

bajaj CONSUMER CARE

Date: June 21, 2024

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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Sub: Buyback of not exceeding 57,41,000 fully paid-up equity shares of face value of INR 10/- each (the "Equity Shares") of Bajaj Consumer Care Limited (the "Company") at a price of INR 290 per Equity Share through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended and the Companies Act, 2013, as amended ("Buyback").

Dear Sir/Madam,

The Company is undertaking the Buyback through the tender offer process, in accordance with the Companies Act, 2013, as amended ("Companies Act") and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and other applicable laws, if any.

Pursuant to Regulation 5(v) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, please find enclosed copy of the special resolution for the buyback of equity shares, passed by the members through postal ballot.

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 of the SEBI (Buy-back of Securities) Regulations, 2018, the Company has published a public announcement dated June 20, 2024 for the Buyback ("Public Announcement") on June 21, 2024, 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

In relation to the Buyback, we hereby submit the following for your record:

1. A certified true copy of the board resolution dated May 8, 2024, passed by the directors of the Company approving the Buyback (**Annexure I**).
2. A certified true copy of the resolution dated June 20, 2024, passed by the shareholders of the Company approving the Buyback (**Annexure II**).
3. A copy of the Public Announcement dated June 20, 2024 that has been published in the newspapers as above aforesaid newspapers (**Annexure III**);

The above information is also being made available on the Company's website at www.bajajconsumercare.com.

Kindly acknowledge.

Thanking you,

Yours faithfully,

For **BAJAJ CONSUMER CARE LIMITED**


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

Encl: As above

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON MAY 8, 2024, AT THE BOARD ROOM, 2ND FLOOR, BAJAJ BHAWAN, NARIMAN POINT, MUMBAI 400 021

BCCL/BM/08.05.2024/05

Approval for buyback equivalent to maximum 25% of paid-up capital and free reserves through Tender Offer Route

“RESOLVED THAT pursuant to provisions of Article 62 of the Articles of Association of the Company and 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 (Buy-Back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) (including any statutory amendment(s), alteration(s) modification(s) and re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations for the time being in force) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (“SEBI”), 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”), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed to by the Board of Directors of the Company, the consent of the Board of Directors of the Company (“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 this resolution) and subject to the approval by the shareholders by way of a special resolution through postal ballot, be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares having a face value of INR 1/- (Indian Rupees One only) each (“Equity Shares”), not exceeding 57,41,000 Equity Shares (representing 4.02 % of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2024), at a price of INR 290/- (Indian Rupees Two Hundred and Ninety only) per Equity Share payable in cash for an aggregate amount not exceeding INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, filing fees to SEBI and any other appropriate authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges (“Transaction Costs”), (such maximum amount hereinafter referred to as the “Buyback Size”) which represents 19.25% and 20.00% 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 for the financial year ended March 31, 2024.] respectively (being the latest audited financial information 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, from all the shareholders/ beneficial owners of the Equity Shares of the Company, including promoters and members of the promoter group, and persons acting in concert as on a record date, which may be fixed as the record date by the Board / Buyback Committee (as defined below) for the purpose of buyback of Equity Shares of the Company (“Record Date”), through the tender offer route (“Tender Offer”), on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the “Buyback”). The term “Promoter” will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, as on Record Date.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (including promoters and members of promoter group) as on Record Date, on a proportionate basis, provided that either 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

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as per their shareholding whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations (“Small Shareholders”).

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “*Mechanism for acquisition of shares through Stock Exchange*” 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 and the Company shall approach BSE Limited (“BSE”) or National Stock Exchange of India Limited (“NSE”), as may be required, for facilitating the same.

RESOLVED FURTHER THAT, all the shareholders of the Company, as on the Record Date, including 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.

RESOLVED FURTHER THAT, in terms of Regulation 4 of the SEBI Buyback Regulations, the proposed Buyback be implemented from the existing shareholders 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 under the applicable laws.

RESOLVED FURTHER THAT the Buyback from shareholders/ beneficial owners of Equity Shares who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the Company’s current balances of cash and cash equivalents, current investments, and/or internal accruals of the Company (and not from any borrowed funds), whether secured or unsecured, of any form and nature, for paying the consideration to the shareholders who have tendered their shares in the Buyback, and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT, confirmation is hereby made by the Board that:

- (i) all Equity Shares of the Company are fully paid up;
- (ii) the Company shall not issue any Equity Shares or other specified securities from the date of this resolution including by way of bonus issue 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;
- (iii) in terms of the Companies Act and the SEBI Buyback Regulations, 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 such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- (iv) Unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, 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 Buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;

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- (v) 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;
- (vi) the aggregate maximum amount of the Buyback i.e. INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) does not exceed 25% of the aggregate of the paid-up capital and free reserves based on both audited standalone and consolidated financial statements of the Company as on March 31, 2024;
- (vii) the number of Equity Shares proposed to be purchased under the Buyback i.e. 57,41,000 (Fifty Seven Lakhs Forty One Thousand Only) 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 March 31, 2024;
- (viii) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (ix) the Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the Buyback period i.e. 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;
- (x) the Company shall not withdraw the Buyback offer after the letter of offer is filed with the SEBI;
- (xi) 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;
- (xii) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- (xiii) 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;
- (xiv) the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- (xv) there are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- (xvi) the Company will not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- (xvii) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2024;
- (xviii) 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;
- (xix) 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

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shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;

- (xx) the Buyback shall not result in delisting of the Equity Shares from NSE and BSE (“Stock Exchanges”).
- (xxi) the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- (xxii) the Company will obtain prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender;
- (xxiii) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of this resolution till the closing of the Buyback offer;
- (xxiv) the Company shall not allow buyback of its shares unless the consequent reduction of its share capital is affected;
- (xxv) that the Company has not completed a buyback of any of its securities during the period of one year immediately preceding the date of this Board Meeting; and
- (xxvi) 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.

RESOLVED FURTHER THAT, the Board takes hereby takes on record the draft of the report issued by Chopra Vimal & Co., statutory auditors of the Company, as required under clause (xi) of Schedule I of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT, as required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company including the projections and also considering all contingent liabilities, and has formed an opinion that:

- (i) immediately following the date of this resolution, and date on which the result of the special resolution passed by the shareholders’ by way of postal ballot (“Postal Ballot 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 date of this resolution, as well as for the year immediate following the date of the Postal Ballot 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 Postal Ballot 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).

Shareholders’ Approval for the Buyback

RESOLVED FURTHER THAT, the approval of the shareholders by way of a special resolution through postal ballot be sought and the draft of the notice for the postal ballot (“Postal Ballot Notice”), and the accompanying explanatory statement as circulated to the Board be and is hereby approved.

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RESOLVED FURTHER THAT Vivek Mishra, Head – Legal and Company Secretary be and is hereby authorized to (i) finalise, sign and issue the Postal Ballot Notice and the accompanying explanatory statement (ii) appoint an agency for providing the electronic platform for e-voting on suitable terms (iii) carry out all incidental activities in connection with obtaining approval of the shareholders by a special resolution, including dating of the Postal Ballot Notice and (iv) do all such acts, deeds and things as may be necessary to give effect to this resolution and in connection with the Buyback.

Objectives of the Buyback

RESOLVED FURTHER THAT, the Buyback is being proposed in keeping with the Company's desire to [(a) optimize returns to shareholders; (b) enhance overall shareholders value; and (c) optimize the capital structure]

Constitution of the Buyback Committee

RESOLVED FURTHER THAT the powers of the Board in respect of Buyback be and are hereby delegated to the committee comprising Mr. Kushagra Bajaj (DIN: 00017575), Non-Executive Chairman, Mr. Jaideep Nandi (DIN: 06938480), Managing Director and Mr. Vimal Chandra Nagori (DIN: 00347585), Non-Executive, Non-Independent Director (the "Buyback Committee").

RESOLVED FURTHER THAT, the Buyback Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to:

- (i) finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback, making any amendment(s) and modification(s) to such terms as may be prescribed by the Appropriate Authorities or such other acts & things as they may deem fit which may be necessary to obtain the approval from the shareholders;
- (ii) make any alteration(s), modification(s), to the terms and conditions of the Buyback, including amendment of buyback price (subject to overall buyback size) in accordance with the statutory requirements and as may deem necessary.
- (iii) Finalise the Record Date (as defined above) in relation to the Buyback, in accordance with applicable law.
- (iv) opening, operating and closing of all necessary accounts for this purpose, including bank accounts, share escrow account, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts;
- (v) negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;
- (vi) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- (vii) appointing and finalizing the terms of designated stock exchange, merchant bankers, buying brokers, escrow agents, registrars, legal counsel, printers, depository participants, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- (viii) preparing, approving, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including affidavit for declaration of solvency, public announcement, letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement, including addendum or corrigendum, if any, which are required to be filed/done in connection with the Buyback with SEBI, stock exchange, RoC, National Securities Depository Limited, Central Depository Services (India) Limited, together referred as ("**Depositories**") and the Appropriate Authorities, on behalf of the Board;

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- (ix) extinguishment of the Equity Shares bought back by the Company, and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;
- (x) decide the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;
- (xi) providing such confirmations and opinions as may be required in relation to the Buyback;
- (xii) creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- (xiii) to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and read with SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any further amendments thereof;
- (xiv) to sign, execute and deliver such documents as may be necessary with regard to the Buyback and use of common seal of the Company wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RoC, stock exchanges, depositories and / or other Appropriate Authorities;
- (xv) making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
- (xvi) settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
- (xvii) carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- (xviii) obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required under applicable laws;
- (xix) giving any information, explanation, declarations and confirmation in relation to the public announcement, letter of offer as may be required by the relevant authorities;
- (xx) To pay to the shareholders consideration for shares bought back pursuant to the Buyback;
- (xxi) To issue, furnish and make disclosures, certificates, returns, confirmations etc. as may be required under the Companies Act, SEBI Buyback Regulations or other applicable law and to file such documents with the relevant persons as may be required under the Companies Act, SEBI Buyback Regulations or other applicable law;
- (xxii) verifying offer/acceptances received and finalizing basis of acceptance;
- (xxiii) To make and file 'Compliance Certificate' as required under the SEBI Buyback Regulations;
- (xxiv) To file Return of Buyback with Registrar and other statutory authorities and to maintain Register of Securities bought back;
- (xxv) appointment of legal counsel, bankers, brokers, depository participants and other intermediaries, agencies, advisors, advertising agencies, consultants or representatives and to decide and settle the

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remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc and enter into agreements/ letters in respect thereof;

- (xxvi) To authorize the merchant bankers, Registrar or other agencies appointed for the purpose of buyback to carry out any of the activities of the Buy Back;
- (xxvii) to do all such acts, deeds, matters and things incidental and in connection with the Buyback and deliver such documents as may be necessary, desirable and expedient; and
- (xxviii) delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.
- (xxix) any other ancillary activities related to buyback process.

