

September 2, 2025

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

Sub: Newspaper Publication of Public Announcement for buyback of equity shares of Bajaj Consumer Care Limited ("Company")

This is in reference to our intimations dated July 24, 2025 and August 29, 2025 wherein the board of directors and members of the Company approved the buyback of fully paid-up equity shares having a face value of INR 1/- (Indian Rupees One Only) each of the Company ("**Equity Shares**"), not exceeding 64,34,482 Equity Shares (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) at a price of INR 290/- (Indian Rupees Two Hundred Ninety only) per Equity Share payable in cash for an aggregate amount not exceeding INR 18,660 lakhs (Indian Rupees Eighteen Lakh Six Hundred Sixty Lakh only) on a proportionate basis through the tender offer route ("**Buyback**").

Pursuant to Regulation 30 read with Schedule III Part A Para A and Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further, in connection with the Buyback, pursuant to Regulation 7(i) read with Schedule II of the SEBI Buyback Regulations, the Company has published a public announcement dated September 1, 2025 for the Buyback ("**Public Announcement**") on September 2, 2025, in the newspapers mentioned below:

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

The above information will be available on the website of the Company at www.bajajconsumercare.com and the manager to the Buyback, Anand Rathi Advisors Limited, at www.anandrathiib.com, and is expected to be made available on the website of the Securities and Exchange Board of India at www.sebi.gov.in and on the websites of the respective stock exchanges where shares of the Company are listed, i.e., at www.nseindia.com and www.bseindia.com, during the period of the Buyback..

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

Thanking you,

Yours faithfully,
For **BAJAJ CONSUMER CARE LIMITED**

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

Encl: As above

Bajaj Consumer Care Limited

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

Web: www.bajajconsumercare.com

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

BAJAJ CONSUMER CARE LIMITED

Corporate Identity Number (CIN): L01110RJ2006PLC047173

Old Station Road, Sevashram Chouraha, Andherpur - 413 001, Rajasthan

Corporate Office: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargobind Marg, Chakrah, Udaipur (East) Mumbai - 400 093, Maharashtra, India | Tel.: +91 0294-2561631, 2561632

Website: www.bajajconsumercare.com | E-mail: complianceofficer@bajajconsumer.com | Contact Person: Vivek Mishra, Head-Legal & Company Secretary

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

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

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

OFFER TO BUYBACK NOT EXCEEDING 64,34,482 (SIXTY FOUR LAKH THIRTY FOUR THOUSAND FOUR HUNDRED EIGHTY TWO) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEES ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 290/- (INDIAN RUPEES TWO HUNDRED NINETY ONLY) PER EQUITY SHARE, PAYABLE IN CASH THROUGH THE TENDER OFFER ROUTE ("TENDER OFFER") ON A PROPORTIONATE BASIS USING STOCK EXCHANGE MECHANISM FOR AN AGGREGATE CONSIDERATION OF UPTO INR 18,660 LAKHS (INDIAN RUPEES EIGHTEEN THOUSAND SIX HUNDRED AND SIXTY LAKH ONLY).

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1 The board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted by the Board and/or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by the resolution passed by the Board at the Board Meeting) at its meeting held on July 24, 2025 ("Board Meeting" and such date, the "Board Meeting Date") has, pursuant to Article 62 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "Share Capital Rules"), the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant rules made thereunder, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the SEBI Buyback Regulations (including any statutory amendment(s), alteration(s), modification(s) and re-enactment thereunder) and subject to approvals of statutory, regulatory or governmental authorities, lenders as may be required under applicable laws, approved the buyback of up to 64,34,482 (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) fully paid-up equity shares having a face value of INR 1/- (Indian Rupees One only) each ("Equity Shares") which represents 4.69% of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2025, at a price of INR 290/- (Two Hundred Ninety only) per Equity Share ("Buyback Offer Price") payable in cash for an aggregate maximum amount not exceeding INR 18,660.00 lakhs (Indian Rupees Eighteen Thousand Six Hundred and Sixty Lakh only) (such maximum amount hereinafter referred to as the "Maximum Buyback Offer Size") (the process being referred hereinafter as the "Buyback"), from the shareholders / beneficial owners of Equity Shares of the Company as on the record date. The Maximum Buyback Offer Size and the Buyback Offer Price do not include any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses, if any, filing fees to SEBI and any appropriate authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs").

1.2 The Buyback of the Equity Shares from the shareholders/beneficial owners of the Equity Shares as on the Record Date, being September 05, 2025 (the "Record Date") at the Buyback Offer Price, shall be made on a proportionate basis, through the "tender offer" process using the "Mechanism for acquisition of shares through Stock Exchange" as prescribed by the SEBI. All the equity shareholders of the Company, as on the Record Date, excluding the promoters and members of promoter group, may be eligible to participate in the Buyback, except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities ("Eligible Shareholders"). The Buyback Offer Size represents 23.70% and 24.88% of the aggregate of the Company's paid-up capital and free reserves as per the latest audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2025 respectively (being the latest standalone and consolidated audited financial statements available as on the date of the Board Meeting recommending the proposal for the Buyback), which is less than 25% of the aggregate of the total paid-up capital and free reserves of the Company in accordance with Regulation 4(i) read with provision to Regulation 5(i)(b) of the SEBI Buyback Regulations.

1.3 Further, under the Companies Act and the SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to buy back up to 64,34,482 (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) Equity Shares representing 4.69% Equity Shares in the total paid-up equity capital of the Company, and therefore the same is within the aforesaid 25% limit.

1.4 The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.5 The Maximum Buyback Offer Size exceeds 10% of the aggregate of the total fully paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2025. Accordingly, the Company sought approval of its shareholders for the Buyback, by way of special resolution through postal ballot notice dated July 24, 2025 ("Postal Ballot Notice"), in accordance with Regulation 5(i)(b) of the SEBI Buyback and Section 68(2)(b) of the Companies Act. The shareholders of the Company approved the Buyback by way of a special resolution, through postal ballot by remote e-voting on August 29, 2025, and the results of which were announced on August 29, 2025.

1.6 The Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" (hereinafter referred to as "Stock Exchange Mechanism") as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and read with the SEBI's circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI's circular with reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force or such other circulars or notifications, as may be applicable ("SEBI Circulars") and the Company shall approach BSE Limited ("BSE") or National Stock Exchange of India Limited ("NSE") (together read as "Stock Exchanges"), as may be required, for facilitating the same. The Buyback is also subject to receipt of such other approvals, permissions, consents, sanctions and exemptions of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from SEBI, the Stock Exchanges, Reserve Bank of India ("RBI"), Registrar of Companies, Rajasthan at Jaipur ("RoC") and/or other authorities, institutions or bodies (together with SEBI, RBI and RoC, the "Appropriate Authorities").

1.7 In terms of Regulation 5(vi)(a) of the Buyback Regulations, the Board or Buyback Committee may, till 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.8 The Buyback shall be undertaken on a proportionate basis from the eligible shareholders of the Equity Shares of the Company as on the Record Date through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. As required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (excluding promoters and members of promoter group) as on Record Date, on a proportionate basis, provided that either 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares which small shareholders are entitled to as per their shareholding whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

1.9 The proposed Buyback shall be implemented for the existing shareholders other than Promoter/Promoter Group as on Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit in accordance with Regulation 4 of the Buyback Regulations and any other laws as applicable.

1.10 The Buyback of Equity Shares from shareholders who are persons resident outside India, including non-resident Indians, foreign nationals, qualified institutional buyers including foreign portfolio investors and foreign corporate bodies (including, erstwhile overseas corporate bodies) s, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under ("ITA").

1.11 Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. Finance (No.2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the

shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carry forward and set off against capital gains as per the provisions of the ITA. The Company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on Buyback of the shares. In respect of consideration payable to Non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to availability of prescribed documents by such non-residents. Since the Buyback of shares shall take place through the settlement mechanism of the stock Exchange, securities transaction tax at 0.10 % of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.12 In terms of the SEBI Buyback Regulations, under the tender offer route, the promoter and promoter group have an option to participate in the Buyback. The promoter or promoter group and person acting in control vide their respective letters dated July 24, 2025 have expressed their intention not to participate in the Buyback.

1.13 A copy of the Public Announcement is available on the Company's website i.e., www.bajajconsumercare.com, the Manager to the Buyback (as defined in Paragraph 19 below) i.e. www.anandratnib.com website of the Registrar to the Buyback (as defined in Paragraph 18 below) i.e., www.kfintech.com, and is expected to be made available on the website of SEBI i.e., www.sebi.gov.in and on the website of NSE and BSE, i.e., www.nseindia.com and www.bseindia.com respectively, during the period of the Buyback.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Board at its meeting held on July 24, 2025 considered the accumulated free reserves as well as the cash liquidity reflected in the last audited standalone financial statements and audited consolidated financial statements as on March 31, 2025 and considering these, the Board decided to allocate up to INR 18,660 Lakh (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of Equity Shares at a price of INR 290/- (Indian Rupees Two Hundred Ninety only) per Equity Share for an aggregate maximum amount of INR 18,660 Lakhs (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only).

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

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back, whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to liquidate their Equity Shareholding in the Company or increase their percentage shareholding by abstaining from participating in the Buyback offer without any additional investment.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

- The maximum amount required for Buyback will not exceed INR 18,660 Lakh (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only) (excluding Transaction Costs).
- The maximum amount mentioned aforesaid is 23.70% and 24.88% of the aggregate of the fully paid-up share capital and free reserves as per the both latest audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2025 (being the latest audited financial statements available as on the Board Meeting Date), respectively, whichever sets out a lower amount, which is within the prescribed limit of 25%.
- The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company, and securities premium account of the Company and any other source as may be permitted by the SEBI Buyback Regulations or the Companies Act.
- The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account.
- The Company has neither raised nor does it intend to raise additional debt in connection with the Buyback.

4. THE BUYBACK OFFER PRICE AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE

- The Equity Shares of the Company are proposed to be bought back at a price of INR 290/- (Indian Rupees Two Hundred Ninety only) per Equity Share.
- The Buyback Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

4.3 The Buyback Offer Price represents:

- Premium of 66.50% and 66.32% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, during the three months preceding July 21, 2025, being the date when intimation for considering and approving the proposed buyback offer at the Board Meeting was sent to the Stock Exchanges ("Intimation Date").
- Premium of 24.15% and 24.25% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, for two weeks preceding the Intimation Date
- Premium of 20.63% and 20.58% over the closing price of the Equity Shares on BSE and NSE, respectively, on July 18, 2025, being a day preceding the Intimation Date.
- Premium of 19.53% and 19.56% over the closing price of the Equity Shares on BSE and NSE, as on July 23, 2025, being a day preceding the Board Meeting Date.

The closing market price of the Equity Shares as on July 18, 2025, being a day preceding the Intimation Date was INR 240.40 and INR 240.49 on the BSE and NSE respectively. The closing market price of the Equity Shares as on July 23, 2025, being one working day prior to the Board Meeting Date was INR 242.6 and INR 242.55 on the BSE and NSE respectively.

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

- The Company proposes to buy back up to 64,34,482 fully paid-up Equity Shares of face value of INR 1/- (Indian Rupees One only) each aggregate up to INR 18,660 Lakh (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only).
- The Buyback Size does not include any expenses or Transaction Costs incurred or to be incurred for the Buyback.
- The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company or such other source as may be permitted by the Buyback Regulations or the Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.

6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS

Aggregate shareholding of the (i) promoters and members of the promoter group ("Promoter and Promoter Group") and persons who are in control of the Company, (ii) Directors of the companies which are part of the Promoter and Promoter Group, and (iii) Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting i.e. July 24, 2025, the date of dispatch of Postal Ballot Notice i.e. July 29, 2025 and Friday, August 29, 2025 (one working day prior to the date of this Public Announcement i.e. Monday, September 1, 2025) is as follows:

- Aggregate shareholding of the Promoter and Promoter Group and persons who are in control of the Company:

Sr. No.	Name of the Shareholder	Category	Number of Equity Shares held	Percentage of Equity Shareholding
1.	Bajaj Resources Private Limited	Promoter	5,61,09,900	40.94
2.	KNB Enterprises LLP	Promoter	10,100	0.01
3.	SKB Roop Commercial LLP	Promoter	5,000	Negligible
4.	Shishir Bajaj	Promoter	Nil	-
5.	Minakshi Bajaj	Promoter	Nil	-
6.	Kushagra Bajaj	Promoter	Nil	-
7.	Apoorv Bajaj	Promoter	Nil	-
	Total		5,61,25,000	40.95

- Aggregate shareholding of the directors of the companies which are part of the Promoter and Promoter Group:

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

- Aggregate shareholding of the Directors and Key Managerial Personnel of the Company:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares held	Percentage of Equity Shareholding
1.	Kushagra Bajaj	Chairman & Non-Executive, Non-Independent Director	Nil	-
2.	Sumit Malhotra	Non-Executive Director	11,440	0.01
3.	Vimal Chandra Nagori	Non-Executive Director	5	Negligible
4.	Jagdish Acharya	Non-Executive, Independent Director	Nil	-
5.	Anupam Dutta	Non-Executive, Independent Director	Nil	-
6.	K S Narayanan	Non-Executive, Independent Director	Nil	-
7.	Lilian Jessie Paul	Non-Executive, Independent Director	Nil	-
8.	Dilip Kumar Maloo	Chief Financial Officer	5	Negligible
9.	Vivek Mishra	Head-Legal & Company Secretary	1	Negligible

None of our Promoter and Promoter Group, persons who are in control of the Company, Directors of companies which are part of the Promoter and Promoter Group and Directors and Key Managerial Personnel of the Company have purchased or sold Equity Shares during a period of six months preceding the Board Meeting Date at which the Buyback was approved and the date of the Postal Ballot Notice or the date of this Public Announcement.

