bajaj CONSUMER CARE

April 2, 2019

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

Dear Sir/Madam,

Sub: SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT), as amended

Please note that in terms of Regulation 8.2, 9.1 and 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Board of Directors of the Company have approved amendment to the following codes/policies and a copy of each is enclosed.

1. Amendment to Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
2. Amendment to Code of Conduct for Regulating, Monitoring and Reporting of Trading under SEBI PIT.
3. A Whistle Blower Policy to Report Instances of Leak of Unpublished Price Sensitive Information and Procedures for Inquiry thereon.

The aforementioned codes/policies are also available on the website of the company www.bajajconsumercare.com.

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

Thanking you,

Yours faithfully,
For Bajaj Consumer Care Limited

Makarand Karnataki
Head-Legal & Company Secretary
Membership No.: ACS 14509

Encl: as above

BAJAJ CONSUMER CARE LIMITED

(Formerly Bajaj Corp Limited)

CIN: L01110RJ2006PLC047173
Registered Office: Old Station Road, Sevashram Chouraha, Udaipur 313 001, Rajasthan Tel.:+91-294 2561631/32, Website: www.bajajconsumercare.com, Email: complianceofficer@bajajconsumer.com

---

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Contents

1. Introduction 2

2. Applicability and effective date 2

3. Definitions 2

4. Code 3

5. Disclosures 5

6. Review and amendments 5

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') mandates the listed Companies to frame a Code of Practices and Procedures for fair and prompt dissemination of unpublished price sensitive information. Accordingly, Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been approved and implemented by the Board of Directors of the Company.

2. Applicability and effective date

This Code has been amended pursuant to amendment in Regulations and shall be applicable to Bajaj Consumer Care Limited (BCCL) with effect from April 1, 2019.

3. Definitions

"Board of Director" or **"Board"** means the Board of Directors of Bajaj Consumer Care Limited, as constituted from time to time.

"Company" means a company incorporated under the Companies Act, 2013 or under any previous company law.

"Code" means Code of practices & procedures for fair disclosure of unpublished price sensitive information framed under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

"'Compliance Officer' for the purpose of these regulations means, Company Secretary of the Company. In the absence of Company Secretary, the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

'Chief Investors Relations Officer' means a senior officer as may be designated from time to time.

'Designated Persons means**: -**

i. Directors; and
ii. such Employees and Connected Persons (including representatives of the auditors, accountancy firms, law firms, analysts, consultants, etc.) as identified by the Compliance Officer in consultation with the Board in line with the objectives of the Code.

"Regulations" means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereto.

4. Code

5.

4.1 Prompt Disclosure of Price Sensitive Information

Price Sensitive Information shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available. For this purpose, Price Sensitive Information means any information which relates directly or indirectly to the Company and which, if published is likely to affect the price discovery of shares of the Company. The following shall be deemed to be Price Sensitive Information:

i. Periodical financial results of the Company;
ii. Intended declaration of dividends (both interim and final);
iii. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
iv. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
v. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
vi. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
vii. Changes in Key Managerial Personnel;
viii. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time

4.2 Uniform and Universal dissemination of Unpublished Price Sensitive Information.

The price sensitive information shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and/ or by posting the same on official website of the Company i.e. www.bajajconsumercare.com. The Company shall use its best endeavours to avoid selective disclosure of price sensitive information. However, if any Information gets disclosed selectively or inadvertently or otherwise, endeavour shall be made to make generally available the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

4.3 Procedures for responding to any Queries on news reports and/or requests for verification of market rumors by regulatory authorities

i. Appropriate, fair & prompt response shall be submitted to all queries on news reports or requests for verification of market rumors received from regulatory authorities.

ii. Such replies shall be signed by the Compliance Officer/ Managing Director. In their absence, such replies shall be signed by Chief Financial Officer or the Vice President (Finance).

iii. In case the query/request has been received from a Stock Exchange, a copy of such reply shall be sent to other stock exchange(s) also where shares of the Company are listed.
iv. The Compliance Officer shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

4.4 Procedures for Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors etc.

i. Only Public information will be provided to Analysts/Research person and Institutional Investors. Alternatively, any unpublished price sensitive information given to Analysts/Research Person should be simultaneously made public at the earliest.

ii. In order to avoid misquoting or misrepresenting, it is desirable that two Company representatives be present at the meeting with Analysts and Institutional Investors and the discussion should be recorded and transcripts should be made and disseminated on the official website of the Company.

iii. Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response shall be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.