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members (including at least one director of the Company) and Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and may approve the above resolutions including by way of circular resolutions.

Appointment of Compliance Officer and Registrar to the Buyback

RESOLVED FURTHER THAT Mr. Vivek Mishra, Head-Legal & Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback, and KFin Technologies Limited, Registrar to the Buyback be and is hereby designated as the investors service centre, as required under regulation 24(iii) of the SEBI Buyback Regulations.

Appointment of the Manager to the Buyback

RESOLVED FURTHER THAT the Board hereby takes on record the engagement letter dated May 8, 2024, setting out the terms as mutually agreed between the Company and IIFL Securities Limited, and the appointment of IIFL Securities Limited as the merchant banker to the Buyback or manager to the Buyback in accordance with the Companies Act, as amended and SEBI Buyback Regulations, be and hereby ratified and approved.

Appointment of the Legal Counsel for the Buyback

RESOLVED FURTHER THAT the Board hereby takes on record the engagement letter dated May 8, 2024, setting out the terms as mutually agreed between the Company and IndusLaw, and the appointment of IndusLaw as legal counsel in relation to the Buyback be and hereby ratified and approved.

Appointment of the Ad Agency for the Buyback

RESOLVED FURTHER THAT Signpost India Limited (Division: Pressman Advertising) be and is hereby appointed as the advertisement agency for the Buyback at such fees as may be mutually agreed with them;

Appointment of the Buying Broker and Escrow Agent

RESOLVED FURTHER THAT IIFL Securities Limited be and is hereby appointed as the buying broker for the Buyback, to inter alia carry out the activities as brokers under the SEBI Buyback Regulations, on terms and conditions as may be mutually decided, and the consent of the Board be and is hereby accorded to open a depository account and a trading account with IIFL Securities Limited in connection with and for the purpose of the Buyback.

RESOLVED FURTHER THAT the Company shall, before opening of the Buyback offer, create an escrow account, either in form of bank guarantee or cash deposit or a combination thereof, towards security performance of its obligations as may be prescribed under the Companies Act and the SEBI Buyback Regulations and, on such terms, and conditions as the Board or the Buyback Committee thereof may deem fit.

RESOLVED FURTHER THAT an escrow account, and a Special Account in the name and style of “Bajaj Consumer Care Limited – Escrow Account – Buyback 2024” be opened with ICICI Bank Limited and a Special Account in the name and style of “Bajaj Consumer Care Limited – Special Escrow Account-Buyback 2024” be opened with ICICI Bank Limited (“Escrow Agent”) at Nariman Point Branch for the purpose of the Buyback and the Company shall in accordance with the provisions of the SEBI Buyback Regulations, as and by way of security,

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for the performance of its obligations under the SEBI Buyback Regulations, enter into an escrow arrangement and agreements with the Escrow Agent and the manager to the Buyback and before the opening of the Buyback, deposit in the Escrow Account requisite amount in accordance with Regulation 9(xi) of the SEBI Buyback Regulations and the manager to the Buyback be and is hereby authorized to operate the Escrow Account in accordance with the SEBI Buyback Regulations.

RESOLVED FURTHER THAT IIFL Securities Limited is authorized to operate the Escrow Accounts and instruct the Escrow Agent to make the payment of the amount lying to the credit of the Escrow Account in accordance with the SEBI Buyback Regulations and/or the directions of SEBI.

RESOLVED FURTHER THAT any one of the following Director(s)/Officer(s) of the Company:

S.No.	Name	Present Designation
1.	Mr. Jaideep Nandi (DIN: 06938480)	Managing Director
2.	Mr. D. K. Maloo	Chief Financial Officer
3.	Mr. Vivek Mishra	Head-Legal & Company Secretary
4.	Mr. Richard D'Souza	AVP – Finance
5.	Mr. Bhavik Mistry	AGM - Finance

be and are hereby jointly and/or severally authorized to finalise and make necessary changes as may be required and sign and issue the Public Announcement, Letter of Offer and Post Buy-back Announcement and addendum/corrigendum thereto, all relevant forms, documents, applications, consents, undertakings, declarations, confirmation and such other documents and to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buy-back.

RESOLVED FURTHER THAT any one of the following Director(s)/Officer(s) of the Company:

S.No.	Name	Present Designation
1.	Mr. Jaideep Nandi (DIN: 06938480)	Managing Director
2.	Mr. D. K. Maloo	Chief Financial Officer
3.	Mr. Vivek Mishra	Head-Legal & Company Secretary
4.	Mr. Richard D'Souza	AVP – Finance
5.	Mr. Bhavik Mistry	AGM - Finance

be and are authorized jointly and/or severally to execute/perform the acts, deeds, documents, letters and things in the name and on behalf of the Company, as may be required, to execute the escrow agreement and deposit therein the escrow amount as required under the SEBI Buyback Regulations.

Adoption of Declaration of Solvency

RESOLVED THAT in terms of Section 68(6) of the Companies Act, 2013 read with Regulation 8(i)(b) of the SEBI (Buyback of Securities) Regulations, 2018, as amended, the Board hereby adopts the Statement of Assets and Liabilities in the prescribed Form SH-9 as at March 31, 2024 on standalone and consolidated basis as per draft placed before the Board and authorizes Mr. Jaideep Nandi (DIN: 06938480), (*Managing Director* and Mr. Kushagra Bajaj (DIN: 00017575), Non-Executive Chairman, to sign the same.

RESOLVED FURTHER THAT as required under the provisions of Section 68(6) of the Companies Act, 2013 and Regulation 8(i)(b) of the SEBI (Buyback of Securities) Regulations, 2018, as amended, the draft of the declaration of solvency along with its annexures thereof be and is hereby approved for filing with the Registrar of Companies, Rajasthan, Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited after having it verified by an affidavit and that Mr. Jaideep Nandi (DIN: 06938480), Managing Director and any one of the Directors of the Company be and are hereby authorized to sign the same on behalf of the Board."

Miscellaneous

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary be and is hereby authorised to sign the certified true copy/extracts of the above resolution and be forwarded to the concerned persons or authorities, as may be required.

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

RESOLVED FURTHER THAT, no information/ material likely to have a bearing on the decision of the shareholders has been/ shall be suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations.

RESOLVED FURTHER THAT, nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buy back any equity shares of the Company, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT, the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that Mr. Vivek Mishra, Head-Legal & Company Secretary of the Company be and is hereby authorized to authenticate the entries made in the said register.

RESOLVED FURTHER THAT, the particulars of the Equity Share certificates extinguished shall be furnished by the Company to the stock exchanges within seven days of such extinguishment and the dematerialised Equity Shares shall be extinguished in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. Vivek Mishra, Head-Legal & Company Secretary be and is hereby authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT Mr. Vivek Mishra, Head-Legal & Company Secretary be and is hereby authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations.

RESOLVED FURTHER THAT any of the directors of the Company and /or the Company Secretary for the time being, be and are hereby severally authorized to file necessary e-forms with the RoC, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolution.

**\\Certified to be True Copy\\
For Bajaj Consumer Care Limited**



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

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

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (DATE OF DECLARATION OF RESULT: JUNE 20, 2024)

Approval for buyback by the Company of its fully paid-up equity shares having a face value of INR 1/- each ("Equity Shares"), not exceeding 57,41,000 Equity Shares (representing 4.02 % of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2024), at a price of INR 290/- per Equity Share payable in cash for an aggregate amount not exceeding INR 16,649 lakh.

RESOLVED THAT pursuant to provisions of Article 62 of the Articles of Association of the Company and 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 (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") (including any statutory amendment(s), alteration(s) modification(s) and re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations for the time being in force) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("SEBI"), 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"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed to by the Board of Directors of the Company, the consent of the Board of Directors of the Company ("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 this resolution), be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares having a face value of INR 1/- (Indian Rupees One only) each ("Equity Shares"), not exceeding 57,41,000 Equity Shares (representing 4.02 % of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2024), at a price of INR 290/- (Indian Rupees Two Hundred and Ninety only) per Equity Share payable in cash for an aggregate amount not exceeding INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakh only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax 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"), (such maximum amount hereinafter referred to as the "Buyback Size") which represents 19.25% and 20.00% of the aggregate of the Company's paid-up equity capital and free reserves as per the latest audited standalone financial statements and audited consolidated financial statements for the financial year ended March 31, 2024 respectively (being the latest audited financial information 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, from all the shareholders/

beneficial owners of the Equity Shares of the Company, including promoters and members of the promoter group, and persons acting in concert as on a record date, which may be fixed as the record date by the Board / Buyback Committee for the purpose of buyback of Equity Shares of the Company ("Record Date"), through the tender offer route ("Tender Offer"), on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback"). The term "Promoter" will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, as on Record Date.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (including promoters and members of promoter group) as on Record Date, on a proportionate basis, provided that either 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.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" 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 and the Company shall approach BSE Limited ("BSE") or National Stock Exchange of India Limited ("NSE"), as may be required, for facilitating the same.

RESOLVED FURTHER THAT, all the shareholders of the Company, as on the Record Date, including 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.

RESOLVED FURTHER THAT, in terms of Regulation 4 of the SEBI Buyback Regulations, the proposed Buyback be implemented from the existing shareholders 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 under the applicable laws.

RESOLVED FURTHER THAT the Buyback from shareholders/ beneficial owners of Equity Shares who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Committee ("Buyback Committee") / any one or more Director(s)/Officer(s)/Authorized Representative(s) of the Company to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including

the dates of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback; deciding the Record Date for the purposes of Buyback; appointment and finalization of intermediaries/ agencies/persons, as may be required, for the implementation of the Buyback; preparing, finalizing, signing and filing of the affidavit for declaration of solvency, public announcement, letter of offer with the BSE and the NSE and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI and RBI; and initiating all necessary actions for preparation and issue of various documents including public announcement and letter of offer, and using the common seal of the Company wherever necessary on relevant documents required to be executed; opening, operation and closure of necessary accounts including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts, negotiating and execution of escrow arrangement(s) as required under the SEBI Buyback Regulations, earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishing dematerialized shares and physically destroying share certificates in respect of the Equity Shares bought back by the Company, filing of 'compliance certificate' as required under the SEBI Buyback Regulations; filing return of Buyback with RoC and other statutory authorities and maintaining register of securities bought back; deciding the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account; verifying offer/acceptances received, finalizing basis of acceptance, paying the members consideration for shares bought back pursuant to the Buyback; providing such confirmations and opinions as may be required in relation to the Buyback; filing of 'certificate of extinguishment' required to be filed in connection with the Buyback on behalf of the Board and filing such other undertakings, agreements, papers, documents and correspondence, as may be required to be filed in connection with the Buyback with the SEBI, RBI, Government of India, BSE, NSE, RoC, Depositories and / or other relevant authorities and to do all such acts, deeds, matters and things incidental and in connection with the Buyback and deliver such documents as may be necessary, desirable and expedient.