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

7.1 In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group (who are the only persons in control of the Company) have an option to participate in the Buyback. In this regard, the Promoter and Promoter group vide their respective letters dated July 24, 2025 have expressed their intention not to participate in the Buyback.

Accordingly, the disclosures required as per the paragraph (viii) to the Schedule I of the SEBI Buyback Regulations are not applicable.

8. DETAILS OF ANY SUBSISTING DEFAULTS IN REPAYMENT OF DEPOSITS, REDEMPTION OF DEBENTURES OR PREFERENCE SHARES OR REPAYMENT OF TERM LOANS TO ANY FINANCIAL INSTITUTION OR BANKS

8.1 The Company does not have any subsisting defaults in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institution or banks.

9. CONFIRMATIONS FROM COMPANY AS PER THE PROVISIONS OF SEBI BUYBACK REGULATIONS AND COMPANIES ACT

- All Equity Shares of the Company are fully paid up;
- The Company shall not issue any Equity Shares or other specified securities from the date of this resolution including by way of bonus issue or convert any outstanding employee stock options/outstanding instruments into Equity Shares till the expiry of the period of Buyback i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- In terms of the Companies Act, the Company shall not make any further issue of the same kind of Equity Shares or other specified securities including allotment of new equity shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations;
- As per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
- The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- The Buyback Offer Size i.e. INR 18,660 Lakhs (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only) ("Buyback Offer Size") does not exceed 25% of the aggregate of the paid-up capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2025;
- The number of Equity Shares proposed to be purchased under the Buyback i.e. 64,34,482 (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) Equity Shares does not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on June 30, 2025;
- There are no schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company which are pending before any regulatory authority.
- The Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- The Buyback shall be completed within a period of one year from the date of passing of special resolution in Shareholder meeting approving the Buyback;
- The Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
- The consideration for the Buyback shall be paid by the Company only in cash;
- The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
- The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- The Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
- The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- The Company confirms that there are no defaults (either in the past or subsisting) in the repayment of deposits (or interest payment thereon), redemption of debentures (or payment of interest thereon) or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- The Company shall not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- 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 share capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2025;
- The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within 7 (seven) working days of the expiry of the period of Buyback, i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

9.22 The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;

9.23 The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up share capital of the Company as provided under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Buyback period and upon completion thereof;

9.24 The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;

9.25 the Company does not have any lenders. Therefore, the requirement of prior approval from the lenders for the Buyback in accordance with Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations does not arise;

9.26 The Company shall not allow buyback of its shares unless the consequent reduction of its share capital is effected; and

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

Pursuant to Board Meeting dated August 11, 2025, the Board has clarified that the scheme of arrangement between Vishal Personal Care Limited and the Company approved at the Board Meeting dated July 24, 2025 will only be filed with that National Company Law Tribunal pursuant to section 230-232 of the Companies Act and other applicable provisions, if any, after the completion of the Buyback in accordance with the SEBI Buyback Regulations.

10 CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- (i) immediately following the Board Meeting Date and date on which the result of the special resolution passed by the shareholders' by way of postal ballot ("**Shareholders' Resolution**") there will be no grounds on which the Company can be found unable to pay its debts;
- (ii) as regards the Company's prospects for the year immediately following the Board Meeting Date, as well as for the year immediate following the date of the Shareholders' Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this resolution and from the date of the Shareholders' Resolution;
- (iii) in forming an opinion for the above purposes, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

11 PRIOR APPROVAL FROM LENDERS

11.1 The Company does not have any lenders. Therefore, the requirement of prior approval from lenders for the Buyback in accordance with Regulation 5(i)(c) read with Schedule I(xii) of the SEBI Buyback Regulations does not arise.

12 REPORT BY THE COMPANY'S STATUTORY AUDITOR

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

<p>Bajaj Consumer Care Limited 1231, Solitaire Corporate Park 151 M. Vasanji Road Chakala, Andheri East Mumbai - 400 093 Maharashtra, India (hereinafter referred to as the "Company")</p>	<p>Anand Rathi Advisors Limited 11th Floor, Times Towers, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai -400 013, Maharashtra, India (hereinafter referred to as the "Manager to the Buyback")</p>
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Subjects and Gentlemen,

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

- 1. This report is issued in accordance with our engagement letter dated July 23, 2025.
- 2. The Board of Directors of the Company have approved a proposal for buyback of equity shares by the Company at its meeting held on July 24, 2025 ("**Board Meeting**") in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 as amended (the "**Act**"), the rules made thereunder, as amended, and the Buyback Regulations.
- 3. We have been engaged by the Company to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buyback by the Company of its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Act and regulations as specified in the Buyback Regulations and on the opinions expressed by the Board of Directors of the Company, as required under the Buyback Regulations.
- 4. The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" (the "**Statement**") which we have initiated for identification purposes only. The Statement contains the computation of amount of permissible capital payment towards the buyback of equity shares in accordance with the requirements of section 68(2)(c) of the Act and regulation 4(i) of the Buyback Regulations, based on the latest audited standalone and consolidated financial statements of the Company for the year ended March 31, 2025.

Responsibility of the Board of Directors

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

Auditor's Responsibility

- 6. Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
 - i. whether we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended 31st March 2025;
 - ii. whether the amount of capital payment for the proposed buyback as stated in the Statement, is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations read with the proviso to Regulation 5(i)(b) of the Buyback Regulations, and has been properly determined; and
 - iii. whether the Board of Directors in their meeting dated July 24, 2025 have formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company, having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.
- 7. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
 - i. Examined authorisation for buyback from the Articles of Association of the Company;
 - ii. Examined that the amount of capital payment for the buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations;
 - iii. Traced the amounts of paid-up share capital, securities premium account, general reserves and retained earnings as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2025;
 - iv. Examined that the ratio of the secured and unsecured debt owed by the Company after the buyback is not more than twice the paid-up capital and its free reserves based on both, the audited standalone and consolidated financial statements of the Company as on March 31, 2025;
 - v. Examined that all the shares for buyback are fully paid-up;
 - vi. Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2025 (the "**Audited Financial Statements**") which has been prepared by the Management of the Company on which we have issued our report dated May 5, 2025, and examined budgets and projections

- prepared by the Management;
 - vii. Examined minutes of the meeting of the Board of Directors;
 - viii. Examined Director's declarations for the purposes of buyback & solvency of the Company;
 - ix. Obtained appropriate representations from the management of the Company;
 - x. Inquired if the Board of Directors of the Company, in its meeting held on July 24, 2025 has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
 - xi. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
- 8. We conducted our examination in accordance with the 'Guidance Note on Reports and Certificates for Special Purposes' issued by Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
 - 9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Review of Historical Financial Information, and other assurance and related services engagements.
 - 10. The financial statements referred to in paragraph 7 (vi) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 5, 2025. Our audits of these financial statements was conducted in accordance with the Standards on Auditing, as specified under section 143(10) of the Act, and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

Opinion

- 11. Based on our examination as above, and the information and explanations given to us, we report that:
 - i. we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended 31st March 2025;
 - ii. the amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations read with proviso of Regulation 5(i)(b) of the Buyback Regulations; and
 - iii. the Board of Directors, in their meeting held on July 24, 2025, have formed the opinion as specified in clause (x) of Schedule I of the Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board Meeting.

Restrictions on Use

- 12. Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
- 13. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include in:
 - i. Explanatory statement to be annexed to the postal ballot notice to be sent to the shareholders of the Company;
 - ii. Public announcement to be made to the shareholders of the Company;
 - iii. Letter of offer to be to the shareholders of the Company;
 - iv. Attachment in the form of SH 8- Letter of Offer;
 - v. For providing to the Manager to the Buyback; and
 - vi. Filing with:
 - (a) Ministry of Corporate Affairs on its designated website;
 - (b) Securities Exchange Board of India;
 - (c) BSE Limited;
 - (d) National Stock Exchange of India Limited;
 - (e) National Securities Depository Limited and the Central Depository Services (India) Limited;
 - (f) Registrar of Companies; and
 - (g) Authorized dealer bank
- 14. This report can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback.

For Chopra Vimal & Co.
Chartered Accountants
Firm Registration No. 006456C
Sd/-
Vimal Chopra
Partner
Membership No.: 074056
UDIN: 25074056BMUKYV4890
Place: Jaipur
Date: July 24, 2025

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

Statement of computation of the amount of permissible capital payment towards the buy-back of equity shares of Bajaj Consumer Care Limited in accordance with Regulation 4(i) read with proviso of Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and Section 68(2)(c) of the Companies Act, 2013, as amended based on both the audited standalone financial statements and the audited consolidated financial statements as at March 31, 2025;

Computation of permissible capital payment: Amount (INR in lakh)

Particulars	Standalone	Consolidated
A. Paid-up Equity Share Capital (1,370.53) Lakhs equity shares of INR 1/- each fully paid-up)	1,370.53	1,370.53
B. Free reserves		
- General reserve	6,454.89	6,454.89
- Retained earnings	70,905.79	67,173.26
- Securities Premium	-	-
Total free reserves	77,360.68	73,628.15
Total of paid-up equity share capital and free reserves (A+B)	78,731.21	74,998.68
Maximum permissible capital payment in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (25% of the total paid-up equity share capital and free reserves) (lower of standalone and consolidated financial statements)	19,682.80	18,749.67
Amount approved by the Board of Directors in the meeting held on July 24, 2025 approving buyback, subject to approval of shareholders		18,660
Buyback size as a percentage of total paid-up Equity Share Capital and free reserves	23.70%	24.88%

For and on behalf of **Bajaj Consumer Care Limited**

Sd/- Sd/-
Naveen Pandey **D K Maloo**
Managing Director *Chief Financial Officer*
DIN: 09584377
Date: July 24, 2025
Place: Mumbai
Unquote

13 RECORD DATE AND SHAREHOLDER ENTITLEMENT

- 13.1 As required under the SEBI Buyback Regulations, the Company has fixed September 05, 2025 as the Record Date for the purpose of determining the entitlement and the names of the Shareholders who will be eligible to participate in the Buyback i.e., Eligible Shareholders.
The tender period for the Buyback offer will commence from September 11, 2025, i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (five) working days, i.e., until September 17, 2025.
- 13.2 In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("**Letter of Offer**") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode via email only, within two (2) working days from the Record Date and that in case any shareholder requires a physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buyback to receive a copy of the letter of offer in physical form and the same shall be provided.

- 13.3 The Equity Shares proposed to be bought back by the Company as part of the Buyback are divided into two categories; (i) reserved category for Small Shareholders (defined below); and (ii) general category for all other Shareholders.
 - 13.4 As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on the stock exchange having the highest trading volume in respect of the Equity Shares, as on the 'Record Date', of not more than INR 2,00,000 (Indian Rupees Two Lakh only). For the purpose of classification of a shareholder, as a "small shareholder", multiple demat accounts having the same Permanent Account Number ("**PAN**"), in case of securities held in the demat form are to be clubbed together.
 - 13.5 In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to Buyback or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
 - 13.6 Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, in the event of the overall response to the tender offer being in excess of the Buyback Offer Size, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders, over and above their entitlement, in the Buyback.
 - 13.7 In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder Category, the Company will club together the equity shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, if applicable, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is identical.
 - 13.8 The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
 - 13.9 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
 - 13.10 Shareholders' participation in the Buyback is voluntary. Eligible Shareholders can choose to participate in part or in full and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any.
 - 13.11 The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account. If the Buyback entitlement for any shareholder is not a round number (i.e., not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. On account of ignoring the fractional entitlement, those Small Shareholders whose entitlement would be zero Equity Shares as on Record Date, will be dispatched a tender form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.
 - 13.12 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified by SEBI Circulars.
 - 13.13 Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. Finance (No.2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and either be allowed to set off against the current or future eligible capital gains. The said capital loss can be carried forward for up to eight years as per the ITA provisions.
- Tax Deduction at Source ("TDS") Resident Shareholders**
- (i) As per Section 194 of the ITA, the Company is required to deduct TDS on the buyback proceeds treated as dividend income at the following rates:
 - 1. At 10% - if the shareholder provides a valid and operative PAN.
 - 2. 20% - if PAN is not provided or operative, as per Section 206AA of the ITA**Exemption:** No TDS is deducted for resident individual shareholders if the buyback and dividend proceeds paid or likely to be paid during the financial year do not exceed INR 10,000. Additionally, no TDS is deducted if resident individuals submit: 1) Form 15G (under Section 197A(1)) for individuals below 60 years, or 2) Form 15H (under Section 197A(1C)) for individuals aged 60 years or more, declaring that their total income, including buyback proceeds, is below the taxable threshold. Insurance/ Mutual Funds/ AIF/ NPS/ Other non-individual shareholders have to provide SEBI registered documents as specified under the ITA.
Lower TDS Certificate: If a shareholder provides a valid certificate under Section 197(1) of the ITA, TDS will be deducted at the rate specified in the certificate. Adequacy of Documents: The application of a TDS rate lower than 10% depends on the Company's satisfaction with the adequacy and completeness of the documents submitted by the resident shareholder.
- For Non-Resident Shareholders**
- (ii) The Company shall deduct TDS on Buyback proceeds paid to non-resident shareholders at the following rates, unless a valid nil/lower rate deduction certificate under specified sections:
 - 1. 20% (plus applicable surcharge and cess) for other non-resident shareholders under Section 195 of the ITA.
 - 2. Double Taxation Avoidance Agreement (DTAA) Benefits: Non-resident shareholders may opt for lower tax rates under the applicable DTAA, subject to providing required documents to the Company (e.g., Form 10F, TRC, no Permanent Establishment declaration, PAN if available, and beneficial ownership declaration) and satisfying DTAA conditions, including Multilateral Instrument (MLI) anti-abuse measures.
 - 3. In case of foreign institutional investors and foreign portfolio investors, copy of SEBI registration certificate is required.**Others:** TDS will be deducted at higher rate in case of non-filers of India tax return or non-linkage of PAN with Aadhaar
 - (iii) Since the Buyback of shares shall take place through the settlement mechanism of the stock Exchange, securities transaction tax at 0.10 % of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date who have their email IDs registered with the Company/ registrar and transfer agent/ depository. However, on receipt of a request by Registrar to the Buyback and Manager to the Buyback to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically.
- 14 PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK**
- 14.1 The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or dematerialised form, as on the Record Date.