4.5 Need to know

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.

4.6 Sharing of Unpublished Price sensitive Information for legitimate purpose

The Unpublished Price Sensitive Information (UPSI) shall be shared in furtherance of legitimate purpose viz.:-

i. in the ordinary course of business with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants;
ii. in discharge of legal obligations or performance of duties

Provided that sharing of such UPSI shall not be carried out to evade or circumvent the Regulations.

4.7 Notifying recipient of UPSI

The recipient of UPSI pursuant to legitimate purpose shall become an insider who will be notified to maintain confidentiality of such UPSI.

4.8 **Digital database of recipient of UPSI**

A structured digital database shall be maintained containing the names of such persons or entities with whom UPSI is shared along with the permanent account number or any other identifier authorized by law where permanent account number is not available. Such database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non tampering of the database.

4.9 Monitoring and Co-ordinating dissemination of disclosures

The Compliance Officer shall act as Chief Investor Relations Officer and will be responsible for ensuring that the Company complies with the continuous disclosure requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code. He shall also be responsible for overseeing, monitor & co-ordinating dissemination of disclosure of price sensitive information to Stock Exchanges and stakeholders.

5. Disclosures

This Code and any amendment thereof will be published on the Company's official website (www.bajajconsumercare.com) and formulation and publication of the same shall be confirmed to the Stock Exchange(s) where the securities of the Company are listed.

6. Review and Amendments

The Board of Directors reserves the power to review and amend this code from time to time in such manner as may be decided by the Board of Directors.

*****

BAJAJ CONSUMER CARE LIMITED

(Formerly Bajaj Corp Limited)

CIN: L01110RJ2006PLC047173
Registered Office: Old Station Road, Sevashram Chouraha, Udaipur 313 001, Rajasthan Tel.:+91-294 2561631/32, Website: www.bajajconsumercare.com, Email: complianceofficer@bajajconsumer.com

---

CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING UNDER SEBI (PREVENTION OF INSIDER TRADING) REGULATIONS, 2015, AS AMENDED

Contents

1. Introduction..... 2
2. Applicability and effective date 2
3. Definitions 2
4. Role of Compliance Officer 4
5. Preservation of "Price Sensitive Information" 5
6. Trading Plans 6
7. Trading window and window closure 7
8. Pre-clearance of trades 7
9. Other Restrictions 9
10. Reporting requirements for transactions in securities 9
11. Dissemination of Price Sensitive Information 10
12. Penalty for contravention o the code of conduct 10
13. Disclosures 11
14. Review and Amendments 11
15. Assistance 11

1. Introduction

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') mandates the listed Companies to frame a Code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations. The Regulations were further modified vide notification dated December 31, 2018. Accordingly, Code of Conduct for regulating and reporting of trading under the Regulations has been approved and implemented by the Board of Directors of the Company.

2. Applicability and effective date

This modified Code shall be applicable to designated persons, their immediate relatives & Insiders from April 1, 2019.

3. Definitions

3.1 "**Act**" means the Securities and Exchange Board of India Act, 1992.

3.2 "**Board**" means Securities & Exchange Board of India.

3.3 "**Board of Directors**" means the Board of Directors of the Bajaj Consumer Care Limited, as constituted from time to time.

3.4 "**Code**" or "**Code of Conduct**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by designated persons, their immediate relatives & insiders as defined hereinunder.

3.5 "**Company**" means Bajaj Consumer Care Limited.

3.6 "**Compliance Officer**" means the Company Secretary of the Company appointed for the purpose of Regulations and the Code and report to the Board of Directors matters relating to the Code.

3.7 **Connected Person**" means:

(i) any person, who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company, whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established,

(a) An immediate relative of Connected Person specified in clause (i);or

(b) A holding, associate or subsidiary of the Company; or

(c) An intermediary as specified in Section 12 of the Act or an employee or director thereof; or

(d) An investment company, trustee company, asset management company or an employee or director thereof; or

(e) An official of a stock exchange or of clearing house or corporation; or

(f) A member of board of trustees of a mutual fund or a member of the board of Directors of the asset management company of a mutual fund or is an employee thereof; or

(g) A member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

(h) An official or an employee of a self-regulatory organization recognized or authorized by the Board; or

(i) A banker of the Company; or

(j) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

3.8 "**Dealing in Securities**" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

