, is expected to improve the earnings per Equity share and enhance return on equity, assuming that the Company would earn similar profits as in the past.
- 13.5 Pursuant to Regulation 16(ii) of the Buyback Regulations, the promoters, promoter group and persons in control of the Company will not participate in the Buyback. The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.
- 13.6 Consequent to the Buyback (which excludes participation by the promoters, promoter group and persons in control of the Company) and based on the number of Equity

Shares bought back by the Company from the shareholders including those resident outside India, erstwhile overseas corporate bodies, foreign portfolio investors and non-resident Indian shareholders, the shareholding pattern of the Company would undergo a change; however public shareholding shall not fall below 25% of the total fully paid up equity share capital of the Company.

- 13.7 In accordance with Section 68(2)(d) of the Companies Act and Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves post the Buyback based on audited financial statements of the Company.
- 13.8 The Company shall not issue any Equity Sheres or other securities including by way of bonus issue, till the date of expiry of the Buyback period in accordance with the applicable provisions of the Companies Act and the Buyback Regulations. The Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. Further, unless otherwise specifically permitted by any relaxation circular issued by SEBI, in accordance with Regulation 24(i)(f) of the Buyback Regulations, the Company shell not raise further capital for e period of 1 (one) yeer from the expiry of the buybeck period, except in discharge of its subsisting
- 13.9 Unless otherwise determined by the Board or Buyback Committee or as may be directed by the Appropriate Authorities, the Buyback will be completed within a maximum period of 6 (six) months from the date of opening of the Buyback. In accordence with Buyback Regulations, the Company shall not withdraw the Buyback once this Public Announcement has been made.

#### STATUTORY APPROVALS

- Pursuant to Sections 68, 69, 70, and all other applicable provisions of the Companies Act and applicable Rules thereunder and the provisions of the Buyback Regulations and Article 63 of the Articles of Association of the Company, the Company has obtained the Board approval as mentioned above.
- 14.2 The Buyback from each shereholder is subject to all stetutory consents and approvals as may be required by such shareholder under applicable laws and regulations. The shareholders shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India and / or SEBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Company's Broker.
- 14.3 The Buyback shall be subject to such necessary approvals as may be required, and the Buyback from erstwhile overseas corporate bodies and other applicable categories shall be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended from time to time.
- 14.4 To the best of the knowledge of the Company, no other statutory approvals are required by it for the Buyback as on the date of this Public Announcement. Subject to the obligation of the shareholders to obtain the consents end approvals necessary for transfer of their Equity Shares to the Company as set out in paragraph 13.2 of Part B above, the Company shall obtain such statutory approvals as may be required, from time to time, if any, for completion of the Company's obligations in relation to the Buyback

#### COLLECTION AND BIDDING CENTERS

The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges using their nationwide trading terminals. Therefore, the requirement of having collection centres and bidding centres is not applicable.

#### COMPLIANCE OFFICER

Investors may contact Compliance Officer for any clarification or to address their grievences, if any, during office hours i.e., 10:00 a.m. to 6:00 p.m. on all working days except Seturday, Sunday and public holidays. Mr. Vivek Mishra

Head - Legal and Company Secretary

Bajaj Consumer Care Limited

Corporate Office: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai 400 093 Tel No.: 022 66919477 / 78

Email: complianceofficer@bajajconsumer.com

#### INVESTOR SERVICE CENTRE

In case of any query, the shareholders may also contact KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except ay between 10:00 a m following address:

#### KFin Technologies Limited

Selenium Tower B, Plot No. 31 & 32,

Gachibowli, Financiel District, Nanakramguda, Serilingampally, Hyderabad - 500 032

Tel No.: 040 67162222 | Toll Free No. 1800 309 4001

Fax No.: 040 23001153 Contact Person: PSRCH Murthy (Ramu) Email: murthy.psrch@kfintech.com | Website: www.kfintech.com

Investor Grievance Id: einward.ris@kfintech.com SEBI Registration No.: INR000000221

Validity Period: Permanent CIN: U72400TG2017PTC117649

MANAGER TO THE BUYBACK 18.