14.2 The Buyback shall be implemented using "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including the Buyback committee) and on such terms and conditions as may be permitted by law from time to time.

14.3 For implementation of the Buyback, the Company has appointed **Anand Rathi Shares and Stock Brokers Limited** as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

ANANDRATHI

Name: Anand Rathi Share & Stock Broker Limited
Address: Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (East), Mumbai - 400 063
Telephone Number: +91-22-6281 7000
Contact Person: Roshan Moondra
Email: roshanmoondra@rathi.com
Website: www.anandrathi.com
Investor Grievance ID: grievance@rathi.com
SEBI Registration Number: INZ000170832
CIN: U67120MH1991PLC064106

14.4 The Company shall request BSE, being the designated stock exchange, to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by the Stock Exchanges from time to time.

14.5 In the event the Shareholder Broker of any Eligible Shareholder is not registered with the Stock Exchanges as a trading member/stockbroker then that Eligible Shareholder can approach any Stock Exchange registered stock broker and can register himself by using web based unique client code application ("UCI online") facility through that BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register himself by using UCI online facility through any other BSE registered stockbroker, then that Eligible Shareholder may approach the Company's Broker i.e., Anand Rathi Shares and Stock Brokers Limited, for guidance to place their bids.

14.6 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.

14.7 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

14.8 The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period.

14.9 Further, the Company will not accept Equity Shares tendered for Buyback which are under a restraint order of the court for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

14.10 Procedure to be followed by Eligible Shareholders holding Demat Shares:

(i) Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.

(ii) The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and National Securities Clearing Corporation ("Clearing Corporation").

(iii) The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.

(iv) The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.

(v) The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.

(vi) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

(vii) Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the Exchange Bidding System to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc. In case of nonreceipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the Exchange Bidding System, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

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

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

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

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

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

In accordance with SEBI Circular No. SEBI/HO/CFD/CMD11/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:

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

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

(iii) The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. KFin Technologies Limited ("Registrar") at the address mentioned at Paragraph 17 below or the collection centre of the Registrar details of which will be included in the Letter of Offer, within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date. The envelope should be super-scribed as "Bajaj Consumer Care Limited-Buyback 2025". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.

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

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

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

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

14.12 For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders

(i) Eligible Shareholders, being Non-Resident Shareholders (excluding FIIs/ FPIs) should also enclose a copy of permission received by them from the RBI, if applicable, to acquire the Equity Shares held by them in the Company.

(ii) Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate. In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder should obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-back.

(iii) If any of the above stated documents (as applicable) are not enclosed along with the tender form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buyback are liable to be rejected.

(iv) Those shareholders who have not received the Letter of Offer and the tender form dispatched by email or by physical form, as the case may be, can send a letter to the Registrar to the Buyback requesting for a copy of the Letter of Offer the tender form physically or by an email. Alternatively, the shareholders can browse to the portal at <https://kosmic.kfintech.com/karisma/buybackoffer2.aspx> and download the Letter of offer and the tender form available and may also check for their entitlement by entering information like Folio no., / DP id and Client id, PAN, and such other credentials as may be required for validating the request at the portal.

15 METHOD OF SETTLEMENT

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

(i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market

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

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

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

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

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

(vii) In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block shares in the demat

account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

(viii) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.

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

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

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

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

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

16 REJECTION CRITERIA

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

16.1 For Eligible Shareholders holding shares in the dematerialized form if:

(i) The Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or

(ii) In the event of non-receipt of the completed tender form and other documents from the Eligible Shareholders who were holding physical Shares as on the Record Date and have placed their bid in demat form; or

(iii) If there is a name mismatch in the dematerialized account of the Shareholder and the PAN; or

(iv) Where exists any restraint order of a Court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

16.2 For Eligible Shareholders holding Equity Shares in physical form if:

The documents mentioned in the tender form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar before the close of business hours to the Registrar on or before Buy-back Closing Date;

(i) There exists any restraint order of a court/any other competent authority for transfer/ disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists;

(ii) If there is any other company share certificate enclosed with the tender form instead of the share certificate of the Company;

(iii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;

(iv) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate;

(v) In the event the signature in the tender form and Form SH 4 do not match as per the specimen signature recorded with Company or Registrar.

(vi) If the PAN cards (self-attested) of the shareholder and all the joint holders, are not submitted with the form.

16.3 Non-resident shareholders

All non-resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the non-resident Shareholder should obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Shareholder from the appropriate account as specified by RBI in its approval. In case the non-resident Shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid shares accepted under the Buyback. If any of the above stated documents (as applicable) are not enclosed along with the tender form, the Equity Shares tendered under the Buyback are liable to be rejected.

17 COMPLIANCE OFFICER

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

Vivek Mishra

Head-Legal, Company Secretary and Compliance Officer

Membership No.: A21901

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

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

Email: complianceofficer@bajajconsumer.com

18 INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK



Name: KFin Technologies Limited

Address: Selenium, Tower B, Plot No. - 31 & 32, Financial District Nanakramguda, Serilingampally Hyderabad-500032 Telangana, India

Tel No.: +91 40 6716 2222

Contact Person: M Murali Krishna

Email: bajajconsumer.buyback@kfintech.com

Website: www.kfintech.com

Investor Grievance Email: eiward.ris@kfintech.com

SEBI Registration No.: INR000000221

CIN: L72400MH2017PLC444072

19 MANAGAR TO THE BUYBACK



Anand Rathi Advisors Limited

11th Floor, Times Tower, Kamala City,

Senapati Bapat Marg, Lower Parel,

Mumbai-400013, Maharashtra, India

Tel. no.: + 91 22 4047 7120

E-mail: bccl.buyback@rathi.com

Website: <https://anandrathiib.com/>

Investor grievance e-mail: grievance.ecm@rathi.com

Contact person: Nikita Jaju

SEBI Registration Number: INM000010478

20 DIRECTOR'S RESPONSIBILITY

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

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

Sd/- Kushagra Bajaj Non-Executive Chairman DIN: 00017575	Sd/- Naveen Pandey Managing Director DIN: 09584377	Sd/- Vivek Mishra Head-Legal & Company Secretary Membership No. A21901
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Date : September 1, 2025

Place : Mumbai

BAJAJ CONSUMER CARE LIMITED

Corporate Identity Number (CIN): L01110RJ2006PLC047173

Old Station Road, Sevashram Chouraha, Udaipur- 313 001, Rajasthan

Corporate Office: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093, Maharashtra, India | Tel.: +91 0294-2561631, 2561632

Website: www.bajajconsumercare.com | E-mail: complianceofficer@bajajconsumer.com | Contact Person: Vivek Mishra, Head-Legal & Company Secretary

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

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

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

OFFER TO BUYBACK NOT EXCEEDING 64,34,482 (SIXTY FOUR LAKH THIRTY FOUR THOUSAND FOUR HUNDRED EIGHTY TWO) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEES ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 290/- (INDIAN RUPEES TWO HUNDRED NINETY ONLY) PER EQUITY SHARE, PAYABLE IN CASH THROUGH THE TENDER OFFER ROUTE ("TENDER OFFER") ON A PROPORTIONATE BASIS USING STOCK EXCHANGE MECHANISM FOR AN AGGREGATE CONSIDERATION OF UPTO INR 18,660 LAKHS (INDIAN RUPEES EIGHTEEN THOUSAND SIX HUNDRED AND SIXTY LAKH ONLY).

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1 The board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted by the Board and/or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by the resolution passed by the Board at the Board Meeting) at its meeting held on July 24, 2025 ("Board Meeting" and such date, the "Board Meeting Date") has, pursuant to Article 62 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "Share Capital Rules"), the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant rules made thereunder, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the SEBI Buyback Regulations (including any statutory amendment(s), alteration(s) modification(s) and re-enactment thereunder) and subject to approvals of statutory, regulatory or governmental authorities, lenders as may be required under applicable laws, approved the buyback of up to 64,34,482 (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) fully paid-up equity shares having a face value of INR 1/- (Indian Rupees One only) each ("Equity Shares") which represents 4.69% of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2025, at a price of INR 290/- (Two Hundred Ninety only) per Equity Share ("Buyback Offer Price") payable in cash for an aggregate maximum amount not exceeding INR 18,660.00 Lakhs (Indian Rupees Eighteen Thousand Six Hundred and Sixty Lakh only) (such maximum amount hereinafter referred to as the "Maximum Buyback Offer Size") (the process being referred hereinafter as the "Buyback"), from the shareholders / beneficial owners of Equity Shares of the Company as on the record date. The Maximum Buyback Offer Size and the Buyback Offer Price do not include any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses, if any, filing fees to SEBI and any appropriate authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs").

1.2 The Buyback of the Equity Shares from the shareholders/beneficial owners of the Equity Shares as on the Record Date, being September 05, 2025 (the "Record Date") at the Buyback Offer Price, shall be made on a proportionate basis, through the "tender offer" process using the "Mechanism for acquisition of shares through Stock Exchange" as prescribed by the SEBI. All the equity shareholders of the Company, as on the Record Date, excluding the promoters and members of promoter group, may be eligible to participate in the Buyback, except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities ("Eligible Shareholders"). The Buyback Offer Size represents 23.70% and 24.88% of the aggregate of the Company's paid-up capital and free reserves as per the latest audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2025 respectively (being the latest standalone and consolidated audited financial statements available as on the date of the Board Meeting recommending the proposal for the Buyback), which is less than 25% of the aggregate of the total paid-up capital and free reserves of the Company in accordance with Regulation 4(i) read with provision to Regulation 5(i)(b) of the SEBI Buyback Regulations.

1.3 Further, under the Companies Act and the SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to buy back up to 64,34,482 (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) Equity Shares representing 4.69% Equity Shares in the total paid-up equity capital of the Company, and therefore the same is within the aforesaid 25% limit.

1.4 The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.5 The Maximum Buyback Offer Size exceeds 10% of the aggregate of the total fully paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2025. Accordingly, the Company sought approval of its shareholders for the Buyback, by way of special resolution through postal ballot notice dated July 24, 2025 ("Postal Ballot Notice"), in accordance with Regulation 5(i)(b) of the SEBI Buyback and Section 68(2)(b) of the Companies Act. The shareholders of the Company approved the Buyback by way of a special resolution, through postal ballot by remote e-voting on August 29, 2025, and the results of which were announced on August 29, 2025.

1.6 The Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" (hereinafter referred to as "Stock Exchange Mechanism") as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and read with the SEBI's circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI's circular with reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force or such other circulars or notifications, as may be applicable ("SEBI Circulars") and the Company shall approach BSE Limited ("BSE") or National Stock Exchange of India Limited ("NSE") (together read as "Stock Exchanges"), as may be required, for facilitating the same. The Buyback is also subject to receipt of such other approvals, permissions, consents, sanctions and exemptions of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from SEBI, the Stock Exchanges, Reserve Bank of India ("RBI"), Registrar of Companies, Rajasthan at Jaipur ("RoC") and/or other authorities, institutions or bodies (together with SEBI, RBI and RoC, the "Appropriate Authorities").

1.7 In terms of Regulation 5(vi)(a) of the Buyback Regulations, the Board or Buyback Committee may, till 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.8 The Buyback shall be undertaken on a proportionate basis from the eligible shareholders of the Equity Shares of the Company as on the Record Date through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. As required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (excluding promoters and members of promoter group) as on Record Date, on a proportionate basis, provided that either 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares which small shareholders are entitled to as per their shareholding whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

1.9 The proposed Buyback shall be implemented for the existing shareholders other than Promoter/Promoter Group as on Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit in accordance with Regulation 4 of the Buyback Regulations and any other laws as applicable.