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on any shareholder to offer, and/or any obligation on the part of the Company or the Board or the Buyback Committee to buyback any shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or the Buyback Committee be and are hereby jointly and/or severally empowered and authorized on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorized by the Board may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.



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

To consider and approve buyback of equity shares of the Company

The Board of Directors of the Company ("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 this resolution) at its meeting on May 8, 2024 ("Board Meeting"), and pursuant to provisions of Article 62 of the Articles of Association of the Company and 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 (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") (including any statutory amendment(s), alteration(s) modification(s) and re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations for the time being in force) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("SEBI"), 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"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed to by the Board of Directors of the Company, and subject to the approval by the shareholders by way of a special resolution through postal ballot, has 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 57,41,000 Equity Shares (representing 4.02% of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2024), at a price of INR 290/- (Indian Rupees Two Hundred and Ninety only) per Equity Share payable in cash for an aggregate amount not exceeding INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses, if any, filing fees to SEBI and any other appropriate authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs"), (such maximum amount hereinafter referred to as the "Buyback Size") which represents 19.25% and 20.00% of the aggregate of the Company's paid-up equity capital and free reserves as per both latest audited standalone financial statements and audited consolidated financial statements for the financial year ended March 31, 2024 respectively, (being the latest audited financial information 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, from all the shareholders/ beneficial owners of the Equity Shares of the Company, including promoters and members of the promoter group, and persons acting in concert as on a record date, as may be fixed by the Board for the purpose of Buy-back of Equity Shares of the Company ("Record Date"), through the tender offer route ("Tender Offer"), on a proportionate basis as prescribed under the SEBI Buyback

Regulations (hereinafter referred to as the "Buyback"). The term "Promoter" will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, as on Record Date.

The Buyback is within 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the audited financial statements of the Company for the financial year ended March 31, 2024.

Since the Buyback constitutes more than 10% of the total paid up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Companies Act and Regulation 5(i)(b) of the SEBI Buyback Regulations, it is necessary to obtain the consent of the shareholders of the Company for the Buyback, by way of a special resolution through general meeting or through postal ballot. Accordingly, the Company is seeking your consent for the buyback of Equity Shares as contained in the special resolution through postal ballot.

Certain figures contained in this Postal Ballot Notice have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points.

Requisite details relating to the Buyback are given below:

- (a) Date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company – May 8, 2024 ("Board Meeting Date")
- (b) Necessity for the Buyback

The Board at its meeting held on May 8, 2024 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, 2024 and considering these, the Board decided to allocate up to INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs 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 ₹ 290/- (Indian Rupees Two Hundred and Ninety only) per Equity Share for an aggregate maximum amount of INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only).

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

- (i) 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;
- (ii) 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;

- (iii) The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
 - (iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.
- (c) Maximum number of securities that the Company proposes to buyback The Company proposes to buy back up to 57,41,000 fully paid-up Equity Shares of face value of ₹ 1/- (Indian Rupees One only) each aggregate up to INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs 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

- (d) Maximum price at which the Equity Shares are proposed to be bought back and the basis of arriving at the price of the Buyback
- (i) The Equity Shares of the Company are proposed to be bought back at a price of ₹ 290/- (Indian Rupees Two Hundred and Ninety only) per Equity Share.
 - (ii) 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 National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE" and together with NSE, the "Stock Exchanges") i.e. 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.
 - (iii) The Buyback Offer Price represents:
 - Premium of 26.47% and 25.51% over the volume weighted average market price of the Equity Shares on BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") respectively, during the three months preceding April 29, 2024, 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 26.91% and 27.06% 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 25.87% and 26.03% over the closing price of the Equity Shares on BSE and NSE, respectively, on April 26, 2024, being a day preceding the Intimation Date.
- Premium of 12.62% and 12.56% over the closing price of the Equity Shares on BSE and NSE, as on May 7, 2024, being a day preceding the Board Meeting Date.

The closing market price of the Equity Shares as on April 26, 2024, being a day preceding the Intimation Date was ₹ 230.40 and ₹230.10 on the BSE and NSE respectively. The closing market price of the Equity Shares as on May 7, 2024, being one working day prior to the Board Meeting Date was ₹ 257.50 and ₹ 257.65 on the BSE and NSE respectively.

- (e) Maximum amount of funds required for the Buyback and its percentage of the total paid-up capital and free reserves and source of funds from which Buyback would be financed.

The maximum amount required for Buyback will not exceed INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty-Nine Lakh only) (excluding Transaction Costs).

The maximum amount mentioned aforesaid is 19.25% and 20.00% of the aggregate of the fully paid-up equity 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, 2024 (being the latest audited financial statements available as on the Board Meeting Date), respectively, 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.

- (f) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis through the tender offer route, as prescribed under the SEBI Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges" as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Companies Act, read with the rules framed thereunder, to the extent applicable, the SEBI Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

As required under the SEBI Buyback Regulations, the Company will announce the Record Date for the Buyback for determining the names of the shareholders holding Equity Shares of the Company who will be eligible to participate in the Buyback ("Eligible Shareholder(s)"). Subject to the approval of the special resolution, Eligible Shareholders will receive a letter of offer along with a tender/offer form indicating their entitlement.

The Equity Shares to be bought back is divided in two categories:

- (i) Reserved category for small shareholders; and

(ii) General category for all other shareholders.

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 Stock Exchanges having highest trading volume as on Record Date, of not more than ₹ 200,000/- (Indian Rupees Two Hundred Thousand only).

In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or such 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.

Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs.

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 proposes to 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, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. 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 and Transfer Agent as per the shareholder records received from the Depositories.

Shareholders' participation in Buyback will be voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. 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 shareholders, if any.

The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars. Income arising to the Eligible Shareholders under the Buyback is exempt from income tax in India. However, the participation in the Buyback by non-resident shareholders

may be taxable in their country of residence according to tax laws of their respective countries.

The Buyback transaction would also be chargeable to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

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 to be sent to the Eligible Shareholder(s).

(g) Time limit for completing the Buyback

Subject to receipt of regulatory consents and approvals, if any, the Buyback is proposed to be completed within 12 months from the date of passing of the special resolution detailed in this Notice.

(h) Compliance with Section 68(2)(c) of the Companies Act

The aggregate paid-up share capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2024, is ₹ 86,500.22 lakhs and ₹ 83,255.31 lakhs, on a standalone and consolidated basis, respectively. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e., INR 21,625.05 lakhs (Indian Rupees Twenty One Thousand Six Hundred and Twenty Five Lakh and Five Thousand) INR 20,813.82 Lakhs (Indian Rupees Twenty Thousand Eight Hundred and Thirteen Lakh and Eighty Two Thousand only).

The maximum amount proposed to be utilized for the Buyback, INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakh only), is therefore within the limit of 25% of the Company's fully paid-up share equity capital and free reserves as per the latest audited consolidated financial statements of the Company as on March 31, 2024.

Further, under the Companies Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to buyback up to 57,41,000 Equity Shares, the same is within the aforesaid 25% limit.

(i) 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 this Postal Ballot Notice:

1. 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	39.29
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	39.30

2. 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	-

3. 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.	Jaideep Nandi	Managing Director	1,44,804	0.10
3.	Sumit Malhotra	Non-Executive Director	21,440	0.02
4.	Vimal Chandra Nagori	Non-Executive Director	Nil	-
5.	Jagdish Acharya	Non-Executive,	Nil	-



Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares held	Percentage of Equity Shareholding
		Independent Director		
6.	Anupam Dutta	Non-Executive, Independent Director	Nil	-
7.	K S Narayanan	Non-Executive, Independent Director	Nil	-
8.	Lilian Jessie Paul	Non-Executive, Independent Director	Nil	-
9.	Dilip Kumar Maloo	Chief Financial Officer	5	Negligible
10.	Vivek Mishra	Head-Legal & Company Secretary	1	Negligible

- (j) Aggregate number of Equity Shares purchased or sold by the 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 during a period of six months preceding the Board Meeting Date at which the Buyback was approved and the date of this Postal Ballot Notice is as follows:

Sr. No.	Name of the Share-holder	Number of shares	Nature of transaction	Minimum price (in ₹)	Maximum price (in ₹)	Date of minimum price	Date of maximum price
1.	Jaideep Nandi	1,67,803	ESOP Allotment	1.00	1.00	01/03/2024	01/03/2024
2.	Jaideep Nandi	8,000	Market Sale	202.18	202.18	01/03/2024	01/03/2024
3.	Jaideep Nandi	10,000	Market Sale	217.00	217.00	14/03/2024	14/03/2024
4.	Jaideep Nandi	5,000	Market Sale	220.00	220.00	18/03/2024	18/03/2024

- (k) Confirmations from Company as per the provisions of SEBI Buyback Regulations and Companies Act:

- (i) All Equity Shares of the Company are fully paid up;
- (ii) 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;
- (iii) 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;

- (iv) In terms 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;
- (v) 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;
- (vi) The Buyback Offer Size i.e. INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakh only) 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, 2024;
- (vii) The number of Equity Shares proposed to be purchased under the Buyback i.e. 57,41,000 (Fifty Seven Lakh Forty One Thousand only) 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 March 31, 2024;
- (viii) There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (ix) 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;
- (x) The Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
- (xi) 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;
- (xii) The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- (xiii) 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;
- (xiv) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- (xv) 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;



- (xvi) 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;
- (xvii) 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 equity share capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024;
- (xviii) 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;
- (xix) 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;
- (xx) The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges.
- (xxi) The confirmation pertaining to public shareholding post buyback not falling below the minimum level required as per Regulation 38 of the SEBI Listing Regulations is not applicable to the Company since the Company does not have any promoter, promoter group or persons in control;
- (xxii) The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- (xxiii) the Company will obtain prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender;
- (xxiv) The Company shall not allow buyback of its shares unless the consequent reduction of its share capital is affected; and
- (xxv) 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.

(m) Confirmations from the Board

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 ("Postal Ballot 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 Postal Ballot



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 Postal Ballot 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).
- (n) Prior approval obtained from the lenders of the company in case of a breach of any covenant with such lender(s)
- The Company will obtain prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender.
- (o) 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. VasANJI Road
Chakala, Andheri East
Mumbai - 400 093
Maharashtra, India

IIFL Securities Limited
24th Floor, One Lodha Place,
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India

(hereinafter referred to as the "Company") (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 [agreement / engagement letter] dated 29Th April 2024.
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 May 8, 2024 ("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 initialed 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 31st March 2024.