#### 1 ICICI Securities

**ICICI Securities Limited** ICICI Venture House.

Appasaheb Marathe Marg, Prabhadevi,

Mumbai-400 025 Maharashtra, India

Tel. No.: +91 22 6807 7100; Fax No.: +91 22 6807 7801

Email: harsh,thakkar@icicisecurities.com / sumitkumar.singh@icicisecurities.com Website: www.icicisecurities.com

Investor grievance e-mail: customercare@icicisecurities.com

Contact persons: Harsh Thakkar / Sumit Singh SEBI Registration No.: INM000011179

Validity Period : Permenent CIN: L67120MH1995PLC086241

DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

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

Sd/-

Sd/-

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Mr. Jaideep Nandi Managing Director DIN: 06938480

Mr. Vivek Mishra Head - Legal and Company Secretary ICSI Membership Number:

Date: December 12, 2022

Sd/-

Mr. Kushagra Bajaj

Chairman & Non-

Executive Director

DIN: 00017575

Place: Mumbai

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE BOARD OF DIRECTORS MEETING OF BAJAJ CONSUMER CARE LIMITED HELD ON FRIDAY, DECEMBER 9, 2022, AT 11:00 A.M. THROUGH VIDEO CONFERENCING

#### Buy back of equity shares of the Company

**RESOLVED THAT** pursuant to Article 62 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, af the Companies Act 2013, the Campanies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "Share Capital Rules") and other relevant rules made thereunder, as amended from time to time (together the "Companies Act") (including any statutory amendment(s), modification(s) or re-enactments from time to time), the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") (including any statutory amendment(s), modification(s) or reenactments from time to time) and subject to such other approvals, permissions, consents, exemptions and sanctions of the Securities and Exchange Board of India ("SEBI"), Reaistrar of Companies, Rajasthan at Jaipur (the "ROC") and/or other authorities, institutions or bodies, as may be applicable (together with SEBI and ROC. the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions, and sanctions which may be agreed to by the Board of Directors of the Company (the "Board" which expression shall be deemed to include any committee constituted by the Board and/or officials, which the Board may constitute/ authorise to exercise its powers, including the powers conferred by this resolution), the consent of the Board be and is hereby accorded for the buyback of the fully paid-up equity shares of face value of ₹ 1/- (Indian Rupee One only) each ("Equity Shares") by the Campany from the shareholders/beneficial owners of the Company (other than those who are promoters or persons in control), at a price not exceeding ₹ 240/-(Indian Rupees Two Hundred and Forty only) per Equity Share ("Maximum Buyback Price") from the open market through the stock exchanges i.e., National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), out of free reserves or such other sources as permitted by law, for an aggregate amount not exceeding ₹ 8,089.0 lakh (Indian Rupees Eight Thousand Eighty Nine Lakh only) ("Maximum Buyback Size"), excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax, goods and services tax (if any) and income tax, stamp duty, advisors fees, printing and dispatch expenses, filing fees and other incidental and related expenses and charges ("Transaction Costs"), representing 9.66% and 10% of the agaregate of the total paid-up capital and free reserves of the Company based on the audited standalone financial statements and the audited consolidated financial statements of the Company as at March 31, 2022, respectively, (being the latest



audited financial statements of the Company), which is within the maximum amount allowed under the Campanies Act and the Buyback Regulations, (hereinafter referred to as "Buyback").

- 2. RESOLVED FURTHER THAT at the Maximum Buyback Price i.e., ₹ INR 240/- (Indian Rupees Two Hundred and Forty only) per Equity Share and far the Maximum Buyback Size i.e. INR 8,089.0 lokh (Indian Rupees Eight Thousand Eighty Nine Lakh anly), the indicative maximum number of Equity Shares praposed to be bought back are 33,70,416 (Thirty Three Lakh Seventy Thausand Four Hundred Sixteen only) Equity Shares ("Maximum Buyback Shares"). Further, if the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.
- 3. RESOLVED FURTHER THAT unless otherwise permitted under applicable law, the Campany shall utilize at least 50% of the Maximum Buyback Size ("Minimum Buyback Size") towards the Buyback and the Company will accordingly purchase an indicative minimum of 16,85,208 (Sixteen Lakh Eighty Five Thausand Two Hundred and Eight only) Equity Shares based on the Minimum Buyback Size and the Maximum Buyback Price ("Minimum Buyback Shares").
- 4. RESOLVED FURTHER THAT such Buyback be mode out of the free reserves or such other sources as may be permitted by law ond in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) af the Buyback Regulations, and that in accordance with Regulation 4(iv)(b)(ii) of the Buyback Regulations, the Buyback shall be implemented from the apen market through stock exchange mechanism in such monner as may be prescribed under the Companies Act and the Buyback Regulations and on such terms and canditions as the Baard or the Buyback Committee (defined below) may deem fit.