3.9 "**Designated Person(s)**"

The following categories of persons will be considered as 'Designated Persons ' for the purpose of this code:

3.5.1 All directors on the Board of the Company
3.5.2 Promoters of the Company
3.5.3 All Officers in grades E1, E2, E3, E4, M4 & Above
3.5.4 All Employees of the Company in Finance, Accounts, Legal, Treasury, Costing, MIS and Secretarial Department.
3.5.5 Any support staff of the Company such as IT staff or secretarial staff who have access to UPSI.
3.5.6 Employees of material subsidiaries designated on the basis of their functional role or access to UPSI;
3.5.7 Any other employee/ other Connected Person of the Company as may be designated/notified by the Company from time to time for meeting the objectives of the Code.

3.10 **Director**" means a member of the Board of Directors of the Company.

3.11 "**Employee**" means every employee of the Company, including the Directors in the employment of the Company.

3.12 **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.

3.13 **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities

3.14 "**Insider**" means any person who is, (i) a Connected Person; or (ii) in receipt of or possession of or having access to Unpublished Price Sensitive Information.

3.15 **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013

3.16 **"Legitimate Purpose"** shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Regulations.

3.17 **"Promoter" shall** have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

3.18 "**Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

3.19 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof, except units of a mutual fund;

3.20 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

3.21 "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly

3.22 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

3.23 **"UPSI"** or "**Unpublished Price Sensitive Information**" means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

i. Periodical financial results of the Company;
ii. Intended declaration of dividends (both interim and final);
iii. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
iv. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
v. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
vi. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
vii. Changes in Key Managerial Personnel; &
viii. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time

4. Role of Compliance Officer

4.1 The Board of Directors have appointed a Company Secretary as the Compliance Officer of the Company**.**

4.2 The Compliance Officer shall at quarterly intervals prepare a report on matters relating to Code to the Audit Committee or to the Board of Directors of the Company.

4.3 The Compliance Officer shall assist all Designated Persons in addressing any clarifications regarding the Regulations, as amended and the Code of Conduct.

5. Preservation of "Price Sensitive Information"

5.1 No Insider shall communicate, provide, or allow access to any UPSI relating to a Company or Securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

5.2 No person shall procure from or cause the communication by any Insider of UPSI relating to a Company or Securities listed or proposed to be listed, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

5.3 All persons receiving UPSI pursuant to Legitimate Purpose shall become Insider and due notice shall be given to such person to maintain confidentiality of such UPSI.

5.4 All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the Insider's Legitimate Purposes, performance of duties or discharge of his legal obligations.

Need to Know:

(i) "need to know" basis means that UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(ii) All non-public information directly received by any employee should immediately be reported to the head of the department

5.5 Notwithstanding anything contained herein, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the Takeover regulations where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the Takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

5.6 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

6. Trading Plans

6.1 The Designated Persons shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

6.2 Trading Plan shall:

(i) not entail commencement of trading on behalf of the Designated Persons earlier than six months from the public disclosure of the plan;

(ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

(iii) entail trading for a period of not less than twelve months;

(iv) not entail overlap of any period for which another trading plan is already in existence;

(v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

(vi) not entail trading in securities for market abuse.

6.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

6.4 The Trading Plan once approved shall be irrevocable and the Designated Persons shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Designated Persons is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such UPSI becomes generally available information.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan."

6.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

7. Trading Window and Window Closure

7.1 Trading window shall mean a notional trading window which shall be used as an instrument of monitoring trading by Designated Persons.

i. Trading window will be closed from the end of every quarter till 48 hours after the declaration of financial results for that quarter. The trading window shall also be closed when the Compliance Officer determines that Designated Persons/class of Designated Persons or Connected Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI related.

ii. When the trading window is closed, the Designated Persons and their immediate relatives shall not trade in the Company's securities.

iii. All Designated Persons and their immediate relatives shall conduct their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed or during any other period as may be specified by the Company from time to time.

7.2 The Compliance Officer shall intimate the closure of trading window to all the Designated Persons when he determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates.