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 Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an 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 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. The Board of Directors are also responsible for ensuring that 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 2024;
 - ii. whether the amount of capital payment for the proposed 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 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 has 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 31st March 2024;
 - 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 31st March 2024;
 - 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 31st March 2024 (the "Audited Financial Statements") which has been prepared by the Management of the Company on which we have issued our report dated May 8, 2024, and examined budgets and projections prepared by the Management;
 - vii. Inquired if the Board of Directors of the Company, in its meeting held on May 8, 2024 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;
 - viii. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
 - ix. Examined Directors' declarations for the purpose of buyback and solvency of the Company; and
 - x. Obtained appropriate representations from the Management of the Company.
8. We conducted our examination in accordance with the 'Guidance Note on Reports and Certificates for Special Purposes' issued by ICAI. 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 8, 2024. 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 2024.
 - 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;
 - iii. the Board of Directors, in their meeting held on May 8, 2024, 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. Public announcement to be made to the shareholders of the Company;



- ii. Letter of offer to be filed with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and
 - iii. for providing to the Manager to the Buyback.
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: 24074056BKHACY5799

Place: Mumbai
Date: May 8, 2024

Statement of permissible capital payment ("the Statement") for the proposed buyback 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 31st March 2024:

Computation of permissible capital payment:

Particulars	Amount (INR in lakh)	
	Standalone	Consolidated
A. Paid-up Equity Share Capital (1,427.94 Lakhs equity shares of INR 1/- each fully paid-up)	1,427.94	1,427.94
B. Free reserves		
- General reserve	6,512.30	6,512.30
- Retained earnings	58,622.69	55,377.78
- Securities Premium	19,937.29	19,937.29
Total free reserves	85,072.28	81,827.37
Total of paid-up equity share capital and free reserves (A+B)	86,500.22	83,255.31
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)	21,625.05	20,813.82
Maximum permissible capital payment in accordance with proviso to Regulation 5(i)(b) of the Securities and Exchange	8,650.02	8,325.53



Board of India (Buy-Back of Securities) Regulations, 2018 (10% of the total paid-up Equity Share Capital and free reserves)		
Amount approved by the Board of Directors in the meeting held on May 8, 2024 approving buyback, subject to approval of shareholders		16,649.00
Buy back size as a percentage of total paid-up Equity Share Capital and free reserves	19.25%	20.0%

For and on behalf of Bajaj Consumer Care Limited

Sd/-

Jaideep Nandi

Managing Director

DIN: 06938480

Date: May 08, 2024

Sd/-

D K Maloo

Chief Financial Officer

Date: May 08, 2024

Unquote

All the material documents referred to in this Postal Ballot Notice and Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board resolution for the Buyback, the Auditors Report dated May 8, 2024 and the audited financial statements of the Company as on March 31, 2024 are available for electronic inspection without any fee by the members up to the last date of e-voting. Members seeking to inspect such documents can send an email to complianceofficer@bajajconsumer.com. The audited financial statements of the Company as on March 31, 2024, Postal Ballot Notice and Explanatory Statement, are also available on the Company's website at www.bajajconsumercare.com.

No director, key managerial personnel or their relatives are interested in or concerned with the resolution, except to the extent of their shareholding.

For any clarifications related to the Buyback process, members holding equity shares of the Company may contact Mr. Vivek Mishra, Head – Legal and Company Secretary] at complianceofficer@bajajconsumer.com.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its members holding Equity Shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**\\CERTIFIED TRUE COPY\\
FOR BAJAJ CONSUMER CARE LIMITED**



Vivek Mishra

Head-Legal & Company Secretary

Membership No. A21901



BAJAJ CONSUMER CARE LIMITED

Corporate Identity Number (CIN): L01110RJ2006PLC047173
 Registered Office: 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 | 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 (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE ("TENDER OFFER") USING STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made in relation to the Buyback (as defined 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 (the "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) (the "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 57,41,000 (FIFTY SEVEN LAKHS FORTY ONE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEES ONE ONLY) EACH OF THE COMPANY (THE "EQUITY SHARES") AT A PRICE OF INR 290/- (INDIAN RUPEES TWO HUNDRED AND NINETY ONLY) PER EQUITY SHARE, PAYABLE IN CASH THROUGH THE TENDER OFFER ROUTE ON A PROPORTIONATE BASIS USING STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The board of directors of the Company (the "Board", which expression shall include any committee constituted and authorised by the Board to exercise its power related to the buyback i.e., the Buyback Committee) at its meeting held on Wednesday, May 8, 2024 (the "Board Meeting" and such date, the "Board Meeting Date"), approved the buyback of up to 57,41,000 (Fifty Seven Lakhs Forty One Thousand) Equity Shares, which represented 4.02% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2024, at a price of INR 290/- (Indian Rupees Two Hundred and Ninety only) per Equity Share (the "Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) (such maximum amount hereinafter referred to as the "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 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 July 2, 2024 (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. The Buyback Offer Size represents 19.25% and 20.00% of the aggregate of the Company's fully paid-up equity capital and free reserves as per the audited standalone financial statements and audited consolidated financial statements of the Company for the year ended March 31, 2024, respectively, (the latest standalone and consolidated audited financial statements available as on the date of the Board Meeting, recommending the proposal of the Buyback). The Buyback is subject to receipt of such approvals, permissions, consents, sanctions, and exemptions of the statutory, regulatory or governmental authorities; as may be required under the applicable laws including from the Reserve Bank of India ("RBI"), the SEBI, the Registrar of Companies, Rajasthan at Jaipur ("ROC"), the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") and together with the NSE, the "Stock Exchanges" and/or other authorities, institutions or bodies (together with SEBI, RBI, RoC and NSE, the "Appropriate Authorities").

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

1.4. The Buyback is 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 ("Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant Rules made thereunder, (including any statutory amendments(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 Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") (including any statutory amendments(s), alteration(s) modification(s) and re-enactment of the Companies Act or the Rules made thereunder) or the SEBI Buyback Regulations.

1.5. The 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, 2024. Accordingly, the Company sought approval of the shareholders for the Buyback, by way of postal ballot dated May 8, 2024 ("Postal Ballot Notice"), in accordance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) (b) of the Companies Act, 2013. The shareholders of the Company approved the Buyback by way of a special resolution, through postal ballot dated May 8, 2024, the results of which were announced on June 20, 2024.

1.6. 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 ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars as may be applicable, including any further amendments or statutory modifications thereof for the time being in force.

1.7. Under the provisions of the Companies Act and the SEBI Buyback Regulations, the Buyback shall not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company. The Buyback Offer Size represents 19.25% and 20.00% of the aggregate of the Company's fully paid-up equity capital and free reserves, respectively, as per the audited standalone and audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and is therefore within the above-mentioned limit.

1.8. 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 57,41,000 (Fifty Seven Lakhs Forty One Thousand) Equity Shares representing 4.02% Equity Shares in the total paid-up equity capital of the Company, and therefore the same is within the aforesaid 25% limit.

1.9. 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), etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals, if any, from the RBI under the Foreign Exchange Management Act, 1999 ("FEMA") as amended, and the rules and regulations framed thereunder, and, the Income Tax Act, 1961, as amended, and rules framed thereunder.

1.10. 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 have expressed their intention to not participate in the Buyback vide their letters each dated May 8, 2024.

1.11. The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. 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, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.12. A copy of this Public Announcement is available on the Company's website i.e., www.bajajconsumercare.com, the Manager to the Buyback (as defined in Paragraph 17 below) i.e., www.iifcap.com, and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the websites 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 May 8, 2024 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, 2024 and considering these, the Board decided to allocate up to INR 16,649

Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs 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 and Ninety only) per Equity Share for an aggregate maximum amount of INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs 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;
- The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

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 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) (excluding Transaction Costs).
- The maximum amount mentioned aforesaid is 19.25% and 20.00% of the aggregate of the fully paid-up equity share capital and free reserves as per both latest audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2024 (being the latest audited financial statements available as on the Board Meeting Date), respectively, 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 and 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.

The Buyback Offer Price represents:

- Premium of 26.47% and 25.51% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, during the three months preceding April 29, 2024, 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 26.91% and 27.06% 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 25.87% and 26.03% over the closing price of the Equity Shares on BSE and NSE, respectively, on April 26, 2024, being a day preceding the Intimation Date.
- Premium of 12.62% and 12.56% over the closing price of the Equity Shares on BSE and NSE, as on May 7, 2024, being a day preceding the Board Meeting Date.

The closing market price of the Equity Shares as on April 26, 2024, being a day preceding the Intimation Date was INR 230.40 and INR 230.10 on the BSE and NSE respectively. The closing market price of the Equity Shares as on May 7, 2024, being one working day prior to the Board Meeting Date was INR 257.50 and INR 257.65 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 57,41,000 fully paid-up Equity Shares of face value of INR 1/- (Indian Rupee One only) each aggregate up to INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs 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

(i) The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons in control of the Company; (b) the director(s) of the companies which are part of the Promoter and Promoter Group; (c) directors and key managerial personnel ("KMPs") of the Company, as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e. May 8, 2024, is as follows:

a. Aggregate shareholding of the Promoters and the members of the Promoter Group and persons 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	39.29
2.	KNB Enterprises LLP	Promoter	10,100	0.01
3.	SKB Roop Commercial LLP	Promoter	5,000	Negligible
4.	Mr. Shishir Bajaj	Promoter	Nil	-
5.	Mrs. Minakshi Bajaj	Promoter	Nil	-
6.	Mr. Kushagra Bajaj	Promoter	Nil	-
7.	Mr. Apoorv Bajaj	Promoter	Nil	-
	Total		5,61,25,000	39.30

b. Aggregate shareholding of the director(s) of the Promoters 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	-

c. Aggregate shareholding of 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.	Jaideep Nandi	Managing Director	1,44,804	0.10
3.	Sumit Malhotra	Non-Executive Director	21,440	0.02
4.	Vimal Chandra Nagori	Non-Executive Director	Nil	-
5.	Jagdish Acharya	Non-Executive, Independent Director	Nil	-
6.	Anupam Dutta	Non-Executive, Independent Director	Nil	-
7.	K S Narayanan	Non-Executive, Independent Director	Nil	-
8.	Lilian Jessie Paul	Non-Executive, Independent Director	Nil	-
9.	Dilip Kumar Maloo	Chief Financial Officer	5	Negligible
10.	Vivek Mishra	Head-Legal & Company Secretary	1	Negligible

(ii) Aggregate number of Equity Shares purchased or sold by the 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 during a period of six months preceding the Board Meeting Date at which the Buyback was approved till the date of the Postal Ballot Notice is as follows i.e. May 8, 2024:

Sr. No.	Name of the Shareholder	Number of shares	Nature of transaction	Minimum price (in ₹)	Maximum price (in ₹)	Date of minimum price	Date of maximum price
1.	Jaideep Nandi	1,67,803	ESOP Allotment	1.00	1.00	01/03/2024	01/03/2024
2.	Jaideep Nandi	8,000	Market Sale	202.18	202.18	01/03/2024	01/03/2024
3.	Jaideep Nandi	10,000	Market Sale	217.00	217.00	14/03/2024	14/03/2024
4.	Jaideep Nandi	5,000	Market Sale	220.00	220.00	18/03/2024	18/03/2024

7. INTENTION OF THE PROMOTERS 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 have expressed their intention to not participate in the Buyback vide their letters each dated May 8, 2024.