1.10 The Buyback of Equity Shares from shareholders who are persons resident outside India, including non-resident Indians, foreign nationals, qualified institutional buyers including foreign portfolio investors and foreign corporate bodies (including, erstwhile overseas corporate bodies) s, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under ("ITA").

1.11 Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. Finance (No.2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the

shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carry forward and set off against capital gains as per the provisions of the ITA. The Company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on Buyback of the shares. In respect of consideration payable to Non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to availability of prescribed documents by such non-residents. Since the Buyback of shares shall take place through the settlement mechanism of the stock Exchange, securities transaction tax at 0.10 % of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.12 In terms of the SEBI Buyback Regulations, under the tender offer route, the promoter and promoter group have an option to participate in the Buyback. The promoter or promoter group and person acting in control vide their respective letters dated July 24, 2025 have expressed their intention not to participate in the Buyback.

1.13 A copy of the Public Announcement is available on the Company's website i.e., www.bajajconsumercare.com, the Manager to the Buyback (as defined in Paragraph 19 below) i.e. www.anandratihib.com website of the Registrar to the Buyback (as defined in Paragraph 18 below) i.e., www.kfintech.com, and is expected to be made available on the website of SEBI i.e., www.sebi.gov.in and on the website of NSE and BSE, i.e., www.nseindia.com and www.bseindia.com respectively, during the period of the Buyback.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Board at its meeting held on July 24, 2025 considered the accumulated free reserves as well as the cash liquidity reflected in the last audited standalone financial statements and audited consolidated financial statements as on March 31, 2025 and considering these, the Board decided to allocate up to INR 18,660 Lakh (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of Equity Shares at a price of INR 290/- (Indian Rupees Two Hundred Ninety only) per Equity Share for an aggregate maximum amount of INR 18,660 Lakhs (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only).

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

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back, whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to liquidate their Equity Shareholding in the Company or increase their percentage shareholding by abstaining from participating in the Buyback offer without any additional investment.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

3.1 The maximum amount required for Buyback will not exceed INR 18,660 Lakh (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only) (excluding Transaction Costs).

3.2 The maximum amount mentioned aforesaid is 23.70% and 24.88% of the aggregate of the fully paid-up share capital and free reserves as per the both latest audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2025 (being the latest audited financial statements available as on the Board Meeting Date), respectively, whichever sets out a lower amount, which is within the prescribed limit of 25%.

3.3 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company, and securities premium account of the Company and any other source as may be permitted by the SEBI Buyback Regulations or the Companies Act.

3.4 The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account.

3.5 The Company has neither raised nor does it intend to raise additional debt in connection with the Buyback.

4. THE BUYBACK OFFER PRICE AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE

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

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

4.3 The Buyback Offer Price represents:

- Premium of 66.50% and 66.32% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, during the three months preceding July 21, 2025, being the date when intimation for considering and approving the proposed buyback offer at the Board Meeting was sent to the Stock Exchanges ("Intimation Date").
- Premium of 24.15% and 24.25% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, for two weeks preceding the Intimation Date
- Premium of 20.63% and 20.58% over the closing price of the Equity Shares on BSE and NSE, respectively, on July 18, 2025, being a day preceding the Intimation Date.
- Premium of 19.53% and 19.56% over the closing price of the Equity Shares on BSE and NSE, as on July 23, 2025, being a day preceding the Board Meeting Date.

The closing market price of the Equity Shares as on July 18, 2025, being a day preceding the Intimation Date was INR 240.40 and INR 240.49 on the BSE and NSE respectively. The closing market price of the Equity Shares as on July 23, 2025, being one working day prior to the Board Meeting Date was INR 242.6 and INR 242.55 on the BSE and NSE respectively.

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

5.1 The Company proposes to buy back up to 64,34,482 fully paid-up Equity Shares of face value of INR 1/- (Indian Rupees One only) each aggregate up to INR 18,660 Lakh (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only).

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

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

6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS

Aggregate shareholding of the (i) promoters and members of the promoter group ("Promoter and Promoter Group") and persons who are in control of the Company, (ii) Directors of the companies which are part of the Promoter and Promoter Group, and (iii) Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting i.e. July 24, 2025, the date of dispatch of Postal Ballot Notice i.e. July 29, 2025 and Friday, August 29, 2025 (one working day prior to the date of this Public Announcement i.e. Monday, September 1, 2025) is as follows:

i. Aggregate shareholding of the Promoter and Promoter Group and persons who are in control of the Company:

Sr. No.	Name of the Shareholder	Category	Number of Equity Shares held	Percentage of Equity Shareholding
1.	Bajaj Resources Private Limited	Promoter	5,61,09,900	40.94
2.	KNB Enterprises LLP	Promoter	10,100	0.01
3.	SKB Roop Commercial LLP	Promoter	5,000	Negligible
4.	Shishir Bajaj	Promoter	Nil	-
5.	Minakshi Bajaj	Promoter	Nil	-
6.	Kushagra Bajaj	Promoter	Nil	-
7.	Apoorv Bajaj	Promoter	Nil	-
	Total		5,61,25,000	40.95

ii. Aggregate shareholding of the directors of the companies which are part of the Promoter and Promoter Group:

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

iii. Aggregate shareholding of the Directors and Key Managerial Personnel of the Company:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares held	Percentage of Equity Shareholding
1.	Kushagra Bajaj	Chairman & Non-Executive, Non-Independent Director	Nil	-
2.	Sumit Malhotra	Non-Executive Director	11,440	0.01
3.	Vimal Chandra Nagori	Non-Executive Director	5	Negligible
4.	Jagdish Acharya	Non-Executive, Independent Director	Nil	-
5.	Anupam Dutta	Non-Executive, Independent Director	Nil	-
6.	K S Narayanan	Non-Executive, Independent Director	Nil	-
7.	Lilian Jessie Paul	Non-Executive, Independent Director	Nil	-
8.	Dilip Kumar Maloo	Chief Financial Officer	5	Negligible
9.	Vivek Mishra	Head-Legal & Company Secretary	1	Negligible

None of our Promoter and Promoter Group, persons who are in control of the Company, Directors of companies which are part of the Promoter and Promoter Group and Directors and Key Managerial Personnel of the Company have purchased or sold Equity Shares during a period of six months preceding the Board Meeting Date at which the Buyback was approved and the date of the Postal Ballot Notice or the date of this Public Announcement.

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

7.1 In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group (who are the only persons in control of the Company) have an option to participate in the Buyback. In this regard, the Promoter and Promoter group vide their respective letters dated July 24, 2025 have expressed their intention not to participate in the Buyback.

Accordingly, the disclosures required as per the paragraph (viii) to the Schedule I of the SEBI Buyback Regulations are not applicable.

8. DETAILS OF ANY SUBSISTING DEFAULTS IN REPAYMENT OF DEPOSITS/REDEMPTION OF DEBENTURES OR PREFERENCE SHARES OR REPAYMENT OF TERM LOANS TO ANY FINANCIAL INSTITUTION OR BANKS

8.1 The Company does not have any subsisting defaults in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institution or banks.

9. CONFIRMATIONS FROM COMPANY AS PER THE PROVISIONS OF SEBI BUYBACK REGULATIONS AND COMPANIES ACT

9.1 All Equity Shares of the Company are fully paid up;

9.2 The Company shall not issue any Equity Shares or other specified securities from the date of this resolution including by way of bonus issue or convert any outstanding employee stock options/outstanding instruments into Equity Shares till the expiry of the period of Buyback i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;

9.3 In terms of the Companies Act, the Company shall not make any further issue of the same kind of Equity Shares or other specified securities including allotment of new equity shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations;

9.4 As per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;

9.5 The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

9.6 The Buyback Offer Size i.e. INR 18,660 Lakhs (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only) ("Buyback Offer Size") does not exceed 25% of the aggregate of the paid-up capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2025;

9.7 The number of Equity Shares proposed to be purchased under the Buyback i.e. 64,34,482 (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) Equity Shares does not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on June 30, 2025;

9.8 There are no schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company which are pending before any regulatory authority.

9.9 The Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;

9.10 The Buyback shall be completed within a period of one year from the date of passing of special resolution in Shareholder meeting approving the Buyback;

9.11 The Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;

9.12 The consideration for the Buyback shall be paid by the Company only in cash;

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

9.14 The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;

9.15 The Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;

9.16 The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;

9.17 The Company confirms that there are no defaults (either in the past or subsisting) in the repayment of deposits (or interest payment thereon), redemption of debentures (or payment of interest thereon) or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;

9.18 The Company shall not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;

9.19 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 share capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2025;

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

9.21 The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

- 9.22 The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- 9.23 The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up share capital of the Company as provided under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Buyback period and upon completion thereof;
- 9.24 The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- 9.25 the Company does not have any lenders. Therefore, the requirement of prior approval from the lenders for the Buyback in accordance with Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations does not arise;
- 9.26 The Company shall not allow buyback of its shares unless the consequent reduction of its share capital is effected; and
- 9.27 The statements contained in the public announcement and the letter of offer in relation to the Buyback shall be true, fair and adequate in all material respects and shall not contain any misleading information.

Pursuant to Board Meeting dated August 11, 2025, the Board has clarified that the scheme of arrangement between Vishal Personal Care Limited and the Company approved at the Board Meeting dated July 24, 2025 will only be filed with that National Company Law Tribunal pursuant to section 230-232 of the Companies Act and other applicable provisions, if any, after the completion of the Buyback in accordance with the SEBI Buyback Regulations.

10 CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- (i) immediately following the Board Meeting Date and date on which the result of the special resolution passed by the shareholders' by way of postal ballot ("Shareholders' Resolution") there will be no grounds on which the Company can be found unable to pay its debts;
- (ii) as regards the Company's prospects for the year immediately following the Board Meeting Date, as well as for the year immediately following the date of the Shareholders' Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this resolution and from the date of the Shareholders' Resolution;
- (iii) in forming an opinion for the above purposes, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

11 PRIOR APPROVAL FROM LENDERS

11.1 The Company does not have any lenders. Therefore, the requirement of prior approval from lenders for the Buyback in accordance with Regulation 5(i)(c) read with Schedule I(xii) of the SEBI Buyback Regulations does not arise.

12 REPORT BY THE COMPANY'S STATUTORY AUDITOR

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

Bajaj Consumer Care Limited	Anand Rathi Advisors Limited
1231, Solitaire Corporate Park 151 M. Vasanti Road Chakala, Andheri East Mumbai - 400 093 Maharashtra, India (hereinafter referred to as the "Company")	11 th Floor, Times Towers, Kamala City, Senapati Bapat Marg, Lower Parel Mumbai -400 013, Maharashtra, India (hereinafter referred to as the "Manager to the Buyback")

Ladies and Gentlemen,

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

1. This report is issued in accordance with our engagement letter dated July 23, 2025.
2. The Board of Directors of the Company have approved a proposal for buyback of equity shares by the Company at its meeting held on July 24, 2025 ("Board Meeting") in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 as amended (the "Act"), the rules made thereunder, as amended, and the Buyback Regulations.
3. We have been engaged by the Company to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buyback by the Company of its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Act and regulations as specified in the Buyback Regulations and on the opinions expressed by the Board of Directors of the Company, as required under the Buyback Regulations.
4. The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" (the "Statement") which we have initiated for identification purposes only. The Statement contains the computation of amount of permissible capital payment towards the buyback of equity shares in accordance with the requirements of section 68(2)(c) of the Act and regulation 4(i) of the Buyback Regulations, based on the latest audited standalone and consolidated financial statements of the Company for the year ended March 31, 2025.

Responsibility of the Board of Directors

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

Auditor's Responsibility

6. Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
 - i. whether we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended 31st March 2025;
 - ii. whether the amount of capital payment for the proposed buyback as stated in the Statement, is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations read with the proviso to Regulation 5(i)(b) of the Buyback Regulations, and has been properly determined; and
 - iii. whether the Board of Directors in their meeting dated July 24, 2025 have formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company, having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.
7. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
 - i. Examined authorisation for buyback from the Articles of Association of the Company;
 - ii. Examined that the amount of capital payment for the buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations;
 - iii. Traced the amounts of paid-up share capital, securities premium account, general reserves and retained earnings as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2025;
 - iv. Examined that the ratio of the secured and unsecured debt owed by the Company after the buyback is not more than twice the paid-up capital and its free reserves based on both, the audited standalone and consolidated financial statements of the Company as on March 31, 2025;
 - v. Examined that all the shares for buyback are fully paid-up;
 - vi. Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2025 (the "Audited Financial Statements") which has been prepared by the Management of the Company on which we have issued our report dated May 5, 2025, and examined budgets and projections

- vii. Examined minutes of the meeting of the Board of Directors;
 - viii. Examined Director's declarations for the purposes of buyback & solvency of the Company;
 - ix. Obtained appropriate representations from the management of the Company;
 - x. Inquired if the Board of Directors of the Company, in its meeting held on July 24, 2025 has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
 - xi. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
8. We conducted our examination in accordance with the 'Guidance Note on Reports and Certificates for Special Purposes' issued by Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
 9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Review of Historical Financial Information, and other assurance and related services engagements.
 10. The financial statements referred to in paragraph 7 (vi) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 5, 2025. Our audit of these financial statements was conducted in accordance with the Standards on Auditing, as specified under section 143(10) of the Act, and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

Opinion

11. Based on our examination as above, and the information and explanations given to us, we report that:
 - i. we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended 31st March 2025;
 - ii. the amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations read with proviso of Regulation 5(i)(b) of the Buyback Regulations; and
 - iii. the Board of Directors, in their meeting held on July 24, 2025, have formed the opinion as specified in clause (x) of Schedule I of the Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board Meeting.