7.3 The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

7.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

8. Pre-clearances of trade

8.1 All Designated Persons, either on their own or through their immediate relatives, who intend to deal in the securities of the Company when the trading window is opened and if the volume and value of the proposed trade, whether in one transaction or a series of transactions over any calendar quarter, exceeds 500 shares or Rs. 2 lacs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. Provided that the pre-clearance norms shall not be applicable for (i) a trade executed as per the approved trading plan; and (ii) pursuant to exercise of stock options upon vesting under Company's Employee Stock Option Plan ("ESOP Plan"). However, any subsequent sale of shares acquired under the ESOP Plan shall be subject to pre-clearance procedure. However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the trading window is not closed and hence he/she/it shall not be allowed to trade. The pre-clearing procedure shall be hereunder:

(i) An application may be made in the prescribed Form I to the Compliance Officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such

depository mode and such other details as may be required by any rule made by the company in this behalf.

(ii) An undertaking as provided in Form I shall be signed/executed in favour of the Company by such Designated Person incorporating, *inter alia,* the following clauses, as may be applicable:

(a) That the Designated Person and their immediate relatives does not have any access or has not received

(i) "Price Sensitive Information" up to the time of signing the undertaking.

(ii) That in case the Designated Person and their immediate relative has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

(iii) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

(iv) That he/she has made a full and true disclosure in the matter.

(iii) All Designated Persons and their immediate relatives shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. The Designated Person shall file within 2 (two) trading days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form C. In case the transaction is not undertaken, a report to that effect shall be filed in the prescribed Form II.

(iv) If the order is not executed within seven trading days after the approval is given, the Designated Persons and their immediate relatives must pre-clear the transaction again.

(v) All Designated Persons & their immediate relatives who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six (6) months following the prior transaction. However, restriction on contra trade shall not be applicable for (a) trades carried out in accordance with an approved trading plan; & (b) sale of shares under the Company's ESOP Plan, provided the Designated Person is not in possession of UPSI at the time of sale. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

(vi) In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

(vii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

8.2 Creation of pledge or invocation of pledge is allowed when trading window is closed. However, the pledgor or pledgee may demonstrate that the creation of pledge or invocation of pledge was bona fide and prove their innocence under proviso to sub-regulation (1) of regulation 4 of the Regulations.

8.3 Obligations of Designated Persons

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

a. immediate relatives
b. persons with whom such Designated Person(s) shares a material financial relationship
c. Phone, mobile and cell numbers which are used by them
d. the names of educational institutions from which Designated Persons have graduated and names of their past employers on a one time basis.

The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions."

9. **Other Restrictions**

9.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

9.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

9.3 The disclosures made under this Code shall be maintained for a period of five years.

10. **Reporting requirements for transactions in securities**

Initial Disclosure

10.1 Every promoter/ Key Managerial Personnel / Director of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form A .

10.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form B.

Continual Disclosure

10.3 Every Promoter, Designated Person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lacs.

The disclosure shall be made within 2 trading days of:

(a) the receipt of intimation of allotment of shares,

(b) the acquisition or sale of shares or voting rights as the case may be

Disclosure by the Company to the Stock Exchange(s)

10.4 Within 2 trading days of the receipt of intimation under Clause 10.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

10.5 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

11. Dissemination of Price sensitive information

11.1 No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

11.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

12. Penalty for contravention of the code of conduct

12.1 Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

12.2. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

12.3 Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in employee stock option plans, etc.

12.4 The violation of Code by Designated Persons will be suitable informed to Board.

12.5 T h e action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations,2015.

13. Disclosures

This Code and any amendment thereof will be published on the Company's official website (www.bajajconsumercare.com) and shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed.

14. Review and amendments

The Board of Directors reserves the power to review and amend this code from time to time in accordance with the in the manner as may be decided by the Board of Directors.

15. Assistance

For any assistance, advice or clarification on any questions, doubts or difficulties that may arise in the interpretation of this Code, you may contact the following persons:

Sr. no	Name & Designation	Contact Number	Email address
1.	Mr.D.K.Maloo, C.F.O.	0294-2561631/32	dkmaloo@bajajconsumer.com
2.	Mr. Makarand Karnataki Head-Legal & Company Secretary	022-22049056/58/8633	makarand.karnataki@bajajconsumer.com

BAJAJ CONSUMER CARE LIMITED

CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNAED PERSONS

FORM – I (Refer Clause 8.1)

APPLICATION TO DEAL IN SECURITIES OF BAJAJ CONSUMER CARE LIMITED

To: Compliance Officer

From: Name of the Director/ Employee:

Designation :

Employee Reference No. :

Department / Unit :

Location :

-

I hereby give notice that I propose to carry out the following transaction:

Transaction Sale / Purchase	No. of Shares/ Derivatives proposed to be bought/sold	DP & Client Id No (In case of Demat)

UNDERTAKING

I hereby undertake and confirm :

a) that I do not have any access or have not received price sensitive information up to the time of signing this undertaking.

b) that in case I access to or receive any price sensitive information after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.

c) that I have not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

d) that I have made a full and true disclosure in this application.