8. 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;
- In terms 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 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakh only) 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, 2024;
- There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- 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 Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
- 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 equity share capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024;
- 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;
- The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges.
- The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- The Company has obtained prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender;
- The Company shall not allow buyback of its shares unless the consequent reduction of its share capital is affected; and
- 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.

9. 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:

- 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 ("Postal Ballot Resolution") there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the Board Meeting Date, as well as for the year immediately following the date of the Postal Ballot 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 Postal Ballot 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).

10. 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

To,

Bajaj Consumer Care Limited
1231, Solitaire Corporate Park
151 M. Vasanji Road
Chakala, Andheri East
Mumbai - 400 093
Maharashtra, India

IIFL Securities Limited
24th Floor, One Lodha Place,
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India

(hereinafter referred to as the "Company")

(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").

- This report is issued in accordance with our agreement / engagement letter dated April 29, 2024.
- The Board of Directors of the Company have approved a proposal for buyback of equity shares by the Company at its meeting held on May 8, 2024 ("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.
- 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.
- 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 initialed 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, 2024.

Responsibility of the Board of Directors

- The Board of Directors of the Company is responsible for the following:
 - 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.
 - The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an 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 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. The Board of Directors are also responsible for ensuring that the Company complies with the requirements Act and Buyback Regulations.

Auditor's Responsibility

- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
 - whether we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended March 31, 2024;
 - whether the amount of capital payment for the proposed 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 read with the proviso to Regulation 5(i)(b) of the Buyback Regulations, and has been properly determined; and
 - whether the Board of Directors has 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.
- 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:
 - Examined authorisation for buyback from the Articles of Association of the Company;
 - 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;
 - 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, 2024;
 - 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, 2024;
 - Examined that all the shares for buyback are fully paid-up;
 - 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, 2024 (the "Audited Financial Statements") which has been prepared by the Management of the Company on which we have issued our report dated May 8, 2024, and examined budgets and projections prepared by the Management;
 - Inquired if the Board of Directors of the Company, in its meeting held on May 8, 2024, 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;
 - Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
 - Examined Directors' declarations for the purpose of buyback and solvency of the Company; and
 - Obtained appropriate representations from the Management of the Company.
- 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 ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Review of Historical Financial Information, and other assurance and related services engagements.
- 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 8, 2024. 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 ICAI. 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

- Based on our examination as above, and the information and explanations given to us, we report that:
 - we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024.
 - 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 to Regulation 5(i)(b) of the Buyback Regulations;
 - the Board of Directors, in their meeting held on May 8, 2024, 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

- 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.
- 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:
 - Public announcement to be made to the shareholders of the Company;
 - Letter of offer to be filed with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and
 - for providing to the Manager to the Buyback.
- 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: 24074056BKHCY5799

Place: Mumbai

Date: May 8, 2024

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

Statement of computation of the amount of permissible capital payment towards the buyback of equity shares of Bajaj Consumer Care Limited in accordance with Regulation 4(i) read with proviso to 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, 2024:

Computation of permissible capital payment:

(Amount in INR in lakh)

Particulars	Standalone	Consolidated
A. Paid-up Equity Share Capital (1,427.94 Lakhs equity shares of INR 1/- each fully paid-up)	1,427.94	1,427.94
B. Free reserves		
- General reserve	6,512.30	6,512.30
- Retained earnings	58,622.69	55,377.78
- Securities Premium	19,937.29	19,937.29
Total free reserves	85,072.28	81,827.37
Total paid-up equity share capital and free reserves (A+B)	86,500.22	83,255.31
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)	21,625.05	20,813.82
Maximum permissible capital payment in accordance with proviso to Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (10% of the total paid-up Equity Share Capital and free reserves)	8,650.02	8,325.53
Amount approved by the Board of Directors in the meeting held on May 8, 2024 approving buyback	16,649.00	
Buy back size as a percentage of total paid-up Equity Share Capital and free reserves	19.25%	20.0%

For and on behalf of Bajaj Consumer Care Limited

Sd/-

Jaideep Nandi

Managing Director

DIN: 06938480

Date: May 08, 2024

Unquote

Sd/-

D K Maloo

Chief Financial Officer

Date: May 08, 2024

11. PRIOR APPROVALS FROM LENDERS

The Company has obtained prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender.

12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has fixed July 2, 2024, as the record date ("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.
- 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.**
 - The Equity Shares 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 ("General Shareholders").
 - 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.
 - 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.
 - 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.
 - 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.
 - 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 National Securities Depository Limited and the Central Depository Services Limited (together, 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.

- 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.
- 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.
- 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.
- 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.
- Participation in the buyback by shareholders may trigger taxation in India and in their country of residence. The buyback transaction would also be subject to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the buyback.

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.

13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 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.
- The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars ("Stock Exchange Mechanism"), and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buyback, the Company has appointed IIFL Securities 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:

IIFL Securities Limited

24th Floor, One Lodha Place,

Senapati Bapat Marg

Lower Parel (West)

Mumbai 400 013

Maharashtra, India

Tel: +91 22 4646 4600

E-mail: bajajconsumer.buyback2024@iiflcap.com

Website: www.iiflcap.com

Contact Person: Kunal Thakkar/Vishal Hase

CIN: L99999MH1996PLC132983

SEBI Registration Number: INZ000164132

- Separate acquisition window (the "Acquisition Window") will be provided by Stock Exchanges 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 Stock Exchanges from time to time.

For purpose of this Buyback Offer, National Stock Exchange of India Limited being the appointed as "Designated Stock Exchange".

- In the event the Shareholder Broker of any Eligible Shareholder is not registered with BSE/NSE as a trading member/ stockbroker/ then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using web based unique client code application ("UCI online") facility through that BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE 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/NSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker i.e., IIFL Securities Limited, for guidance to place their bids subject to completion of "know your customer" requirements of the Company Broker.
- 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.
- Eligible Shareholders will have to tender their Equity Shares from same demat account in which they were holding such Equity Shares as on Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in demat account in which the Equity Shares were held on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted, subject to appropriate verification and validation of Registrar.
- 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.
- 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.
- 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.
- In accordance with SEBI Buyback Regulations 24(v), the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.
- Procedure to be followed by Eligible Shareholders holding Demat Shares:**
 - 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.
 - 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").
 - 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.
 - 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.
 - 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.
 - 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 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.

(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 NSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'.

(xvi) 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. (xvii) 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. (xviii) 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.

13.13. 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 share 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 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 NSE. 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 16 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 Offer 2024". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.

14. 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 pay-out 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 unlocked to receive credit in case of return of Equity Shares, due to rejection of 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 by registered post or by ordinary post or courier at Shareholder's sole risk. 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.

15. 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; Website: www.bajajconsumer.com Email: complianceofficer@bajajconsumer.com

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK In case of any queries, the shareholders may also contact KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on all working days except Saturday, Sunday and public holidays between 11.00 a.m. (IST) to 5.00 p.m. (IST) at the following address: KFINTECH EXPERIENCE TRANSFORMATION Address: Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally Hyderabad-500 032, Telangana, India. Telephone Number: +91 40 6716 2222 Toll-free No.: 18003094001 Fax No.: +91 40 6716 1563 Website: www.kfintech.com E-mail: bajajconsumer.buyback@kfintech.com Investor Grievance Email: einward.ris@kfintech.com Contact Person: M. Murali Krishna SEBI Registration Number: INFR00000221 Validity Period: Permanent CIN: L72400TG2017PLC117649

17. MANAGER TO THE BUYBACK IIFL SECURITIES IIFL Securities Limited 24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (W) Mumbai 400 013, Maharashtra, India Tel: +91 22 4646 4728 E-mail: bajajconsumer.buyback@iiflcap.com Website: www.iiflcap.com Contact Person: Nishita Mody SEBI Registration Number: INM000010940 CIN: L99999MH1996PLC132983

18. DIRECTOR'S RESPONSIBILITY As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and confirms that 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 Kushagra Bajaj Non-Executive Chairman DIN: 00017575 Jaideep Nandi Managing Director DIN: 06938480 Vivek Mishra Head-Legal & Company Secretary Membership No.: A21901 Date : June 20, 2024 Place : Mumbai

U.P. COOPERATIVE SUGAR FACTORIES FEDERATION LTD 9-A, RANA PRATAP MARG, LUCKNOW-226001 Tel No. (0522) 2612949, (0522)2628310, Fax: (0522) 2627994 Email: upsgarfed@yahoo.co.in | Website: www.upsugarfed.org Ref no. UPSUGARFED/8709/GM(AT) Proj Fin/35A Date : 20.06.2024

TATA The Tata Power Company Limited (Mundra Thermal Power Station - UMPP) Tunda Vadh Road, Tunda Village, Mundra, Kutch, Gujarat Reg. Office: Bombay, 24 Horni Modi Street, Mumbai - 400 001 NOTICE INVITING EXPRESSION OF INTEREST The Tata Power Company Limited hereby invites Expression of Interest (EOI) from eligible bidders for the following requirement for 4150 MW UMPP Mundra Thermal Power Station:

CENTUM ELECTRONICS LIMITED CIN: L8510KA1993PLC013869 Regd Office: No. 44, KHB Industrial Area, Yelahanka New Town, Bangalore - 560 106, Karnataka, India Tel: 080 - 4143 6000 Email id: investors@centumelectronics.com NOTICE is hereby given that the following share certificates issued by the company are stated to have been lost or misplaced or stolen and the registered holders of the shares have applied to the company for issue of duplicate share certificate.

LORDS CHLORO ALKALI LIMITED CIN No. : L24117RJ1979PLC002099 Regd Office : SP-460, Matsya Industrial Area, Alwar-301030 (Rajasthan) Corp. Off. : A-281, 1st Floor, Defence Colony, New Delhi-110024 Phone : 011-40239034/35, Website : www.lordschlro.com E-mail : secretarial@lordschlro.com NOTICE OF EXTRAORDINARY GENERAL MEETING NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of Members of the Company will be held on Friday, 12th July, 2024 at 11.00 A.M at Registered Office of the Company at SP-460, Matsya Industrial Area, Alwar-301030 (Rajasthan) to transact the businesses as set out in the Notice dated 17th June, 2024 for convening the EGM.