Restrictions on Use

12. Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
13. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include in:
 - i. Explanatory statement to be annexed to the postal ballot notice to be sent to the shareholders of the Company;
 - ii. Public announcement to be made to the shareholders of the Company;
 - iii. Letter of offer to be to the shareholders of the Company;
 - iv. Attachment in the form of SH 8- Letter of Offer;
 - v. For providing to the Manager to the Buyback; and
 - vi. Filing with:
 - (a) Ministry of Corporate Affairs on its designated website;
 - (b) Securities Exchange Board of India;
 - (c) BSE Limited;
 - (d) National Stock Exchange of India Limited;
 - (e) National Securities Depository Limited and the Central Depository Services (India) Limited;
 - (f) Registrar of Companies; and
 - (g) Authorized dealer bank
14. This report can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback.

For Chopra Vimal & Co.
Chartered Accountants
Firm Registration No. 006456C
Sd/-
Vimal Chopra
Partner
Membership No.: 074056
UDIN: 25074056BMUKYV4890

Place: Jaipur
Date: July 24, 2025

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

Statement of computation of the amount of permissible capital payment towards the buy-back of equity shares of Bajaj Consumer Care Limited in accordance with Regulation 4(i) read with proviso of Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and Section 68(2)(c) of the Companies Act, 2013, as amended based on both the audited standalone financial statements and the audited consolidated financial statements as at March 31, 2025;

Computation of permissible capital payment: Amount (INR in lakh)

Particulars	Standalone	Consolidated
A. Paid-up Equity Share Capital (1,370.53) Lakhs equity shares of INR 1/- each fully paid-up)	1,370.53	1,370.53
B. Free reserves		
- General reserve	6,454.89	6,454.89
- Retained earnings	70,905.79	67,173.26
- Securities Premium	-	-
Total free reserves	77,360.68	73,628.15
Total of paid-up equity share capital and free reserves (A+B)	78,731.21	74,998.68
Maximum permissible capital payment in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (25% of the total paid-up equity share capital and free reserves) (lower of standalone and consolidated financial statements)	19,682.80	18,749.67
Amount approved by the Board of Directors in the meeting held on July 24, 2025 approving buyback, subject to approval of shareholders		18,660
Buyback size as a percentage of total paid-up Equity Share Capital and free reserves	23.70%	24.88%

For and on behalf of Bajaj Consumer Care Limited

Sd/- Sd/-
Naveen Pandey
Managing Director
DIN: 09584377
Date: July 24, 2025
Place: Mumbai
Unquote

D K Maloo
Chief Financial Officer
Date: July 24, 2025
Place: Udaipur

13 RECORD DATE AND SHAREHOLDER ENTITLEMENT

- 13.1 As required under the SEBI Buyback Regulations, the Company has fixed September 05, 2025 as the Record Date for the purpose of determining the entitlement and the names of the Shareholders who will be eligible to participate in the Buyback i.e., Eligible Shareholders.
The tender period for the Buyback offer will commence from September 11, 2025, i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (five) working days, i.e., until September 17, 2025.
- 13.2 In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode via email only, within two (2) working days from the Record Date and that in case any shareholder requires a physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buyback to receive a copy of the letter of offer in physical form and the same shall be provided.

- 13.3 The Equity Shares proposed to be bought back by the Company as part of the Buyback are divided into two categories: (i) reserved category for Small Shareholders (defined below); and (ii) general category for all other Shareholders.
 - 13.4 As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on the stock exchange having the highest trading volume in respect of the Equity Shares, as on the "Record Date", of not more than INR 2,00,000 (Indian Rupees Two Lakh only). For the purpose of classification of a shareholder, as a "small shareholder", multiple demat accounts having the same Permanent Account Number ("PAN"), in case of securities held in the demat form are to be clubbed together.
 - 13.5 In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to Buyback or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
 - 13.6 Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, in the event of the overall response to the tender offer being in excess of the Buyback Offer Size, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders, over and above their entitlement, in the Buyback.
 - 13.7 In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same shareholding as on the Record Date, the Company will club together the equity shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, if applicable, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is identical.
 - 13.8 The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
 - 13.9 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
 - 13.10 Shareholders' participation in the Buyback is voluntary. Eligible Shareholders can choose to participate in part or in full and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any.
 - 13.11 The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account. If the Buyback entitlement for any shareholder is not a round number (i.e., not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. On account of ignoring the fractional entitlement, those Small Shareholders whose entitlement would be zero Equity Shares as on Record Date, will be dispatched a tender form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.
 - 13.12 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified by SEBI Circulars.
 - 13.13 Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. Finance (No.2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and either be allowed to set off against the current or future eligible capital gains. The said capital loss can be carried forward for up to eight years as per the ITA provisions.
- Tax Deduction at Source ("TDS") Resident Shareholders**
- (i) As per Section 194 of the ITA, the Company is required to deduct TDS on the buyback proceeds treated as dividend income at the following rates:
 1. At 10% - if the shareholder provides a valid and operative PAN.
 2. 20% - if PAN is not provided or inoperative, as per Section 206AA of the ITA**Exemption:** No TDS is deducted for resident individual shareholders if the buyback and dividend proceeds paid or likely to be paid during the financial year do not exceed INR 10,000. Additionally, no TDS is deducted if resident individuals submit: 1) Form 15G (under Section 197A(1)) for individuals below 60 years, or 2) Form 15H (under Section 197A(1C)) for individuals aged 60 years or more, declaring that their total income, including buyback proceeds, is below the taxable threshold. Insurance/ Mutual Funds/ AIF/ NPS/ Other non-individual shareholders have to provide SEBI registered documents as specified under the ITA.
Lower TDS Certificate: If a shareholder provides a valid certificate under Section 197(1) of the ITA, TDS will be deducted at the rate specified in the certificate. Adequacy of Documents: The application of a TDS rate lower than 10% depends on the Company's satisfaction with the adequacy and completeness of the documents submitted by the resident shareholder.
- For Non-Resident Shareholders**
- (ii) The Company shall deduct TDS on Buyback proceeds paid to non-resident shareholders at the following rates, unless a valid nil/lower rate deduction certificate under specified sections:
 1. 20% (plus applicable surcharge and cess) for other non-resident shareholders under Section 195 of the ITA.
 2. Double Taxation Avoidance Agreement (DTAA) Benefits: Non-resident shareholders may opt for lower tax rates under the applicable DTAA, subject to providing required documents to the Company (e.g., Form 10F, TRC, no Permanent Establishment declaration, PAN if available, and beneficial ownership declaration) and satisfying DTAA conditions, including Multilateral Instrument (MLI) anti-abuse measures.
 3. In case of foreign institutional investors and foreign portfolio investors, copy of SEBI registration certificate is required.**Others:** TDS will be deducted at higher rate in case of non-filers of India tax return or non-linkage of PAN with Aadhaar
 - (iii) Since the Buyback of shares shall take place through the settlement mechanism of the stock Exchange, securities transaction tax at 0.10 % of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date who have their email IDs registered with the Company/ registrar and transfer agent/ depository. However, on receipt of a request by Registrar to the Buyback and Manager to the Buyback to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically.
- 14 PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK**
- 14.1 The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or dematerialised form, as on the Record Date.

- 14.2 The Buyback shall be implemented using "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including the Buyback committee) and on such terms and conditions as may be permitted by law from time to time.
- 14.3 For implementation of the Buyback, the Company has appointed **Anand Rathi Shares and Stock Brokers Limited** as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

ANANDRATHI

Name: Anand Rathi Share & Stock Broker Limited
Address: Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (East), Mumbai - 400 063
Telephone Number: +91-22-6281 7000
Contact Person: Roshan Moondra
Email: roshanmoondra@rathi.com
Website: www.anandrathi.com
Investor Grievance ID: grievance@rathi.com
SEBI Registration Number: INZ000170832
CIN: U67120MH1991PLC064106

- 14.4 The Company shall request BSE, being the designated stock exchange, to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by the Stock Exchanges from time to time.
- 14.5 In the event the Shareholder Broker of any Eligible Shareholder is not registered with the Stock Exchanges as a trading member/stockbroker then that Eligible Shareholder can approach any Stock Exchange registered stock broker and can register himself by using web based unique client code application ("UCI online") facility through that BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register himself by using UCI online facility through any other BSE registered stockbroker, then that Eligible Shareholder may approach the Company's Broker i.e., Anand Rathi Shares and Stock Brokers Limited, for guidance to place their bids.
- 14.6 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.
- 14.7 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 14.8 The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period.
- 14.9 Further, the Company will not accept Equity Shares tendered for Buyback which are under a restraint order of the court for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

14.10 Procedure to be followed by Eligible Shareholders holding Demat Shares:

- (i) Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
- (ii) The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and National Securities Clearing Corporation ("Clearing Corporation").
- (iii) The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.
- (iv) The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.
- (v) The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- (vi) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (vii) Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the Exchange Bidding System to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc. In case of nonreceipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the Exchange Bidding System, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- (viii) The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to clearing corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the eligible shareholders would be returned to them by clearing corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the shareholder broker's (seller member's) depository pool account for onward transfer to the eligible shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- (ix) Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/ legal heirship certificate, in case any eligible shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- (x) The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, ITA and rules and regulations framed thereunder, as applicable, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

- (xi) The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholder places the bid.
- 14.11 Procedure to be followed by the Eligible Shareholders holding Physical Shares:**
- In accordance with SEBI Circular No. SEBI/HO/CFD/COMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:
- (i) Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents include (i) the tender form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares) (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN card, (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
 - (ii) Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
 - (iii) The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. KFin Technologies Limited ("Registrar") at the address mentioned at Paragraph 17 below or the collection centre of the Registrar details of which will be included in the Letter of Offer, within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date. The envelope should be super-scribed as "Bajaj Consumer Care Limited-Buyback 2025". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.
 - (iv) In case of non-receipt of the completed tender form and other documents, but receipt of equity shares in the account of the clearing corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted.
 - (v) Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'.
 - (vi) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
 - (vii) An unregistered shareholder holding physical shares may also tender his Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the shareholder's broker may also process the orders received from the Eligible Shareholders.

14.12 For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders

- (i) Eligible Shareholders, being Non-Resident Shareholders (excluding FIIs/ FPIs) should also enclose a copy of permission received by them from the RBI, if applicable, to acquire the Equity Shares held by them in the Company.
- (ii) Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate. In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder should obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.
- (iii) If any of the above stated documents (as applicable) are not enclosed along with the tender form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buyback are liable to be rejected.
- (iv) Those shareholders who have not received the Letter of Offer and the tender form dispatched by email or by physical form, as the case may be, can send a letter to the Registrar to the Buyback requesting for a copy of the Letter of Offer the tender form physically or by an email. Alternatively, the shareholders can browse to the portal at <https://kosmic.kfintech.com/karisma/buybackoffer2.aspx> and download the Letter of offer and the tender form available and may also check for their entitlement by entering information like Folio no, / DP id and Client id, PAN, and such other credentials as may be required for validating the request at the portal.

15 METHOD OF SETTLEMENT

- Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:
- (i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market
 - (ii) The Company will pay the consideration to the Company's Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members for onward transfer to such Eligible Shareholders.
 - (iii) For the Eligible Shareholders holding Equity Shares in physical form, the funds payout would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
 - (iv) In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.
 - (v) Eligible Shareholder will have to ensure that they keep their DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of equity shares under the Buyback. Further, Eligible Shareholders will have to ensure that they keep the bank account attached to the DP account active and updated to receive credit remittance due to acceptance of Buyback of equity shares by the Company.
 - (vi) Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, the Clearing Corporation will cancel the excess or unaccepted blocked shares. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
 - (vii) In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat

- (viii) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.
- (ix) The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- (x) Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- (xi) The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (xii) The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- (xiii) The Equity Shares accepted, bought and lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations

16 REJECTION CRITERIA

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

- 16.1 For Eligible Shareholders holding shares in the dematerialized form if:**
- (i) The Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
 - (ii) In the event of non-receipt of the completed tender form and other documents from the Eligible Shareholders who were holding physical Shares as on the Record Date and have placed their bid in demat form; or
 - (iii) If there is a name mismatch in the dematerialized account of the Shareholder and the PAN; or
 - (iv) Where exists any restraint order of a Court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- 16.2 For Eligible Shareholders holding Equity Shares in physical form if:**
- The documents mentioned in the tender form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar before the close of business hours to the Registrar on or before Buy-back Closing Date;
- (i) There exists any restraint order of a court/any other competent authority for transfer/ disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists;
 - (ii) If there is any other company share certificate enclosed with the tender form instead of the share certificate of the Company;
 - (iii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
 - (iv) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate;
 - (v) In the event the signature in the tender form and Form SH 4 do not match as per the specimen signature recorded with Company or Registrar.
 - (vi) If the PAN cards (self-attested) of the shareholder and all the joint holders, are not submitted with the form.
- 16.3 Non-resident shareholders**
- All non-resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the non-resident Shareholder should obtain and enclose a letter from its authorised dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Shareholder from the appropriate account as specified by RBI in its approval. In case the non-resident Shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid shares accepted under the Buyback. If any of the above stated documents (as applicable) are not enclosed along with the tender form, the Equity Shares tendered under the Buyback are liable to be rejected.