#### Constitution of the Buyback Committee:

- 5. **RESOLVED FURTHER THAT** a committee be and is hereby canstituted for the purposes of the proposed Buyback ("Buyback Committee"), comprising of (1) Mr. Kushagra Bajaj, Non-Executive, Non-Independent Chairman; (2) Mr. Jaideep Nandi, Managing Director and (3) Mr. Aditya Vikram Somani, Nan-Executive, Independent Director, who are hereby either jointly ar any two members together, authorised to da or cause to be done all such acts, deeds, matters and things, and Company Secretary and Compliance Officer is hereby authorised to execute and sign all such documents and papers and provide all such information and confirmations, as may be necessary for the implementation of the Buyback, including but not limited to:
  - (a) finalizing the terms of the Buyback, including the aggregate amount to be utilized for the Buyback (subject to the Maximum Buyback Size), the price



(subject to the Maximum Buyback Price) and the number of Equity Shares to be bought back within the statutory limits, schedule of activities, opening and closing date of the Buyback, time frame for completion of the Buyback, and making any amendment(s) and modification(s) to such terms as may be prescribed by the Apprapriate Authorities;

- (b) opening, operating and closing of all necessary accounts including bank accounts, depository account, escrow account, fixed deposit account as per applicable law for the purpose of payment and authorizing persons to operate the said accounts;
- (c) entering into escrow arrangements as may be required in terms of the Buyback Regulations;
- (d) arranging for bank guarantees and/ or transfer of cash in the escrow account as may be necessary for the Buyback in accordance with applicable law;
- (e) preparing, executing, approving and filing af various documents as may be necessary or desirable in connection with ar incidental to the Buyback including public announcement, certificates regarding extinguishment of Equity Shares and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
- (f) signing, executing and delivering such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient ar proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue af various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, ROC, stack exchanges, depositories and/or other Appropriate Authorities;
- (g) appointment of legal advisor, depositary participants and other intermediaries, agencies, advisors, independent chartered accountant, practicing company secretary, advertising agencies, cansultants or representatives and to decide and settle the remuneration for all such intermediaries/ agencies/ persons, statutary auditar's certification fees, payment to Registrars including payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- (h) making all necessary applications, providing all necessary infarmation and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;



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- (i) creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- taking all actions for obtaining all necessary certificates, consents and reports from statutory auditors and other third parties (including lenders) as required under applicable law or contractually;
- (k) proposing and accepting any change(s) or modification(s) in the Buyback mechanism and the documents connected with the Buyback including declaring a reduction of the Buyback offer period, as may be deemed fit and necessary in compliance with applicable law;
- (I) taking all actions for extinguishment of Equity Shares bought back by the Company pursuant to the Buyback;
- (m) settling and resolving any queries or difficulties raised by SEBI, stock exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback;
- (n) any other action as may be necessary which are incidental and connected with the completion of the Buyback; and
- (o) delegation of all or any of the authorities conferred above to any executive, officer and/or representative of the Company, in order to give effect to the Buyback.
- 6. RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members and the Buyback Committee may approve the above by passing appropriate resolutions (including by way of circular resolution) in connection with the above.

#### Approval of declaration of solvency:

- 7. RESOLVED FURTHER THAT as required under the pravisions of section 68(6) of the Companies Act, the draft declaration of solvency along with an affidavit as placed on the table be and is hereby approved for filing with the ROC and SEBI and that Mr. Kushagra Bajaj, Non-Executive, Non-Independent Chairman; and Mr. Jaideep Nandi, Managing Director of the Company be and are hereby, severally authorized to sign the same on behalf of the Board.
- 8. RESOLVED FURTHER THAT the Board hereby confirms that the Board has made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Campany, the Board has formed an opinion that:



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- (a) immediately following the date of this Board meeting, there will be no grounds on which the Company could be faund unable to pay its debts;
- (b) as regards the Company's prospects for the year immediately fallowing the date of this Board meeting approving the Buyback, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting; and
- (c) in forming an apinion as aforesaid, the Baard has taken into account the liabilities (including prospective and contingent liabilities), as if the Campany were being waund up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code 2016 (to the extent natified), as the case may be.