Name:

Date :

(Signature)

BAJAJ CONSUMER CARE LIMITED

CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS

FORM – II (Refer Clause 8.1(iii))

REPORT ON REASON FOR NOT COMPLETING THE APPROVED TRANSACTION

To: Compliance Officer

From: Name of the Director/ Employee

:

Designation :

Employee Reference No. :

Department / Unit :

Location :

I hereby give reasons for not executing the approved transaction as per the following details:

Date of Pre-clearance	No. of Shares/ Derivatives proposed to be bought/sold	DP & Client Id No (In case of Demat)	Reasons

Name

Signature

Date

BAJAJ CONSUMER CARE LIMITED

CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS

FORM – IA (Refer Clause 8.1)

LIST OF RELATIVES/IMMEDIATE RELATIVES

1.	Spouse	:
2.	Father (including step-father)	:
3.	Mother (including step-mother)	:
4.	Son's (including step-son)	:
5.	Son's Wife	:
6.	Daughter	:
7.	Daughter's husband	:
8.	Brother's (including step-brother)	:
9.	Sister (including step-sister)	:
10.	If you are member of Hindu Undivided Family names of members of such HUF	:

Name

Signature

Date

BAJAJ CONSUMER CARE LIMITED

CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS

FORM - II (Refer Clause 9.2) APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

To: Compliance Officer

From: Name of the Director/ Employee

:

Designation :

Employee Reference No. :

Through: Department Head

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under the BCCL CODE OF INTERNAL PROCEDURE AND CONDUCT FOR PREVENTION OF INSIDER TRADING, 2002 with respect to shares of the Company held by me/ (name of family dependent)/jointly acquired by me on _____(date). I desire to deal in the said shares on account of the under-mentioned emergency [mention reasons in brief along with supporting documents]

Thanking you,

Yours faithfully,

Signature
Name

Date:

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors/ immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc)	No	
1	2	3	4	5

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors/ immediate relatives/others etc)	Date of appointment of Director /KMP OR Date of becoming	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholdi
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc)	No	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company:
ISIN of the company:

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP/Directors/ Immediate Relative to/others. etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures Etc.)	No	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures Etc.)	No. and % of Shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature:
Designation:
Date:
Place:

FORM D (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact contact nos. other connected persons as identified by the company	Connection with the Company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ I n t e r -se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures Etc.)	No	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures Etc.)	No. and % of Shareholding	Fro	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name :

Signature:

Place:

BAJAJ CONSUMER CARE LIMITED

(Formerly Bajaj Corp Limited)

CIN: L01110RJ2006PLC047173
Registered Office: Old Station Road, Sevashram Chouraha, Udaipur 313 001, Rajasthan Tel.:+91-294 2561631/32, Website: www.bajajconsumercare.com, Email: complianceofficer@bajajconsumer.com

---

WHISTLE BLOWER POLICY TO REPORT INSTANCES OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION & PROCEDURES FOR INQUIRY THEREON

Contents

1. Regulation 1
2. Objective 1
3. Effective Date 1
4. Definitions 1
5. Reporting of leak of UPSI 2
6. Protection of the complainant 2
7. Internal Inquiry Committee 2
8. Process and Procedure for Inquiry into leak of UPSI 2
9. Preventive measures 3
10. Disciplinary Action 3
11. Intimation to SEBI 4
12. Review and Amendments 4

WHISTLE BLOWER POLICY TO REPORT INSTANCES OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION & PROCEDURES FOR INQUIRY THEREON

[Pursuant to Regulation 9A of Securities & Exchange Board of India (Prohibition of Insider Trading) Amendment Regulations 2018]

1. Regulation

The Securities & Exchange Board of India (SEBI) has amended "Prohibition of Insider Trading Regulations, 2015" (Amended Regulations) vide its Notification dated December 31st, 2018 and made it effective from April 1, 2019. The Amended Regulations require every listed company to formulate a written policy and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information which shall be approved by the board of directors of the company and initiate appropriate inquiries on becoming aware of leak of such unpublished price sensitive information and inform the SEBI promptly of such leaks, inquiries and results of such inquiries. Furthermore, the Amended Regulations also require formulation of a whistle blower policy to enable employees to report instances of leak of Unpublished Price Sensitive Information.