17 COMPLIANCE OFFICER

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


Vivek Mishra
Head-Legal, Company Secretary and Compliance Officer
Membership No.: A21901
Address: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093, Maharashtra, India
Tel. No.: +91 0294-2561631, 2561632
Email: complianceofficer@bajajconsumer.com

18 INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK



Name: KFin Technologies Limited
Address: Selenium, Tower B, Plot No. - 31 & 32, Financial District Nanakramguda, Serilingampally Hyderabad-500032 Telangana, India
Tel No.: +91 40 6716 2222
Contact Person: M Murali Krishna
Email: bajajconsumer.buyback@kfintech.com
Website: www.kfintech.com
Investor Grievance Email: inward_ris@kfintech.com
SEBI Registration No.: INR000000221
CIN: L72400MH2017PLC444072

19 MANAGAR TO THE BUYBACK



Anand Rathi Advisors Limited
 11th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400013, Maharashtra, India
Tel. no.: +91 22 4047 7120
E-mail: bccl.buyback@rathi.com
Website: <https://anandrathib.com/>
Investor grievance e-mail: grievance.ecm@rathi.com
Contact person: Nikita Jaju
SEBI Registration Number: INM000010478

20 DIRECTOR'S RESPONSIBILITY

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

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

Sd/- Kushagra Bajaj Non-Executive Chairman DIN: 00017575	Sd/- Naveen Pandey Managing Director DIN: 09584377	Sd/- Vivek Mishra Head-Legal & Company Secretary Membership No. A21901
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Date : September 1, 2025
 Place : Mumbai

BAJAJ CONSUMER CARE LIMITED

Corporate Identity Number (CIN): L01110RJ2006PLC047173

Old Station Road, Sevashram Chouraha, Udaipur- 313 001, Rajasthan

Corporate Offices: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093, Maharashtra, India | Tel.: +91 0294-2561631, 2561632
Website: www.bajajconsumercare.com | E-mail: complianceofficer@bajajconsumercare.com | Contact Person: Vivek Mishra, Head-Legal & Company Secretary

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

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

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

OFFER TO BUYBACK NOT EXCEEDING 64,34,482 (SIXTY FOUR LAKH THIRTY FOUR THOUSAND FOUR HUNDRED EIGHTY TWO) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEES ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 290/- (INDIAN RUPEES TWO HUNDRED NINETY ONLY) PER EQUITY SHARE. PART OF THE TENDER OFFER OFFER WILL BE THROUGH THE TENDER OFFER ON A PROPORTIONATE BASIS USING STOCK EXCHANGE MECHANISM FOR AN AGGREGATE CONSIDERATION OF UPTO INR 18,66,00,000 (INDIAN RUPEES EIGHTEEN THOUSAND SIX HUNDRED AND SIXTY LAKH ONLY).

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

- The board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee or sub-committee or other officials, which the Board may constitute/authorize to exercise its powers, including the powers conferred by the resolution passed by the Board at the Board Meeting) at its meeting held on July 24, 2025 ("Board Meeting" and such date, the "Board Meeting Date", has, pursuant to Article 62 of the Articles of Association of the Company and with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the SEBI Buyback Regulations (including any statutory modification(s), alteration(s), modification(s) and re-enactment thereof) and subject to approvals of statutory, regulatory or governmental authorities, lenders as may be required under applicable laws, approved the buyback of up to 64,34,482 (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) fully paid-up equity shares having a face value of INR 1/- (Indian Rupees One only) each ("Equity Shares") which represents 4.69% of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2025, at a price of INR 290/- (Two Hundred Ninety only) per Equity Share ("Buyback Offer Price") payable in cash for an aggregate maximum amount not exceeding INR 18,66,00,000 (Indian Rupees Eighteen Thousand Six Hundred and Sixty Lakh only) (such maximum amount hereinafter referred to as the "Maximum Buyback Offer Size") (the process being referred hereinafter as the "Buyback", from the shareholders/beneficial owners of Equity Shares of the Company. The Maximum Buyback Offer Size and the Buyback Offer Price do not include any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch charges, if any, filing fees to SEBI and any appropriate authorities, stock exchange charges, advisory/legal fees, public relations/audit/consultancy expenses and other incidental and related expenses and charges ("Transaction Costs").
- The Buyback of the Equity Shares from the shareholders/beneficial owners of the Equity Shares as on the Record Date, being September 05, 2025 (the "Record Date") at the Buyback Offer Price, shall be made on a proportionate basis, through the tender offer process using the Mechanism for acquisition of Stock Exchange as prescribed by the SEBI. All the equity shareholders of the Company, as on the Record Date, excluding the promoters and members of promoter group, may be eligible to participate in the Buyback, except any shareholders who may be specifically prohibited under the applicable Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force). The Buyback Offer Size represents 23.70% and 24.88% of the aggregate of the Company's paid-up capital and free reserves as per the latest audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2025 respectively (being the latest standalone and consolidated financial statements available as on the date of the Board Meeting recommending the proposal for the Buyback), which is less than 25% of the aggregate of the total paid-up capital and free reserves of the Company in accordance with Regulation 4(i) read with provision in Regulation 5(i) of the SEBI Buyback Regulations.
- Further, under the Companies Act and the SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to buy back up to 64,34,482 (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) Equity Shares representing 4.69% Equity Shares in the total paid-up equity capital of the Company, and therefore the same is within the aforesaid 25% limit.
- The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").
- The Maximum Buyback Offer Size exceeds 10% of the aggregate of the total fully paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2025. Accordingly, the Company sought approval of the shareholders for the Buyback by way of a special resolution, through postal ballot notice dated July 24, 2025 ("Postal Ballot Notice"), in accordance with Regulation 5(b) of the SEBI Buyback Regulations and Section 68(2)(b) of the Companies Act. The shareholders of the Company approved the Buyback by way of a special resolution, through postal ballot by remote voting on August 29, 2025, and the results of which were announced on August 29, 2025.
- The Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" (hereinafter referred to as "Stock Exchange Mechanism") as notified by SEBI vide circular CIR/CFD/CPC/IL/2015 dated April 13, 2015 read with the SEBI Circular No. CIR/CFD/CPC/IL/2015/13 dated December 9, 2016 and read with the SEBI Circular SEBI/HO/CFD/CPC/IL/2021/615 dated August 13, 2021 and SEBI's circular with reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force or such other circulars or notifications, as may be applicable ("SEBI Circulars") and the Company shall approach BSE Limited ("BSE") or National Stock Exchange of India Limited ("NSE") (together read as "Stock Exchanges"), as may be required, for facilitating the same. The Buyback is also subject to receipt of such other approvals, permissions, consents, sanctions and exemptions of the statutory, regulatory or governmental authorities, as may be required under applicable laws including from SEBI, the Stock Exchanges, Reserve Bank of India ("RBI"), Registrar of Companies, Rajasthan at Jaipur ("RoC") and/or other authorities, institutions or bodies (together with SEBI, RBI and RoC, the "Appropriate Authorities").
- In terms of Regulation 5(v)(a) of the Buyback Regulations, the Board or Buyback Committee may, till 1 (one) working day prior to the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.
- The Buyback shall be undertaken on a proportionate basis from the eligible shareholders of the Equity Shares of the Company as on the Record Date through the tender offer process prescribed under Regulation 4(i) of the SEBI Buyback Regulations. As per Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (excluding promoters and members of promoter group) as on Record Date, on a proportionate basis, provided that either 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares which small shareholders are entitled to as per their shareholding whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.
- The proposed Buyback shall be implemented for the existing shareholders other than Promoter/Promoter Group as may be required under applicable laws and as may be considered appropriate, from out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit in accordance with Regulation 4 of the Buyback Regulations and any other laws as applicable.
- The Buyback of Equity Shares from shareholders who are persons resident outside India, including non-resident Indians, foreign nationals, qualified institutional buyers including foreign portfolio investors and foreign corporate bodies (including, to the extent overseas corporate bodies) s, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approval from RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under ("ITA").
- Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. Finance (No.2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the

shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as cost in the hands of the shareholders. The company shall carry forward and set off against capital gains as per the provisions of the ITA. The Company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on Buyback of the shares. In respect of consideration payable to non-resident shareholders, tax shall be deducted at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to availability of prescribed documents by non-residents. Since the Buyback of shares shall take place through the settlement mechanism of the stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.12 In terms of the SEBI Buyback Regulations, under the tender offer route, the promoter and promoter group have an option to participate in the Buyback. The promoter or promoter group and person acting in control vide their respective letters dated July 24, 2025 have expressed their intention not to participate in the Buyback.

1.13 A copy of the Public Announcement is available on the Company's website i.e., www.bajajconsumercare.com, the Manager to the Buyback (as defined in Paragraph 19 below) i.e., www.anandhrathib.com website of the Registrar to the Buyback (as defined in Paragraph 18 below) i.e., www.kfintech.com, and is expected to be made available on the website of SEBI i.e., www.sebi.gov.in and on the website of NSE and BSE, i.e., www.nseindia.com and www.bseindia.com respectively, during the period of the Buyback.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Board at its meeting held on July 24, 2025 considered the accumulated free reserves as well as the cash liquidity reflected in the last audited standalone financial statements and audited consolidated financial statements as on March 31, 2025 and considering these, the Board decided to allocate up to INR 18,66,00,000 (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares in the Company through the Buyback. The Buyback will be in no manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of Equity Shares at a price of INR 290/- (Indian Rupees Two Hundred Ninety only) per Equity Share for an aggregate maximum amount of INR 18,66,00,000 (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only).

- The Buyback is being undertaken, inter alia, for the following objects:
 - The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
 - The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back, whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 20(i) of the SEBI Buyback Regulations;
 - The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
 - The Buyback gives an option to the shareholders holding Equity Shares of the Company, who choose to participate in the Buyback, to increase their shareholding or increase their percentage shareholding by abstaining from participating in the Buyback offer without any additional investment.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH FINANCED

- The maximum amount required for Buyback will not exceed INR 18,66,00,000 (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only) (excluding Transaction Costs).
- The maximum amount mentioned aforesaid is 23.70% and 24.88% of the aggregate of the fully paid-up share capital and free reserves as per the both latest audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2025 (being the latest audited standalone financial statements and consolidated financial statements available as on the date of the Board Meeting recommending the proposal for the Buyback), respectively, whichever sets out a lower amount, which is within the prescribed limit of 25%.
- The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company, and securities premium account of the Company and any other source as may be permitted by the SEBI Buyback Regulations under the Companies Act.
- The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account.
- The Company has neither raised nor does it intend to raise additional debt in connection with the Buyback.

4. THE BUYBACK OFFER PRICE AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE

- The Equity Shares of the Company are proposed to be bought back at a price of INR 290/- (Indian Rupees Two Hundred Ninety only) per Equity Share.
- The Buyback Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, price to earnings ratio, price to book value and other financial parameters and the possible impact of Buyback on the earnings per Equity Share.
- The Buyback Offer Price represents:
 - Premium of 66.50% and 66.23% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, during the three months preceding July 21, 2025, being the date when intimation for considering and approving the proposed buyback offer at the Board Meeting was sent to the Stock Exchanges ("Intimation Date").
 - Premium of 24.15% and 24.25% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, for two weeks preceding the Intimation Date.
 - Premium of 20.63% and 20.56% over the closing price of the Equity Shares on BSE and NSE, respectively, on July 18, 2025, being a day preceding the Intimation Date.
 - Premium of 19.53% and 19.56% over the closing price of the Equity Shares on BSE and NSE, as on July 23, 2025, being a day preceding the Board Meeting Date.
- The closing market price of the Equity Shares as on July 18, 2025, being a day preceding the Intimation Date was INR 240.40 and INR 240.49 on the BSE and NSE respectively. The closing market price of the Equity Shares as on July 23, 2025, being one working day prior to the Board Meeting Date was INR 242.6 and INR 242.55 on the BSE and NSE respectively.

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

- The Company proposes to buy back up to 64,34,482 fully paid-up Equity Shares (face value of INR 1/- (Indian Rupees One only) each) aggregating up to INR 18,66,00,000 (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only).
- The Buyback Size does not include any expenses or Transaction Costs incurred or to be incurred for the Buyback.
- The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company or such other source as may be permitted by the Buyback Regulations or the Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.