#### Adoption of Statutory Auditor's report:

 RESOLVED FURTHER THAT the Board hereby takes on record the repart dated December 9, 2022, issued by Chapra Vimal & Co, Chartered Accountants, (Membership Number: 074056, Firm Registration number 006456C, the statutory auditar of the Company, as required under the Buyback Regulations.

#### Appointment of manager to the Buyback:

10. RESOLVED FURTHER THAT ICICI Securities Limited (hereinafter referred to as "Manager to the Buyback") be and is hereby appainted as the manager to the Buyback, to inter alia carry out the activities as manager to the buyback under the Buyback Regulations, an terms and canditions as may be mutually decided.

#### Opening of the Escrow Account:

11. RESOLVED FURTHER THAT the fallowing signatories be and are hereby either jaintly or severally on their behalf, authorised by the Board for (i) execution of the escrow agreement to be entered into between the Company, ICICI Securities Limited and ICICI Bank Limited ("Escrow Agreement"); (ii) opening of an escrow account in the name and style af "BAJAJ CONSUMER CARE LIMITED - BUYBACK ESCROW ACCOUNT" to secure performance of the Company's obligations as may be specified under the Buyback Regulations and an such terms and conditions set out in the Escrow Agreement (such account hereinafter referred to as the "Escrow Account"); (iii) depasiting an amount of ₹ 2,022.25 lakh (Indian Rupees Twa Thousand Twenty Two Lakh twenty five thousand only), being 25% of the Maximum Buyback Size approved by the Board, in the Escrow Account, through cash; and (iv) issuance af instructions for operation of the Escraw Account and signing / executing / submitting all the necessary papers, letter, agreements, documents, writings, submissions etc. to be





submitted by the Company in connection with the opening, day-to-day business transactions, operations, closure and correspondence of its account:

Name	Designation  Managing Director	
Mr. Jaideep Nandi		
Mr. D. K. Maloo	Chief Financial Officer	
Mr. Richard D'Souza	Assistant Vice President-Finance	
Mr. Vivek Mishra	Head-Legal & Company Secretary	
Mr. Bhavik Mistry	Assistant General Manager-Finance	

- 12. **RESOLVED FURTHER THAT** a certified true copy of this board resolution be and is hereby given to ICICI Bank Limited for opening the Escrow Account.
- 13. RESOLVED FURTHER THAT ICICI Bank Limited is hereby authorised to act upon the written instructions issued by ICICI Securities Limited, being the manager to the buyback, in relation to the setting up and operation of the Escraw Account including, without limitation, to make appropriations and/or payments from the amounts lying to the credit of the Escrow Account and release of escrow amount from the Escrow Account, in accordance with the provisions of the Buyback Regulations and the Escrow Agreement.
- 14. RESOLVED FURTHER THAT in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the Escrow Account in full or part may be forfeited and utilized in accordance with the Buyback Regulations.

#### Appointment of registered broker to the Company:

15. RESOLVED FURTHER THAT ICICI Securities Limited, be and is hereby appointed as the registered broker to the Company ("Broker") to execute the trades for the Buyback on the floors of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and the Company shall use a trading account in the name of "BAJAJ CONSUMER CARE LIMITED BUY-BACK TRADING ACCOUNT" with the Broker in relation to the proposed Buyback.