2. Objective

The objective of this policy is to strengthen the internal controls and lay down procedures to be followed while inquiring into the instances of leak or suspected leak of Unpublished Price Sensitive Information. The policy also provides for whistle blower mechanism to enable employees to report instances of leak of Unpublished Price Sensitive Information.

3. Effective Date

This policy shall be applicable from April 1, 2019.

4. Definitions

4.1 "Company" means Bajaj Consumer Care Limited.

4.2 "Compliance Officer" means Company Secretary appointed under SEBI (prohibition of Insider Trading) Regulations, 2015.

4.3 "Internal Inquiry Committee" means Committee consisting of Managing Director, Chief Financial Officer, an Internal auditor and Company Secretary formed for the purpose of inquiry into leak of UPSI.

4.4 "Leak of Unpublished Price Sensitive Information" means leak by any measure of price sensitive information prior to the official announcement made by the Company to Stock exchanges.

4.5 "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification.

4.6 "Unpublished Price Sensitive Information" or "UPSI" means any information relating to Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available is likely to materially affect the price of the Securities and shall ordinarily including but not restricted to, information relating to the following :-

i. Periodical financial results of the Company;
ii. Intended declaration of dividends (both interim and final);
iii. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
iv. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
v. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
vi. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
vii. Changes in Key Managerial Personnel; and
viii. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.

5. Reporting of leak of UPSI

The employees of the Company can report the issue of leak or suspected leak of UPSI to any member of the Internal Inquiry Committee either by email, in person or by letter. Such employees can remain anonymous or disclose their identity if he or she so desire.

6. Protection of the complainant

The employees who report leak of UPSI and assist in any inquiry or investigation will be protected against retaliation, harassment or discrimination. The identity of the complainant shall be kept confidential and hence such issues of leak of UPSI shall be reported without any fear of retaliation.

7. Internal Inquiry Committee

An internal inquiry committee ("Committee") consisting of Managing Director, Chief Financial Officer, Internal Auditor and Compliance Officer or any other officer as may be decided by the Managing Director shall inquire into instances of leak or suspected leak of Unpublished Price Sensitive Information.

8. Process and Procedure for Inquiry into leak of UPSI

The Committee shall promptly meet on becoming aware of instances of leak or suspected leak of UPSI. All complaints will be investigated professionally and in a fair manner. The specific action to be initiated will be decided based on the nature and gravity of the reported issue or circumstances or the quality of information provided. More particularly, the Committee shall follow below process in inquiring the instances of leak of UPSI :-

i. Review the contents of the complaint/instances of leak of UPSI.
ii. The Committee shall then conduct a preliminary inquiry which will enable the Committee to decide appropriate course of action.
iii. Based on the findings in the preliminary inquiry, the Committee shall decide whether to proceed to investigate the issue or close it.
iv. If the Committee decides to investigate the issue further, it shall conduct such further inquiry as it may deem fit and collect all evidences in the matter.

v. The Committee may take such internal or external assistance as it may think proper in order to gather all facts and arrive at a conclusion as to the leak of UPSI.
vi. The investigation shall be conducted within a period of 30 days from the date of becoming aware of such leak or suspected leak of UPSI.

9. Preventive measures

The Committee shall undertake such preventive measures as to strengthening of internal control system to prevent the leak of UPSI. Such measures shall include identification and marking of UPSI, sensitization of employees and other intermediaries/fiduciaries to maintain confidentiality, execution of confidentiality agreements, notifying persons receiving UPSI stating safeguards etc.

10. Disciplinary Action

The Committee shall take disciplinary action against the person responsible for leak of UPSI which may include suspension, termination for repetitive offenders, wage freeze, claw back of benefits etc. as may be decided on case to case basis.

11. Intimation to SEBI

The Committee shall promptly inform SEBI the instances of leak or suspected leak of information. The result of inquiry conducted shall also be communicated to SEBI immediately on conclusion of such inquiry along with action initiated to prevent such leak of such UPSI.

12. Review and Amendments

The Board of Directors shall review and amend this policy from time to time to meet the requirements of law.

****