6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS

Aggregate shareholding of the (i) promoters and members of the promoter group ("Promoter and Promoter Group") and persons who are in control of the Company, (ii) Directors of the companies which are part of the Promoter and Promoter Group, and (iii) Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting i.e. July 24, 2025, the date of dispatch of Postal Ballot Notice i.e. July 29, 2025 and Friday, August 29, 2025 (working day prior to the date of this Public Announcement i.e. Monday, September 1, 2025) is as follows:

Sr. No.	Name of the Shareholder	Category	Number of Equity Shares Held	Percentage of Equity Shareholding
1.	Bajaj Resources Private Limited	Promoter	5,61,09,900	40.94
2.	KNB Enterprises LLP	Promoter	10,100	0.01
3.	SKB Roop Commercial LLP	Promoter	5,000	Negligible
4.	Shishir Bajaj	Promoter	NI	-
5.	Minakshi Bajaj	Promoter	NI	-
6.	Kushagra Bajaj	Promoter	NI	-
7.	Apoorv Bajaj	Promoter	NI	-
	Total		5,61,25,000	40.95

ii. Aggregate shareholding of the directors of the companies which are part of the Promoter and Promoter Group:

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

iii. Aggregate shareholding of the Directors and Key Managerial Personnel of the Company:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares Held	Percentage of Equity Shareholding
1.	Kushagra Bajaj	Chairman & Non-Executive, Non-Independent Director	NI	-
2.	Sumit Malhotra	Non-Executive Director	11,440	0.01
3.	Vinay Chandra Nagori	Non-Executive Director	5	Negligible
4.	Jagdish Acharya	Non-Executive, Independent Director	NI	-
5.	Anupam Dutta	Non-Executive, Independent Director	NI	-
6.	K S Narayanan	Non-Executive, Independent Director	NI	-
7.	Lilian Jessie Paul	Non-Executive, Independent Director	NI	-
8.	Dilip Kumar Maloo	Chief Financial Officer	5	Negligible
9.	Vivek Mishra	Head-Legal & Company Secretary	1	Negligible

None of our Promoter and Promoter Group, persons who are in control of the Company, Directors of companies which are part of the Promoter and Promoter Group and Directors and Key Managerial Personnel of the Company have purchased or sold Equity Shares during a period of six months preceding the Board Meeting Date at which the Buyback was approved and the date of the Postal Ballot Notice or the date of this Public Announcement.

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

7.1 In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group (who are the only persons in control of the Company) have an option to participate in the Buyback. In this regard, the Promoter and Promoter group vide their respective letters dated July 24, 2025 have expressed their intention not to participate in the Buyback.

Accordingly, the disclosures required as per the paragraph (viii) to the Schedule I of the SEBI Buyback Regulations are not applicable.

8. DETAILS OF ANY SUBSISTING DEFAULTS IN REPAYMENT OF DEPOSITS, REDEMPTION OF DEBENTURES OR PREFERENCE SHARES OR REPAYMENT OF TERM LOANS TO ANY FINANCIAL INSTITUTION OR BANKS

8.1 The Company does not have any subsisting defaults in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institution or bank.

9. CONFIRMATIONS FROM COMPANY AS PER THE PROVISIONS OF SEBI BUYBACK REGULATIONS AND COMPANIES ACT

- All Equity Shares of the Company are fully paid up;
- The Company shall not issue any Equity Shares or other specified securities from the date of this resolution including by way of bonus issue or convert any outstanding employee stock options/outstanding instruments into Equity Shares till the expiry of the period of Buyback i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- In terms of the Companies Act, the Company shall not make any further issue of the same kind of Equity Shares or other specified securities including allotment of new equity shares under sub-section (a) of sub-section (1) of section 62 or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations;
- As per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
- The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- The Buyback Offer Size i.e. INR 18,66,00,000 (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only) ("Buyback Offer Size") does not exceed 25% of the aggregate of the total paid-up capital and free reserves as per the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2025;
- The number of Equity Shares proposed to be purchased under the Buyback i.e. 64,34,482 (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) Equity Shares does not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on June 30, 2025;
- There are no schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company which are pending before any regulatory authority;
- The Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- The Buyback shall be completed within a period of one year from the date of passing of special resolution in Shareholder meeting approving the Buyback;
- The Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
- The consideration for the Buyback shall be paid by the Company only in cash;
- The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
- The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- The Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
- The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- The Company confirms that there are no defaults (either in the past or subsisting) in the repayment of deposits (or interest payment thereof), 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 not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- 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 share capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2025;
- The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within 7 (seven) working days of the expiry of the period of Buyback i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

- 9.22 The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- 9.23 The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up share capital of the Company as provided under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Buyback period and upon completion thereof;
- 9.24 The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- 9.25 The Company does not have any lenders. Therefore, the requirement of prior approval from the lenders for the Buyback in accordance with Regulation 50(c) read with Schedule I (a) of the SEBI Buyback Regulations does not arise;
- 9.26 The Company shall not allow buyback of its shares unless the consequent reduction of its share capital is effected; and
- 9.27 The statements contained in the public announcement and the letter of offer in relation to the Buyback shall be true, fair and adequate in all material respects and shall not contain any misleading information.

Pursuant to Board Meeting dated August 11, 2025, the Board has clarified that the scheme of arrangement between Vishal Personal Care Limited and the Company approved at the Board Meeting dated July 24, 2025 will only be filed with that National Company Law Tribunal pursuant to section 230-232 of the Companies Act and other applicable provisions, if any, after the completion of the Buyback in accordance with the SEBI Buyback Regulations.

10 CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- (i) Immediately following the Board Meeting Date and date on which the result of the special resolution passed by the shareholders by way of postal ballot ("Shareholders' Resolution") there will be no grounds on which the Company can be found unable to pay its debts;
- (ii) as regards the Company's prospects for the year immediately following the Board Meeting Date, as well as for the year immediately following the date of the Shareholders' Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this resolution and from the date of the Shareholders' Resolution;
- (iii) in forming an opinion for the above purposes, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

11 PRIOR APPROVAL FROM LENDERS

The Company does not have any lenders. Therefore, the requirement of prior approval from lenders for the Buyback in accordance with Regulation 50(c) read with Schedule I(xii) of the SEBI Buyback Regulations does not arise.

12 REPORT BY THE COMPANY'S STATUTORY AUDITOR

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

Quote

Bajaj Consumer Care Limited
1231, Solitaire Corporate Park
151 M. Vasant Road
Chakala, Andheri East
Mumbai - 400 093
Maharashtra, India
(hereinafter referred to as the "Company")

Anand Rathi Advisors Limited
11th Floor, Times Towers, Kamata City,
Senapati Bapat Marg,
Lower Parel,
Mumbai -400 013, Maharashtra, India
(hereinafter referred to as the
"Manager to the Buyback")

Ladies and Gentlemen,

Subject: Statutory Auditors' report in respect of the proposed buyback of equity shares by the Company in terms of clause (x) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2019, as amended (the "Buyback Regulations").

- 1. This report is issued in accordance with our engagement letter dated July 23, 2025.
- 2. The Board of Directors of the Company have approved a proposal for buyback of equity shares by the Company at its meeting held on July 24, 2025 ("Board Meeting") in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 as amended (the "Act"), the rules made thereunder, as amended, and the Buyback Regulations.
- 3. We have been engaged by the Company to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buyback by the Company of its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Act and regulations as specified in the Buyback Regulations and on the opinions expressed by the Board of Directors of the Company, as required under the Buyback Regulations.
- 4. The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" (the "Statement") which we have initiated for identification purposes only. The Statement contains the computation of amount of permissible capital payment towards the buyback of equity shares in accordance with the requirements of section 68(2)(c) of the Act and regulation 4(i) of the Buyback Regulations, based on the latest audited standalone and consolidated financial statements of the Company for the year ended March 31, 2025.

Responsibility of the Board of Directors

- 5. The Board of Directors of the Company is responsible for the following:
 - i. The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013 and the compliance with the Buyback Regulations is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
 - ii. The amount of capital payment for the buyback is properly determined within the permissible capital payment limits computed in accordance with the Act and the Buyback Regulations.
 - iii. A declaration is signed by at least two directors of the Board of Directors of the Company in relation to the affairs and prospects of the Company, (b) that they have formed an opinion as specified in clause (x) of Schedule I of the Buyback Regulations on reasonable grounds; and (c) that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date immediately following the date of the resolution passed by the Board of Directors approving the Buyback, and the on which the result of the special resolution passed by the shareholders by way of postal ballot, and in forming an 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. The Board of Directors are also responsible for ensuring the Company complies with the requirements Act and Buyback Regulations.

Auditor's Responsibility

- 6. Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
 - i. whether we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended 31st March 2025;
 - ii. whether the amount of capital payment for the proposed buyback as stated in the Statement is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations read with the proviso to Regulation 50(b) of the Buyback Regulations, and has been properly determined; and
 - iii. whether the Board of Directors in their meeting dated July 24, 2025 have formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds, that the Company, having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.
- 7. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
 - i. Examined authorisation for buyback from the Articles of Association of the Company;
 - ii. Examined that the amount of capital payment for the buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations;
 - iii. Traced the amounts of paid-up share capital, securities premium account, general reserves and retained earnings as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2025;
 - iv. Examined that the ratio of the secured and unsecured debt owed by the Company after the buyback is not more than twice the paid-up share capital and free reserves based on both, the audited standalone and consolidated financial statements of the Company as on March 31, 2025;
 - v. Examined that all the shares for buyback are fully paid-up;
 - vi. Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2025 (the "Audited Financial Statements") which has been prepared by the Management of the Company on which we have issued our report dated May 5, 2025, and examined budgets and projections

- prepared by the Management;
- vii. Examined minutes of the meeting of the Board of Directors;
- viii. Examined Director's declarations for the purposes of buyback & solvency of the Company;
- ix. Obtained appropriate representations from the management of the Company;
- x. Inquired if the Board of Directors of the Company, in its meeting held on July 24, 2025 has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board Meeting;
- xi. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
- 8. We conducted our examination in accordance with the "Guidance Note on Reports and Certificates for Special Purposes" issued by Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQCC) 1, Quality Control for Firms that perform Audits and Review of Historical Financial Information, and other assurance and related services engagements.
- 10. The financial statements referred to in paragraph 7 (vi) above, have been audited by us which we issued an unmodified audit opinion vide our report dated May 5, 2025. Our audit of these financial statements was conducted in accordance with the Standards on Auditing, as specified under section 143(10) of the Act, and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

Opinion

- 11. Based on our examination as above, and the information and explanations given to us, we report that:
 - i. we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended 31st March 2025;
 - ii. the amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations read with proviso of Regulation 50(b) of the Buyback Regulations; and
 - iii. the Board of Directors, in their meeting held on July 24, 2025, have formed the opinion as specified in clause (x) of Schedule I of the Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board Meeting.

Restrictions on Use

- 12. Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
- 13. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include in:
 - i. Explanatory statement to be annexed to the postal ballot notice to be sent to the shareholders of the Company;
 - ii. Public announcement to be made to the shareholders of the Company;
 - iii. Letter of offer to be to the shareholders of the Company;
 - iv. Attachment in the form of SH-B Letter of Offer;
 - v. For providing to the Manager to the Buyback; and
 - vi. Filing with:
 - (a) Ministry of Corporate Affairs on its designated website;
 - (b) Securities Exchange Board of India;
 - (c) BSE Limited;
 - (d) National Stock Exchange of India Limited;
 - (e) National Securities Depository Limited and the Central Depository Services (India) Limited;
 - (f) Registrar of Companies; and
 - (g) Authorized dealer bank
- 14. This report can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback.

For Chopra Vimal & Co.

Chartered Accountants
Firm Registration No. 006456C
Sd/-

Vimal Chopra

Partner
Membership No.: 074056
UDIN: 25074056BMUKY4890
Place: Jaipur
Date: July 24, 2025

Statement of permissible capital payment ("the Statement") for the proposed buy back of equity shares.
Statement of computation of the amount of permissible capital payment towards the buy-back of equity shares of Bajaj Consumer Care Limited in accordance with Regulation 4(i) read with proviso of Regulation 50(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2019, as amended based on both the audited standalone financial statements and the audited consolidated financial statements as at March 31, 2025;

Particulars	Amount (INR in lakh)	
	Standalone	Consolidated
A. Paid-up Equity Share Capital (1,370.53) Lakhs equity shares of INR 1/- each fully paid-up)	1,370.53	1,370.53
B. Free reserves		
- General reserve	6,454.89	6,454.89
- Retained earnings	70,905.79	67,173.26
- Securities Premium	-	-
Total free reserves	77,360.68	73,628.15
Total of paid-up equity share capital and free reserves (A+B)	78,731.21	74,998.68
Maximum permissible capital payment in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2019 (25% of the total paid-up equity share capital and free reserves) [power of standalone and consolidated financial statements]	19,682.80	18,749.67
Amount approved by the Board of Directors in the meeting held on July 24, 2025 approving buyback, subject to approval of shareholders		18,660
Buyback size as a percentage of total paid-up Equity Share Capital and free reserves	23.70%	24.88%

For and on behalf of Bajaj Consumer Care Limited

Sd/-:
Navene Pandey
Managing Director
DIN: 09584377
Date: July 24, 2025
Place: Mumbai
Unquote

D K Maloo
Chief Financial Officer
Date: July 24, 2025
Place: Udaipur

13 RECORD DATE AND SHAREHOLDER ENTITLEMENT

- 13.1 As required under the SEBI Buyback Regulations, the Company has fixed September 05, 2025 as the Record Date for the purpose of determining the entitlement and the names of the Shareholders who will be eligible to participate in the Buyback i.e., Eligible Shareholders.
The tender period for the Buyback offer will commence from September 11, 2025, i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (five) working days, i.e., until September 17, 2025.
- 13.2 In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode via email only, within two (2) working days from the Record Date and that in case any shareholder requires a physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buyback to receive a copy of the letter of offer in physical form and the same shall be provided.