IndusInd Bank FINANCIAL RESTRUCTURING & RECONSTRUCTION GROUP, 11th Floor, Hyatt Regency Complex, New Tower, Bhikaji Cama Place, New Delhi-110066 PUBLIC NOTICE FOR E-AUCTION FOR SALE OF IMMOVABLE PROPERTIES E-Auction Sale Notice for Sale of immovable properties mortgaged to IndusInd Bank under Securitisation and Reconstruction and Financial Assets and Enforcement of Security Interest Act, 2002 ("the Act") read with proviso to Rule 8(6) of the Security Interest (Enforcement) Rules 2002. Notice is hereby given to the public in general and to the Borrower / Mortgagees / Guarantors in particular that the Authorised Officer of IndusInd Bank Limited had taken Physical Possession of the following property(ies) mentioned pursuant to demand raised vide notice issued under Section 13(2) of the Act in the following loan account with right to sell the same on "AS IS WHERE IS, AS IS WHAT IS, WHATEVER IS THERE IS AND WITHOUT RECOURSE BASIS" for realization of Bank's dues plus interest as detailed hereunder and whereas consequent upon failure to repay the dues, the undersigned in exercise of power conferred under Section 13(4) of the said Act read with Rule 8 of the said Rules proposes to realize the Bank's dues by sale of the said property(ies). The sale of the below mentioned properties shall be conducted by way of e-auctions through web portal: https://www.bankauctions.com

Parsvnaths commited to build a better world PARSVNATH LANDMARK DEVELOPERS PRIVATE LIMITED Regd. Office: Parsvnath Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110 032 CIN : U45201DL2003PTC122489, Tel. : 011-43050100, 43010500; Fax : 011-43050473 E-mail : secretarial@parsvnath.com; website : www.parsvnath.com/pldpl Extracts of Audited Financial Results for the quarter and year ended March 31, 2024

TERMS & CONDITIONS: 1. The interested bidders shall submit their EMD details and documents through Web Portal: https://www.bankauctions.com (the user ID & Password can be obtained free of cost by registering name with https://www.bankauctions.com) through Login ID & password. The EMD shall be payable through NEFT / RTGS in the following account: 00053564604005, IFSC Code - INDB0000005 latest by 4:00 PM on or before the dates mentioned in the table above. Please note that the Cheques shall not be accepted as EMD amount. 2. The Bank shall however not be responsible for any outstanding statutory dues / encumbrances / tax arrears, if any. The intending bidders should make their own independent inquiries regarding the encumbrances, title of property(ies) & to inspect & satisfy themselves. Property can be inspected with prior appointment with the Authorised Officer. 3. The intended bidders who have deposited the EMD and require assistance in creating login ID & password, uploading data, submitting bid, training on e-bidding process etc., may contact our service provider M/s C1 India Private Limited, Helpline Nos. 0124-4302020 / 011 / 2022 / 2023 / 2024. Mr. Mithalesh Kumar, Mob. No. +91-7080804466, email ID: support@bankauctions.com and for any property related query may contact the Authorised Officer as mentioned above in office hours during the working days (10 AM to 5 PM). 4. The highest bid shall be subject to approval of IndusInd Bank Limited. Authorised Officer reserves the right to accept / reject all or any of the offers / bids so received without assigning any reasons whatsoever. His decision shall be final & binding. 5. In case of any default of respective payment within the stipulated period, the sale will automatically stand revoked and the entire deposit made by the bidder together with the earnest money shall be forfeited without any notice and the property(ies) shall be resold. The defaulting bidder shall not have the recourse / claim against the Bank / Authorised Officer. 6. For detailed terms and conditions refer to the Bank's website www.indusind.com and www.bankauctions.com. STATUTORY 30 DAYS SALE NOTICE UNDER RULE 8(6) & RULE 9(1) OF THE SARFAES ACT, 2002 The borrower / guarantors / mortgagees are hereby notified to pay the sum as mentioned above along with upto date interest and ancillary expenses before the date of e-Auction, failing which the property will be auctioned / sold and balance due, if any, will be recovered with interest and cost. Date: 21.06.2024 Place: Rohini (Delhi) Authorised Officer, IndusInd Bank Ltd.

bajaj CONSUMER CARE

BAJAJ CONSUMER CARE LIMITED

Corporate Identity Number (CIN): L01110RJ2006PLC047173

Registered Office: 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 | 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 (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE ("TENDER OFFER") USING STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made in relation to the Buyback (as defined 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 (the "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) (the "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 57,41,000 (FIFTY SEVEN LAKHS FORTY ONE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEES ONE ONLY) EACH OF THE COMPANY (THE "EQUITY SHARES") AT A PRICE OF INR 290/- (INDIAN RUPEES TWO HUNDRED AND NINETY ONLY) PER EQUITY SHARE, PAYABLE IN CASH THROUGH THE TENDER OFFER ROUTE ON A PROPORTIONATE BASIS USING STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The board of directors of the Company (the "Board", which expression shall include any committee constituted and authorised by the Board to exercise its power related to the buyback i.e., the Buyback Committee) at its meeting held on Wednesday, May 8, 2024 (the "Board Meeting" and such date, the "Board Meeting Date"), approved the buyback of up to 57,41,000 (Fifty Seven Lakhs Forty One Thousand) Equity Shares, which represented 4.02% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2024, at a price of INR 290/- (Indian Rupees Two Hundred and Ninety only) per Equity Share (the "Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) (such maximum amount hereinafter referred to as the "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 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 and any other 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 July 2, 2024 (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. The Buyback Offer Size represents 19.25% and 20.00% of the aggregate of the Company's fully paid-up equity capital and free reserves as per the audited standalone financial statements and audited consolidated financial statements of the Company for the year ended March 31, 2024, respectively, (the latest standalone and consolidated audited financial statements available as on the date of the Board Meeting, recommending the proposal of the Buyback). The Buyback is subject to receipt of such approvals, permissions, consents, sanctions, and exemptions of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from the Reserve Bank of India ("RBI"), the SEBI, the Registrar of Companies, Rajasthan at Jaipur ("RoC"), the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") and together with the NSE, the "Stock Exchanges" and/or other authorities, institutions or bodies (together with SEBI, RBI, RoC and NSE, the "Appropriate Authorities").

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

1.4. The Buyback is 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 ("Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant Rules made thereunder, (including any statutory amendments(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 Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") (including any statutory amendments(s), alteration(s) modification(s) and re-enactment of the Companies Act or the Rules made thereunder) or the SEBI Buyback Regulations.

1.5. The 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, 2024. Accordingly, the Company sought approval of the shareholders for the Buyback, by way of postal ballot dated May 8, 2024 ("Postal Ballot Notice"), in accordance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) (b) of the Companies Act, 2013. The shareholders of the Company approved the Buyback by way of a special resolution, through postal ballot dated May 8, 2024, the results of which were announced on June 20, 2024.

1.6. 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 ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars as may be applicable, including any further amendments or statutory modifications thereof for the time being in force.

1.7. Under the provisions of the Companies Act and the SEBI Buyback Regulations, the Buyback shall not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company. The Buyback Offer Size represents 19.25% and 20.00% of the aggregate of the Company's fully paid-up equity capital and free reserves, respectively, as per the audited standalone and audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and is therefore within the above-mentioned limit.

1.8. 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 57,41,000 (Fifty Seven Lakhs Forty One Thousand) Equity Shares representing 4.02% Equity Shares in the total paid-up equity capital of the Company, and therefore the same is within the aforesaid 25% limit.

1.9. 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), etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals, if any, from the RBI under the Foreign Exchange Management Act, 1999 ("FEMA") as amended, and the rules and regulations framed thereunder, and, the Income Tax Act, 1961, as amended, and rules framed thereunder.

1.10. 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 have expressed their intention to not participate in the Buyback vide their letters each dated May 8, 2024.

1.11. The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. 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, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.12. A copy of this Public Announcement is available on the Company's website i.e., www.bajajconsumercare.com, the Manager to the Buyback (as defined in Paragraph 17 below) i.e., www.iflcap.com, and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the websites 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 May 8, 2024 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, 2024 and considering these, the Board decided to allocate up to INR 16,649

Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs 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 and Ninety only) per Equity Share for an aggregate maximum amount of INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs 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;
- The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

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 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) (excluding Transaction Costs).

3.2. The maximum amount mentioned aforesaid is 19.25% and 20.00% of the aggregate of the fully paid-up equity share capital and free reserves as per both latest audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2024 (being the latest audited financial statements available as on the Board Meeting Date), respectively, 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

The Equity Shares of the Company are proposed to be bought back at a price of INR 290/- (Indian Rupees Two Hundred and 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.

The Buyback Offer Price represents:

- Premium of 26.47% and 25.51% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, during the three months preceding April 29, 2024, 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 26.91% and 27.06% 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 25.87% and 26.03% over the closing price of the Equity Shares on BSE and NSE, respectively, on April 26, 2024, being a day preceding the Intimation Date.
- Premium of 12.62% and 12.56% over the closing price of the Equity Shares on BSE and NSE, as on May 7, 2024, being a day preceding the Board Meeting Date.

The closing market price of the Equity Shares as on April 26, 2024, being a day preceding the Intimation Date was INR 230.40 and INR 230.10 on the BSE and NSE respectively. The closing market price of the Equity Shares as on May 7, 2024, being one working day prior to the Board Meeting Date was INR 257.50 and INR 257.65 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 57,41,000 fully paid-up Equity Shares of face value of INR 1/- (Indian Rupees One only) each aggregate up to INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs 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

(i) The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons in control of the Company; (b) the director(s) of the companies which are part of the Promoter and Promoter Group; (c) directors and key managerial personnel ("KMPs") of the Company, as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e. May 8, 2024, is as follows:

a. Aggregate shareholding of the Promoters and the members of the Promoter Group and persons 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	39.29
2.	KNB Enterprises LLP	Promoter	10,100	0.01
3.	SKB Roop Commercial LLP	Promoter	5,000	Negligible
4.	Mr. Shishir Bajaj	Promoter	Nil	-
5.	Mrs. Minakshi Bajaj	Promoter	Nil	-
6.	Mr. Kushagra Bajaj	Promoter	Nil	-
7.	Mr. Apoorv Bajaj	Promoter	Nil	-
	Total		5,61,25,000	39.30

b. Aggregate shareholding of the director(s) of the Promoters 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.	Baikishan 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	-

c. Aggregate shareholding of 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.	Jaideep Nandi	Managing Director	1,44,804	0.10
3.	Sumit Malhotra	Non-Executive Director	21,440	0.02
4.	Vimal Chandra Nagori	Non-Executive Director	Nil	-
5.	Jagdish Acharya	Non-Executive, Independent Director	Nil	-
6.	Anupam Dutta	Non-Executive, Independent Director	Nil	-
7.	K S Narayanan	Non-Executive, Independent Director	Nil	-
8.	Lilian Jessie Paul	Non-Executive, Independent Director	Nil	-
9.	Dilip Kumar Maloo	Chief Financial Officer	5	Negligible
10.	Vivek Mishra	Head-Legal & Company Secretary	1	Negligible

(ii) Aggregate number of Equity Shares purchased or sold by the 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 during a period of six months preceding the Board Meeting Date at which the Buyback was approved till the date of the Postal Ballot Notice is as follows i.e. May 8, 2024:

Sr. No.	Name of the Shareholder	Number of shares	Nature of transaction	Minimum price (in ₹)	Maximum price (in ₹)	Date of minimum price	Date of maximum price
1.	Jaideep Nandi	1,67,803	ESOP Allotment	1.00	1.00	01/03/2024	01/03/2024
2.	Jaideep Nandi	8,000	Market Sale	202.18	202.18	01/03/2024	01/03/2024
3.	Jaideep Nandi	10,000	Market Sale	217.00	217.00	14/03/2024	14/03/2024
4.	Jaideep Nandi	5,000	Market Sale	220.00	220.00	18/03/2024	18/03/2024

7. INTENTION OF THE PROMOTERS 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 have expressed their intention to not participate in the Buyback vide their letters each dated May 8, 2024.