#### Opening and operation of Trading Account

**RESOLVED FURTHER THAT** ICICI Securities Limited, be and is hereby authorized to honour instructions, written or electronic, given on behalf of the Company received from the below mentioned authorized officials of the Company, severally, authorized to open the trading account, purchase the Equity Shares or otherwise deal on behalf of the Company:





Name	Designation		
Mr. Jaideep Nandi	Managing Director		
Mr. D. K. Maloo	Chief Financial Officer		
Mr. Richard D'Souza	Assistant Vice President-Finance		
Mr. Vivek Mishra	Head-Legal & Company Secretary		
Mr. Bhavik Mistry	Assistant General Manager-Finance		

#### Opening of demat account:

RESOLVED FURTHER THAT the Company shall open a Demat Corporate Beneficiary/ Clearing Member Account with ICICI Bank Limited, having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road Vadodara- 390007, Gujarat in the name of "BAJAJ CONSUMER CARE LIMITED BUYBACK - ESCROW ACCOUNT" ("Demat Account") and the Equity Shares which will be bought back would be transferred into the Demat Account by the Broker on receipt of Equity Shares from the clearing and settlement mechanism of the stock exchanges. Mr. Jaideep Nandi, Managing Director, Mr. D. K. Maloo, Chief Financial Officer, Mr. Richard D'Souza, Assistant Vice President-Finance and Mr. Vivek Mishra, Head-Legal & Company Secretary, Mr. Bhavik Mistry, AGM-Finance be and are hereby severally authorised to do all such acts, deeds and things including signing on behalf of the Company, all documents and forms relating to "BAJAJ CONSUMER CARE LIMITED BUY-BACK ESCROW DEMAT ACCOUNT" (in relation to debit or credit or otherwise) in such forms as may be required in connection with the "BAJAJ CONSUMER CARE LIMITED BUY-BACK ESCROW DEMAT ACCOUNT".

#### Operation of demat account:

16. RESOLVED FURTHER THAT ICICI Bank Limited, be and is hereby authorized to honour instructions, written or electronic, given on behalf of the Company received from the below mentioned authorized officials of the Company, severally, authorized to purchase the Equity Shares or otherwise deal on behalf of the Company:

Name	Designation		
Mr. Jaideep Nandi	Managing Director		
Mr. D. K. Malao	Chief Financial Officer		
Mr. Richard D'Souza	Assistant Vice President-Finance		
Mr. Vivek Mishra	Head-Legal & Company Secretary		
Mr. Bhavik Mistry	Assistant General Manager-Finance		





#### Appointment of investor service centre:

17. **RESOLVED FURTHER THAT** in terms of Regulation 24(iii) of the Buyback Regulations, KFin Technologies Private Limited, the Registrar and Transfer Agent of the Company be and is hereby appointed as the investor services centre for the purpose of the Buyback.

#### Appointment of Compliance Officer for the Buyback:

18. RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, Mr. Vivek Mishra, Head-Legal & Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback.

#### Adoption of the public announcement

- 19. "RESOLVED THAT the draft of the public announcement in respect of the Buyback (the "Public Announcement"), prepared in accordance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), be and is hereby appraved, for filing with the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges") and such other authorities or persons as may be required by applicable law.
- 20. RESOLVED FURTHER THAT Mr. Jaideep Nandi, Managing Director and any one of Mr. Kushagra Bajaj, Chairman & Non-Executive Non-Independent Director, Mr. Sumit Malhatra, Non-Executive Non-Independent Directar and Mr. Aditya Vikram Somani, Independent Director along with Mr. Vivek Mishra, Head-Legal & Company Secretary are hereby authorised to sign the Public Announcement.
- 21. RESOLVED FURTHER THAT Mr. Jaideep Nandi, Managing Director and Mr. D. K. Maloo, Chief Financial Officer, Mr. Richard D'Souza, Assistant Vice President Finance and Mr. Vivek Mishra, Head-Legal & Company Secretary be and are hereby severally authorised to make updations, corrections or alterations in the Public Announcement, including the dating of the Public Announcement, as may be required to comply with the disclosure requirements as stipulated in the SEBI Buyback Regulations, for purposes of filing the Public Announcement with SEBI, BSE, NSE and such other authorities or persons as may be required, undertake all activities in relation to publication of the Public Announcement in newspapers in accordance with SEBI Buyback Regulations, issue such certificates and confirmations as may be required and do all acts, deed, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto."