- 13.3 The Equity Shares proposed to be bought back by the Company as part of the Buyback are divided into two categories: (i) reserved category for Small Shareholders (defined below) and (ii) general category for all other Shareholders.
- 13.4 As defined in Regulation 2(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on the stock exchange having the highest trading volume in respect of the Equity Shares, as on the "Record Date", of not more than INR 2,00,000 (Indian Rupees Two Lakh only). For the purpose of classification of a shareholder, as a "small shareholder", multiple demat accounts having the same Permanent Account Number ("PAN"), in case of securities held in the demat form are to be clubbed together.
- 13.5 In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to Buyback or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of the Buyback.
- 13.6 Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, in the event of the overall response to the tender offer being in excess of the Buyback Offer Size, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders, over and above their entitlement, in the Buyback.
- 13.7 In accordance with Regulation 9(x) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder Category, the Company will club together the equity shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the equity shares held in all cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, if applicable, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available the Company will club together the equity shares held in all cases. Similarly, in case of physical shareholders holding equity shares, the Company will check the sequence of names of the joint holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is identical.
- 13.8 The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body" or "corporate body - broker" or "corporate body - issuer" will be clubbed together on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- 13.9 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- 13.10 Shareholders' participation in the Buyback is voluntary. Eligible Shareholders can choose to participate in part or in full and receive cash in lieu of the Equity Shares accepted under the Buyback or they may opt to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any.
- 13.11 The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account. If the Buyback entitlement for any shareholder is not a round number (i.e., not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. On account of ignoring the fractional entitlement, those Small Shareholders whose entitlement would be zero Equity Shares as on Record Date, will be dispatched a tender form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.
- 13.12 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified by SEBI Circulars.
- 13.13 Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on the Buyback by them. Finance (No.2) Act, 2023 has amended the law relating to buy-back of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and either be allowed to set off against the current or future eligible capital gains. The said capital loss can be carried forward up to eight years as per the ITA provisions.

Tax Deduction at Source ("TDS") Resident Shareholders

- (i) As per Section 194 of the ITA, the Company is required to deduct TDS on the buyback proceeds treated as dividend income at the following rates:
 - 1. 10% if the shareholder provides a valid and operative PAN.
 - 2. 20% if PAN is not provided or inoperative, as per Section 206AA of the ITA.

Exemption: No TDS is deducted for resident individual shareholders if the buyback and dividend proceeds paid or likely to be paid during the financial year do not exceed INR 10,000. Additionally, no TDS is deducted if resident individuals submit:-
1) Form 15G (under Section 197A(1)) for individuals below 60 years; or 2) Form 15H (under Section 197A(1C)) for individuals aged 60 years or more, declaring that their total income, including buyback proceeds, is below the taxable threshold. Insurance/ Mutual Funds/ AIF/ NPS/ Other non-individual shareholders have to provide SEBI registered documents as specified under the ITA.

Lower Deduction Certificate: If a shareholder provides a valid certificate under Section 197(1) of the ITA, TDS will be deducted at the rate specified in the certificate. Adequacy of Documents: The application of a TDS rate lower than 10% depends on the Company's satisfaction with the adequacy and completeness of the documents submitted by the resident shareholder.

For Non-Resident Shareholders

- (ii) The Company shall deduct TDS on Buyback proceeds paid to non-resident shareholders at the following rates, unless a valid/nillower rate deduction certificate under specified sections:
 - 1. 20% (plus applicable surcharge and cess) for other non-resident shareholders under Section 195 of the ITA.
 - 2. Double Taxation Avoidance Agreement (DTAA) Benefits: Non-resident shareholders may opt for lower tax rates under the applicable DTAA, subject to providing required documents to the Company (e.g., Form 10F, TRC, no Permanent Establishment declaration, PAN if available, and beneficial ownership declaration) and satisfying DTAA conditions, including Multilateral Instrument (MLI) anti-abuse measures.
 - 3. In case of foreign institutional investors and foreign portfolio investors, copy of SEBI registration certificate is required.
- Others:** TDS will be deducted at higher rate in case of non-filers of India tax return or non-linkage of PAN with Aadhaar
- (iii) Since the Buyback of shares shall take place through the settlement mechanism of the stock exchange, securities transaction tax at 0.10 % of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

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

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

14 PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 14.1 The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or dematerialised form, as on the Record Date.

- 14.2 The Buyback shall be implemented using "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including the Buyback Regulations) and on such terms and conditions as may be permitted by law from time to time.
- 14.3 For implementation of the Buyback, the Company has appointed **Anand Rathi Shares and Stock Brokers Limited** as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

ANANDRATHI

Name: Anand Rathi Share & Stock Broker Limited
Address: Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (East), Mumbai - 400 063
Telephone Number: +91 22 6281 7000
Contact Person: Roshan Moondra
Email: roshanmoondra@rathi.com
Website: www.anandrathi.com
Investor Grievance ID: grievance@rathi.com
SEBI Registration Number: INZ00170832
CIN: U67120MH199PLC064106

- 14.4 The Company shall request BSE, being the designated stock exchange, to provide a separate window (the "Acquisition Window") for the facilitation of placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by the Stock Exchanges from time to time.
- 14.5 In the event the Shareholder/Broker of any Eligible Shareholder is not registered with the Stock Exchanges as a trading member/stockbroker then that Eligible Shareholder can approach any Stock Exchange registered stock broker and can register himself by using web based unique client code application ("UCI online") facility through that BSE registered stock broker (after submitting all details as may be required by such stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register himself by using UCI online facility through any other BSE registered stockbroker, then that Eligible Shareholder may approach the Company's Broker i.e., Anand Rathi Shares and Stock Brokers Limited, for guidance to place their bids.
- 14.6 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for buying Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after the Shareholders have completed their KYC requirement as required by the Company's broker.
- 14.7 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 14.8 The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period.
- 14.9 Further, the Company will accept Equity Shares tendered for Buyback which are under a restraint order of the court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

14.10 Procedure to be followed by Eligible Shareholders holding Demat Shares:

- (i) Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
- (ii) The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and National Securities Clearing Corporation ("Clearing Corporation").
- (iii) The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.
- (iv) The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and the Clearing Corporation.
- (v) The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the Shareholders' demat account at the source depository during the tendering period. Inter Depository Transfer Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers after blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- (vi) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation or order by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (vii) Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the Exchange Bidding System to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc. In case of nonreceipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the Exchange Bidding System, the bid by such Eligible Shareholder shall be deemed to be accepted. It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- (viii) The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to clearing corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the eligible shareholders would be returned to them by clearing corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the shareholder broker's (seller member's) depository pool account for onward transfer to the eligible shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- (ix) Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/legal heirship certificate, in case any eligible shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
- (x) The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including offshore overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, ITA and rules and regulations framed thereunder, as applicable, if any, or the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

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

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

In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:

- (i) Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents include (i) the tender form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares) (ii) original Equity Share certificate(s) (iii) valid transfer form(s) i.e. Form SH-4 duly filled and signed by the transferees (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN card, (v) any other relevant documents such as, but not limited to, duly dated power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- (ii) Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- (iii) The Seller Member/Eligible Shareholder is required to send the original Equity Share certificate(s) and documents (as mentioned above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. KFin Technologies Limited ("Registrar") at the address mentioned at Paragraph 17 below or the collection centre of the Registrar details of which will be included in the Letter of Offer, within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date. The envelope should be super-scripted as **Bajaj Consumer Care Limited-Buyback 2025**. One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.
- (iv) In case of non-receipt of the completed tender form and other documents, but receipt of equity shares in the account of the clearing corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted.
- (v) Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted to it daily based on the closing of the exchanges and display such bids as "unconfirmed physical bids". Once the Registrar confirms the bids, it will be treated as "Confirmed Bids".
- (vi) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- (vii) An unregistered shareholder holding physical shares may also tender his Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the Company's broker may also process the orders received from the Eligible Shareholders.

14.12 For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders

- (i) Eligible Shareholders, being Non-Resident Shareholders (excluding FIIs/ FPIs) should also enclose a copy of permission received by them from the RBI, if applicable, to acquire the Equity Shares held by them in the Company.
- (ii) Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate. In case the Eligible Shareholder is not a registered shareholder, the Eligible Shareholder, being a Non-Resident Shareholder should obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.
- (iii) If any of the above stated documents (as applicable) are not enclosed along with the tender form, the Equity Shares are held on repatriation basis, being Non-Resident Shareholders, under the Buyback are liable to be rejected.
- (iv) Those shareholders who have not received the Letter of Offer and the tender form dispatched by email or by physical form, as the case may be, can send a letter to the Registrar to the Buyback requesting for a copy of the Letter of Offer the tender form physically or by an email. Alternatively, the shareholders can access to the portal at <https://kfinco.kinfintech.com/karstom/buybackoffer2025> and download the Letter of offer and the tender form available there. They may also check for their entitlement by entering information like Folio no./ DP ID and Client ID, PAN, and such other credentials as may be required for validating the request at the portal.

15 METHOD OF SETTLEMENT

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

- (i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market
- (ii) The Company will pay the consideration to the Company's Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members for onward transfer to such Eligible Shareholders.
- (iii) For the Eligible Shareholders holding Equity Shares in physical form, the funds payout would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- (iv) In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.
- (v) Eligible Shareholder will have to ensure that they keep their DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of equity shares under the Buyback. Further, Eligible Shareholders will have to ensure that they keep the bank account attached to the DP account active and updated to receive credit remittance due to acceptance of Buyback of equity shares by the Company.
- (vi) Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, the Clearing Corporation will cancel the excess or unaccepted blocked shares. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- (vii) In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted details received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted blocked shares in the demat

account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

- (viii) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Eligible Shareholders holding Equity Shares in the physical form.
- (ix) The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- (x) Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc. that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- (xi) The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (xii) The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or ordinary post or courier to the seller member(s) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- (xiii) The Equity Shares accepted, bought and lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

16 REJECTION CRITERIA

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

16.1 For Eligible Shareholders holding shares in the dematerialized form if:

- (i) The Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- (ii) In the event of non-receipt of the completed tender form and other documents from the Eligible Shareholders who were holding physical Shares as on the Record Date and have placed their bid in demat form; or
- (iii) If there is a name mismatch in the dematerialized account of the Shareholder and the PAN; or
- (iv) Where exists any restraint order of a Court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

16.2 For Eligible Shareholders holding Equity Shares in physical form if:

The documents mentioned in the tender form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar before the close of business hours to the Registrar on or before Buy-back Closing Date;

- (i) There exists any restraint order of a court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists;
- (ii) If there is any other company share certificate enclosed with the tender form instead of the share certificate of the Company;
- (iii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- (iv) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate;
- (v) In the event the signature in the tender form and Form SH 4 do not match as per the specimen signature recorded with Company or Registrar;
- (vi) If the PAN cards (self-attested) of the shareholder and all the joint holders, are not submitted with the form.

16.3 Non-resident shareholders

All non-resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the non-resident Shareholder should obtain and enclose a letter from its authorised dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Shareholder from the appropriate account as specified by RBI in its approval. In case the non-resident Shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid shares accepted under the Buyback. If any of the above stated documents (as applicable) are not enclosed along with the tender form, the Equity Shares tendered under the Buyback are liable to be rejected.

17 COMPLIANCE OFFICER

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

Vivek Mishra
Head-Legal, Company Secretary and Compliance Officer
Address: Selenium, Tower B, Plot No. - 31 & 32, Financial District Nanakranguda, Serlingampally Hyderabad-500032 Telangana, India
Tel No.: +91 40 6716 2222
Contact Person: M Murali Krishna
Email: muralkrishna@kfinfintech.com
Website: www.kfinfintech.com
Investor Grievance Email: investorid@kfinfintech.com
SEBI Registration No.: INR00000221
CIN: L72400MH2017PLC44072

18 INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

KFINTECH
 EXPERIENCE TRANSFORMATION

Name: KFin Technologies Limited
Address: Selenium, Tower B, Plot No. - 31 & 32, Financial District Nanakranguda, Serlingampally Hyderabad-500032 Telangana, India
Tel No.: +91 40 6716 2222
Contact Person: M Murali Krishna
Email: muralkrishna@kfinfintech.com
Website: www.kfinfintech.com
Investor Grievance Email: investorid@kfinfintech.com
SEBI Registration No.: INR00000221
CIN: L72400MH2017PLC44072

19 MANAGER TO THE BUYBACK

ANANDRATHI
 INVESTMENT BANKING

Anand Rathi Advisors Limited
 11th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400013, Maharashtra, India
Tel. no.: + 91 22 4047 7120
E-mail: bcci.buyback@rathi.com
Website: <https://anandrathiib.com/>
Investor grievance e-mail: grievance.ecm@rathi.com
Contact person: Nikita Jaju
SEBI Registration Number: INM000010478

20 DIRECTOR'S RESPONSIBILITY

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

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

Sd/- Non-Executive Chairman DIN: 00017574	Sd/- Naveen Pandey Managing Director DIN: 09584377	Sd/- Vivek Mishra Head-Legal & Company Secretary Membership No. A21901
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Date : September 1, 2025
 Place : Mumbai