8. 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;
- In terms 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 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) 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, 2024;
- The number of Equity Shares proposed to be purchased under the Buyback i.e. 57,41,000 (Fifty Seven Lakh Forty One Thousand) 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 March 31, 2024;
- There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- 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 Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
- 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 equity share capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024;
- 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;
- The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges.
- The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- The Company has obtained prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender;
- The Company shall not allow buyback of its shares unless the consequent reduction of its share capital is affected; and
- 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.

9. 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:

- 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 ("Postal Ballot Resolution") there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the Board Meeting Date, as well as for the year immediately following the date of the Postal Ballot 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 Postal Ballot 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).

10. REPORT BY THE COMPANY'S STATUTORY AUDITOR

Report addressed to the Board by Chopra Vimal & Co., (FRN: D06456C), the Statutory Auditor of the Company on the permissible capital payment and opinion formed by the Board regarding insolvency.

Quote

To,

Bajaj Consumer Care Limited
1231, Solitaire Corporate Park,
151 M. Vasanji Road
Chakala, Andheri East
Mumbai - 400 093
Maharashtra, India

IIFL Securities Limited
24th Floor, One Lodha Place,
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India

(hereinafter referred to as the
"Company")

(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").

- This report is issued in accordance with our agreement / engagement letter dated April 29, 2024.
- The Board of Directors of the Company have approved a proposal for buyback of equity shares by the Company at its meeting held on May 8, 2024 ("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.
- 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.
- 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, 2024.

Responsibility of the Board of Directors

- The Board of Directors of the Company is responsible for the following:
 - 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.
 - The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an 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 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. The Board of Directors are also responsible for ensuring that the Company complies with the requirements Act and Buyback Regulations.

Auditor's Responsibility

- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
 - whether we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended March 31, 2024;
 - whether the amount of capital payment for the proposed 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 read with the proviso to Regulation 5(i)(b) of the Buyback Regulations, and has been properly determined; and
 - whether the Board of Directors has 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.
- 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:
 - Examined authorisation for buyback from the Articles of Association of the Company;
 - 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;
 - 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, 2024;
 - 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, 2024;
 - Examined that all the shares for buyback are fully paid-up;
 - 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, 2024 (the "Audited Financial Statements") which has been prepared by the Management of the Company on which we have issued our report dated May 8, 2024, and examined budgets and projections prepared by the Management;
 - Inquired if the Board of Directors of the Company, in its meeting held on May 8, 2024, 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;
 - Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
 - Examined Directors' declarations for the purpose of buyback and solvency of the Company; and
 - Obtained appropriate representations from the Management of the Company.
- 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 ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Review of Historical Financial Information, and other assurance and related services engagements.
- 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 8, 2024. 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 ICAI. 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

- Based on our examination as above, and the information and explanations given to us, we report that:
 - we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024.
 - 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 to Regulation 5(i)(b) of the Buyback Regulations;
 - the Board of Directors, in its meeting held on May 8, 2024, 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

- 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.
- 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:
 - Public announcement to be made to the shareholders of the Company;
 - Letter of offer to be filed with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and
 - for providing to the Manager to the Buyback.
- 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: 24074056BKHACY5799

Place: Mumbai

Date: May 8, 2024

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 to 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, 2024:

Computation of permissible capital payment:

(Amount in INR in lakh)

Particulars	Standalone	Consolidated
A. Paid-up Equity Share Capital (1,427.94 Lakhs equity shares of INR 1/- each fully paid-up)	1,427.94	1,427.94
B. Free reserves		
- General reserve	6,512.30	6,512.30
- Retained earnings	58,622.69	55,377.78
- Securities Premium	19,937.29	19,937.29
Total free reserves	85,072.28	81,827.37
Total of paid-up equity share capital and free reserves (A+B)	86,500.22	83,255.31
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)	21,625.05	20,813.82
Maximum permissible capital payment in accordance with proviso to Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (10% of the total paid-up Equity Share Capital and free reserves)	8,650.02	8,325.53
Amount approved by the Board of Directors in the meeting held on May 8, 2024 approving buyback		16,649.00
Buy back size as a percentage of total paid-up Equity Share Capital and free reserves	19.25%	20.0%

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

Sd/-

Jaideep Nandi

Managing Director

DIN: 06938480

Date: May 08, 2024

Unquote

Sd/-

D K Maloo

Chief Financial Officer

Date: May 08, 2024

11. PRIOR APPROVALS FROM LENDERS

The Company has obtained prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender.

12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has fixed July 2, 2024, as the record date ("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.
- 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.**
- The Equity Shares 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 ("General Shareholders").
- 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.
- 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.
- 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.
- 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.
- 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 National Securities Depository Limited and the Central Depository Services Limited (together, 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.

- 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.
- 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.
- 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.
- 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.
- Participation in the buyback by shareholders may trigger taxation in India and in their country of residence. The buyback transaction would also be subject to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the buyback.

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 form from such Eligible Shareholder (to whom Letter of Offer and Tender Form were emailed), the same shall be sent physically.

13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 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.
- The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars ("Stock Exchange Mechanism"), and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buyback, the Company has appointed IIFL Securities 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:
IIFL Securities Limited
24th Floor, One Lodha Place,
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India
Tel: +91 22 4646 4600
E-mail: bajajconsumer.buyback2024@iiflcap.com
Website: www.iiflcap.com
Contact Person: Kunal Thakkar/Vishal Hase
CIN: L99999MH1996PLC132983
SEBI Registration Number: INZ000164132
- Separate acquisition window (the "Acquisition Window") will be provided by Stock Exchanges 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 Stock Exchanges from time to time.
For purpose of this Buyback Offer, National Stock Exchange of India Limited being the appointed as "Designated Stock Exchange".
- In the event the Shareholder Broker of any Eligible Shareholder is not registered with BSE/NSE as a trading member/ stockbroker/ then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using web based unique client code application ("UCI online") facility through that BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE 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/NSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker i.e., IIFL Securities Limited, for guidance to place their bids subject to completion of "know your customer" requirements of the Company Broker.

- 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.
- Eligible Shareholders will have to tender their Equity Shares from same demat account in which they were holding such Equity Shares as on Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in demat account in which the Equity Shares were held on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted, subject to appropriate verification and validation of Registrar.
- 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.
- 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.
- 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.
- In accordance with SEBI Buyback Regulations 24(v), the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.
- Procedure to be followed by Eligible Shareholders holding Demat Shares:**
 - 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.
 - 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").
 - 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.
 - 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.
 - 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.
 - 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 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 unlocked. 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, Income Tax Act, 1961 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.

13.13. 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 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 NSE. 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 16 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 Offer 2024". 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 NSE 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. 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 pay-out 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 unlocked 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 by registered post or by ordinary post or courier at Shareholder's sole risk. 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.

15. 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
Website: www.bajajconsumercare.com
Email: complianceofficer@bajajconsumer.com

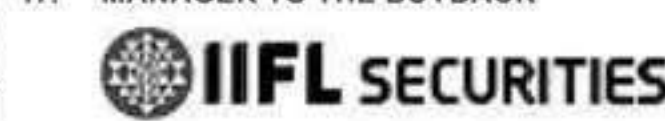
16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any queries, the shareholders may also contact KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on all working days except Saturday, Sunday and public holidays between 11.00 a.m. (IST) to 5.00 p.m. (IST) at the following address:



Address: Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally Hyderabad-500 032, Telangana, India.
Telephone Number: +91 40 6716 2222
Toll-free No.: 18003094001
Fax No: +91 40 6716 1563
Website: www.kfintech.com
E-mail: bajajconsumer.buyback@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration Number: INR0000000221
Validity Period: Permanent
CIN: L72400TG2017PLC117649

17. MANAGER TO THE BUYBACK



IIFL Securities Limited
24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (W) Mumbai 400 013, Maharashtra, India
Tel: +91 22 4646 4728
E-mail: bajajconsumer.buyback@iiflcap.com
Website: www.iiflcap.com
Contact Person: Nishita Mody
SEBI Registration Number: INM000010940
CIN: L99999MH1996PLC132983

18. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and confirms that 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

Kushagra Bajaj Non-Executive Chairman DIN: 00017575	Jaideep Nandi Managing Director DIN: 06938480	Vivek Mishra Head-Legal & Company Secretary Membership No.: A21901
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Date : June 20, 2024

Place : Mumbai

कारण बताओ नोटिस

श्रु तल, 4/65, परम सिंह रोड, करोल बाग, नई दिल्ली-110005,
फोन: 011- 46465263, 9810449799

उधारकर्ता: अमित कुमार, सी/ओ अमित कुमार एंड संज, 2734, द्वितीय तल, गली रघुनंदन दिल्ली 100006

निम्नलिखित व्यक्तियों को नोटिस दिया जाता है कि घोषणा-विधि के अंतर्गत और चुनिना एफआई द्वारा दिनांक 01 जुलाई, 2016 (मास्टर डिशानिर्देश) द्वारा वर्गीकरण और लिमिटेड पर आरबीआई के मास्टर डिशानिर्देशों के अनुसार घोषणा-विधि के रूप में वर्गीकरण के लिए कार्यावाही शुरू कर दी गई है और बैंक द्वारा निम्नलिखित व्यक्तियों को जारी किया गया कारण बताओ नोटिस बिना तामील हुए वापस कर दिया गया है।

नाम	पता	पदानम (उधारकर्ता/प्रवर्तक/निदेशक/आग्रीदार/मालिक/सहयोगी)
अमित कुमार, सी/ओ अमित कुमार एंड संज	द्वितीय तल, गली रघुनंदन दिल्ली 100006	मालिक

उपरोक्त व्यक्ति, यदि चाहें तो, (क) ऊपर दिए गए पते पर अधोस्ताहरी से पहचान का प्रमाण प्रस्तुत करके तुरंत कारण बताओ नोटिस की प्रति व्यक्तिगत रूप से या विधिवत अधिकृत व्यक्ति द्वारा प्राप्त कर सकते हैं। (ख) इस नोटिस के प्रकाशन की तारीख से 10 दिनों के भीतर कारण बता सकते हैं कि क्यों न उनका नाम मास्टर निर्देशों के अनुसार घोषणा-विधि के रूप में वर्गीकृत किया जाए और बाद में कार्यावाही की जाए।