#### Resolutions for placing of "buy" orders

- 22. "RESOLVED THAT Mr. Jaideep Nandi, Managing Director, Mr. D. K. Maloo, Chief Financial Officer, Mr. Richard D'Souza, Assistant Vice President- Finance and Mr. Vivek Mishra, Head-Legal & Company Secretary be and are hereby severally authorised to decide the number of Equity Shares to be bought back on a daily basis till the closure of the Buyback along with the price at which such Equity Shares to be bought, subject to the Maximum Buyback Price and Maximum Buyback Size, for placing the "buy" order on the National Stock Exchange of India Limited and BSE Limited on the normal trading segment to Buyback the Equity Shares through the Company's Broker i.e., ICICI Securities Limited and to do all acts, deed, matters and things, and undertake such other necessary steps to implement this resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.
- 23. **RESOLVED FURTHER THAT** Mr. Vivek Mishra, Head-Legal & Company Secretary be and is hereby authorized to send the necessary intimations to the Stock Exchanges in relation to the aforesaid resolution, as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 24. **RESOLVED FURTHER THAT** a copy of this resolution duly certified to be true by the Company Secretary or any other person as may be authorized by the Buyback Committee be issued as may be necessary."

#### **Buyback related other matters:**

- 25. RESOLVED FURTHER THAT the Buyback shall close as the Board or the Buyback Committee may deem fit, but which shall not be longer than six months from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the Appropriate Authorities.
- 26. RESOLVED FURTHER THAT after the Company has deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), and the Board or the Buyback Committee, in its absolute discretion, may close the Buyback by giving appropriate notice for such closure and on campleting all formalities in this regard, in accordance with the Companies Act and/or Buyback Regulations.
- 27. **RESOLVED FURTHER THAT** the Buyback shall be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.



- 28. **RESOLVED FURTHER THAT** Company has complied and shall continue to comply with Section 70 of the Companies Act, wherein:
  - (a) it shall not directly or indirectly purchose its own shares:
    - i) through any subsidiary company including its own subsidiary companies; or
    - ii) through any investment company or group of investment companies;
  - (b) there are no defaults (either subsisting or in the past) in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of debentures or preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or bonking company; and
  - (c) the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act.
- 29. RESOLVED FURTHER THAT confirmation is hereby made by the Board that:
  - (a) all Equity Shares of the Company for the Buyback are fully paid up;
  - (b) the Company shall not issue any shares or other securities from the date of this resalution including by way of bonus issue, till the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the Buyback Regulations;
  - (c) as per provisions of Regulation 24(1)(f) of Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of its subsisting obligations;
  - (d) as per provisions of Section 68(8) af the Companies Act, the Company shall not make further issue of the same kind of shares or other specified securities within a period of six months after the completion of the Buyback except by way of a bonus issue or in discharge of subsisting obligations such as conversion of warronts, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
  - (e) the Company shall not Buyback its Equity Shares or other specified securities from any person through negotiated deal whether on ar off the stock exchange or through spot transactions or through any private arrangement in the implementation of the Buyback;



- (f) there are no pending schemes of amalgamation or campromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (g) the Maximum Buyback Size of ₹8,089.0 lakh (Indian Rupees Eight Thousand Eighty Nine Lakh only), does not exceed 10% of the total paid-up capital and free reserves based on both, the audited standalone financial statements and the audited consolidated financial statements of the Company as on March 31, 2022 and hence is in campliance with the requirements under Regulation 4(iv) of the Buyback Regulations;
- (h) in accordance with Section 68(2) of the Campanies Act and Regulation 5(i)(b), the Maximum Buyback Size does not exceed 10% of the total paid-up capital and free reserves af the Company based on the audited standalone financial statements and the audited consolidated financial statements of the Company as on March 31, 2022;
- (i) the indicative Maximum Equity Shares proposed to be bought back at the Maximum Buyback Size and Maximum Buyback Price under the Buyback i.e. 33,70,416 (Thirty Three Lakh Seventy Thousand Four Hundred Sixteen only), does not exceed 25% of the total number of outstanding Equity Shares of the Company. If the Equity Shares are bought back at a price belaw the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.
- (j) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone financial statements and the audited consolidated financial statements of the Company as on March 31, 2022;
- (k) the Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the Buyback Regulations;
- the Company will not withdraw the Buyback after the public announcement of the Buyback is made and published in the newspapers;
- (m) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback, on the terms and conditions as may be decided by the Board

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- and in such manner as prescribed under the Companies Act, the Buyback Regulations and any other applicable laws;
- (n) the Company will not Buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time such Equity Shares become transferable, as applicable;
- (o) the Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in dematerialised form;
- (p) the Buyback shall not result in the delisting of the Equity Shares from the stock exchanges;
- (q) the consideration for the Equity Shares bought back by the Company shall be paid only by way of cash;
- (r) the Company shall submit the information regarding the Equity Shares bought back by it to the BSE and NSE on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website on a daily basis;
- (s) the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;
- (t) there are no defaults (either in the past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- the Company shall neither used the funds borrowed from banks and financial institutions nor avail any borrowings from banks and financial institutions for the purpose of the Buyback;
- (v) the Buyback will be implemented by the Company by way of open market purchases through the BSE and NSE, through the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations; and
- (w) as per Regulation 16(ii) of the Buyback Regulations, the Buyback of Equity Shares shall not be made from promoters or persons in cantrol of the Company. Further, as per Regulation 24(i)(e) of the Buyback Regulations, neither the promaters nor

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their associates shall deal in the Equity Shares or other specific securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters) from the date of passing of this Board meeting resolution till the completion of the Buyback.

- 30. RESOLVED FURTHER THAT the Buyback from shareholders/ beneficial owners who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and such shareholders shall be responsible for obtaining such approvals, if applicable.
- 31. **RESOLVED FURTHER THAT** assuming the consummation of the proposed Buyback, it would not result in any change in control or management of the Company.
- 32. RESOLVED FURTHER THAT the Company Secretary and Compliance Officer be and is hereby authorised to (i) maintain a register of Equity Shares bought back wherein details of Equity Shares bought back be entered including consideration paid for the Equity Shares bought back, date of extinguishing of Equity Shares and such other particulars as may be prescribed in relation to the Buyback, and (ii) authenticate the entries made in the said register.
- 33. RESOLVED FURTHER THAT the particulars of the Equity Shares extinguished shall be furnished by the Company to NSE and BSE within seven days of such extinguishment and the dematerialized Equity Shares shall be extinguished in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended and the bye-laws framed thereunder, each as amended, and that Mr. Vivek Mishra, Company Secretary and Compliance Officer, be and is hereby authorized to do all such acts as may be required for this purpose.
- 34. **RESOLVED FURTHER THAT** Mr. Jaideep Nandi, Managing Director, Mr. D. K. Maloo, Chief Financial Officer, Mr. Richard D'Souza, Assistant Vice President-Finance and Mr. Vivek Mishra, Head-Legal & Company Secretary be and are hereby severally authorized to file necessary e-forms with the ROC and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions.
- 35. **RESOLVED FURTHER THAT** far the purpose of giving effect to the above resolutians, . Mr. Jaideep Nandi, Managing Directar, Mr. D. K. Maloo, Chief Financial Officer, Mr. Richard D'Sauza, Assistant Vice President-Finance and Mr. Vivek Mishra, Head-Legal & Company Secretary and Campliance Officer, be and are hereby severally authorized to sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absalute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation

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and issue of vorious documents and such other undertokings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities and to exercise such powers, and to do all such acts, deeds, things and matters as may be required or considered necessary, or incidental thereto and to settle any question(s) or difficulty or daubt(s) that may arise in connection therewith in the manner it may deem fit and appropriate.

- 36. RESOLVED FURTHER THAT nothing contained herein shall confer any right on any sharehalder to offer or canfer any obligation on the Company or the Board or the Buyback Committee to buy back any Equity Shares, or impair any power of the Company or the Board, ar the Buyback Committee to terminate any process in relation to such Buyback, if and as permitted by law.
- 37. RESOLVED FURTHER THAT, if necessary, the Common Seal af the Company be affixed on any of the relevant documents in the presence of any one director or the Company Secretary and Compliance Officer of the Company, who shall sign the document in taken thereaf.
- 38. RESOLVED FURTHER THAT a copy of this resolution duly certified to be true by any of the Directar(s) or Company Secretary and Compliance Officer ar any other person as may be authorized by the Board be issued as may be necessary.

Place: Mumbai

Date: December 9, 2022

Certified True Copy For Bajaj Consumer Care Limited

Vivek Mishra Company Secretary and Compliance Officer

Membership No. A21901