दिनांक: 21 जून, 2024
स्थान: नई दिल्ली

हस्ता- (डीजीएम सुखरा वसुली नई दिल्ली)

ओरिक्स लीजिंग एंड फाइनेंशियल सर्विसेज इंडिया लिमिटेड
(पूर्व में ओएफएसएल एंडो फाइनेंशियल सर्विसेज लिमिटेड के रूप में प्रसिद्ध।)
(ओरिक्स ऑफे इंडिया प्रिवेट लिमिटेड की एक उपाधिका कंपनी।)
पंजीकृत कार्यालय: प्लॉट नंबर 94, मरोल हब-ऑफिसियल इंडियन एक्सेल, आंध्री-कुर्ग रोड, अंध्र प्रदेश, पुर्नई-400059
फोन: + 91 22 2859 5093 / 6710 0100, फैक्स: + 91 22 2852 8549
ईमेल: info@orixindia.com, www.orixindia.com सीमांक: U74900MH2006PLC163937

कक्षा-सूचना
(नियम 8(1) प्रतिभूति हित (प्रवर्तक) नियम, 2002)

जबकि, वित्तीय परिपक्वता के प्रतिभूतिकरण एवं पुनर्निर्माण और प्रतिभूति हित प्रवर्तन अधिनियम, 2002 के तहत अधोस्ताहरी ओरिक्स लीजिंग एंड फाइनेंशियल सर्विसेज इंडिया लिमिटेड के अधिनियम अधिकांश को नते तथा प्रतिभूति हित (प्रवर्तक) नियम, 2002 के नियम 9 के साथ पठित अधिनियम की धारा 13(2) के तहत प्रवर्तक शक्तियों का प्रयोग कर दिनांक 29.03.2024 को मांग नोटिस जारी कर उधारकर्ता/सह-उधारकर्ता/संबंधकों के रूप में सुनीता, संदीप सेजवाल, जय पाल सेजवाल, सावन और सुनीता से नोटिस में उल्लिखित राशि रु. 22,41,051.40/- (रुपये बाईस लाख इकतासिस हजार इक्यावन और चालीस पैसे मात्र) एवं मांग नोटिस से मुनासब/वसुली की तारीख तक अतिरिक्त ब्याज और अन्य शुल्क को उक्त नोटिस की प्राप्ति की तारीख से 60 दिनों के भीतर भुगतान करने के लिए कहा है।

1. उधारकर्ता और सह-उधारकर्ता द्वारा उक्त नोटिस प्राप्त होने के बावजूद और भावी ब्याज और अन्य शुल्कों के साथ पूरी नोटिस राशि चुकाने में विफल रहे हैं।

2. उपरोक्त को ध्यान में रखते हुए, उधारकर्ताओं और आम जनता को नोटिस दिया जाता है कि अधोस्ताहरी ने उक्त नियमों के नियम 8 के साथ पठित उक्त अधिनियम की धारा 13(4) के तहत उसे प्रवर्तन की गई शक्तियों का प्रयोग करते हुए वहाँ नीचे वर्णित संपत्ति पर 18 जून 2024 को सांकोके कब्जा कर लिया है।

3. उधारकर्ता और सह-उधारकर्ता को विशेष रूप से और आम जनता को एवम्बारा चेतावनी दी जाती है कि वे संपत्ति के साथ कोई भी लेन-देन न करें और संपत्ति के साथ कोई भी लेन-देन करने पर रु. 22,41,051.40/- (रुपये बाईस लाख इकतासिस हजार इक्यावन और चालीस पैसे मात्र) एवं मांग नोटिस से मुनासब/वसुली की तारीख तक अतिरिक्त ब्याज और अन्य शुल्क उत्तरण ब्याज, लागत आदि, ओरिक्स लीजिंग एंड फाइनेंशियल सर्विसेज इंडिया लिमिटेड के प्रभार के अधीन होगा।

अचल संपत्ति का विवरण

मन-1: मांग अधिनी के लाल डोर के तहत आबादी में, नई दिल्ली-110017 स्थित संपत्ति नं. 105/2-ए का वह सम्पूर्ण टुकड़ा और अंश, जिनका माप 286 वर्ग गज है, खसरा नंबर 160 का हिस्सा है, और इस प्रकार विभा हुआ है: पूर्व: गली 7 फीट चौड़ा /संपत्ति, पश्चिम: गली 12 फीट चौड़ा / मरिचद, उत्तर: गली 10 फीट चौड़ा, दक्षिण: गली 13 फीट चौड़ा.

मन-2: मांग अधिनी के लाल डोर के तहत आबादी में, खास, तहसील: होज खार, नई दिल्ली-110017 में स्थित संपत्ति नं. 105/2-ए का वह सम्पूर्ण टुकड़ा और अंश, जिनका माप 286 वर्ग गज है, खसरा नंबर 160 का हिस्सा है, और इस प्रकार विभा हुआ है: पूर्व: गली 7 फीट चौड़ा /संपत्ति, पश्चिम: गली 12 फीट चौड़ा / मरिचद, उत्तर: गली 10 फीट चौड़ा, दक्षिण: गली 13 फीट चौड़ा.

दिनांक: 18-06-2024
स्थान: दिल्ली
अचल संपत्ति संख्या: LN000000014674 और LN0000000014675
प्राधिकृत अधिकारी
ओरिक्स लीजिंग एंड फाइनेंशियल सर्विसेज इंडिया लिमिटेड

वंडर होम फाइनेंस लिमिटेड
कॉर्पोरेट ऑफिस : 620, छत्रवी मॉडल, नॉर्थ क्रॉसक, चार्ड ट्रेड पार्क, मालवीय नगर, जेएलएन रोड, जयपुर- 302017, टेलीफोन: 0141- 4750000

सिक्यूरिटाइजेशन अधिनियम 2002 की धारा 13 (2) के अन्तर्गत मांग सूचना प्रकाशन

कम्पनी के प्राधिकृत अधिकारों द्वारा निम्न सूची के अनुसार ऋणी का खाता एन.पी.एन. होने के कारण निम्न तालिका के अनुसार " वित्तीय आरतियों का प्रतिभूतिकरण एवं पुनर्गठन और प्रतिभूति हित प्रवर्तन अधिनियम 2002" की धारा 13 (2) के अन्तर्गत 60 दिन का नोटिस दिया गया था। नोटिस को अनुसार यदि ऋणी/मास्टर 60 दिवस के अंदर बकाया ऋण राशि जमा नहीं कराते हैं तो ऋण की वसुली बंधक संपत्ति को नीलाम करके की जायेगी। डिमाण्ड नोटिस की तारीख ना होने के कारण नोटिस की उपायप्रति बंधक संपत्ति पर चर्या की जा चुकी है। अतः आपकों यह सूचित किया जाता है कि नोटिस प्रकाशित दिनांक से 60 दिन के अन्दर-अन्दर निम्न तालिका के अनुसार ऋण तथा भविष्य का ब्याज, वसुली में होने वाला खर्चा जमा कराये अन्यथा एकट की धारा 13 (4) एवं 14 के प्रावधानों के अन्तर्गत निम्न सूची के अनुसार सांख्यिक बंधक संपत्ति का भौतिक कब्जा लेने एवंइसे नीलामी कर ऋण राशि की वसुली कराने के लिए प्राधिकृत अधिकारी स्वतंत्र होंगे।

ऋणी/सहऋणी/बंधककर्ता/मास्टर का नाम एवं ऋण खाता संख्या	धारा 13 (2) के अन्तर्गत नोटिस की दिनांक व राशि	बंधक संपत्ति का विवरण
(ऋण खाता संख्या) LN34031HP21-22005980, सुनीता देवी (ऋणी), राज वर्धन (सहऋणी), आशीष (मास्टर)	15-जून-24 ₹ 15,22,931.24 पन्द्रह लाख श्राईस हजार नौ सौ इकतासिस रुपये एवं चौबीस पैसे मात्र 11-जून-24 तक	संपत्ति के सभी अधिन अंग स्थित पट्टा खसरा नं. 170/2 मिन मौजा मारहोमाचक, परगना, परवादा, तहसील ऋषिकेश, जिला देहरादून, साई मॉडर के पास, बी. ओ. देहरादून, उत्तराखण्ड 249204, क्षेत्रफल 1107 वर्ग फीट
(ऋण खाता संख्या) LN34045BT23-24013930, राम बाबू (ऋणी), सुमन रत्नोगी (सहऋणी)	18-जून-24 ₹ 23,35,984.62 तेरस लाख पैनीस हजार नौ सौ बीसवीस रुपये एवं बासठ पैसे मात्र 14-जून-24 तक	संपत्ति के सभी अधिन अंग स्थित प्लॉट नं. 66, खाता नं. 312, खसरा नं. 39ख, ग्राम फूलसूरी, तहसील रुद्रपुर, जिला उत्तराखण्ड नगर, उत्तराखण्ड, 263153, क्षेत्रफल 600 वर्ग फीट

दिनांक: 19-06-2024
स्थान: उत्तराखण्ड

प्राधिकृत अधिकारी
वंडर होम फाइनेंस लिमिटेड

एन्कोर एसेट रिकस्ट्रक्चरिंग कंपनी प्राइवेट लिमिटेड (एन्कोर एआरसी)
ईएआरसी-एम्पीआई-001-ट्रस्ट के ट्रस्टी के रूप में अपनी क्षमता के अंतर्गत कर्जदर
सां तल, भूखंड नं. 137, लेकटा-4, गुडगांव - 122 002, हरियाणा

ई-नीलामी विकल्प सूचना

प्रतिभूति हित (प्रवर्तन) नियमावली 2002 के नियम 6(2) के प्राधान्य में साथ पठित वित्तीय परिपक्वता के प्रतिभूतिकरण एवं पुनर्निर्माण तथा प्रतिभूति हित प्रवर्तन अधिनियम 2002 के अंतर्गत चल परिपक्वता के विकार्य ई-नीलामी विकल्प सूचना।
एतद्वारा सर्वसाधारण को तथा विशेष रूप में ऋणधारक(की) और गारंटर(री) को सूचित किया जाता है कि एन्कोर एसेट रिकस्ट्रक्चरिंग कंपनी प्राइवेट लिमिटेड, एम्पीआई-एम्पीआई-001-ट्रस्ट के ट्रस्टी के रूप में अपनी क्षमता के अंतर्गत कार्यरत "प्रतिभूति ऋणधारक" का पत्र दृष्टिकोणकृत / गिरवीकृत / प्रभारित निम्न विवरणित चल संपत्ति, जिसका सांकोके अधिग्रहण प्रभूति ऋणधारक के प्राधिकृत अधिकारी द्वारा किया जा चुका है, का विकल्प "जैसी है जहाँ है", "जैसी है जो है" और "वहाँ जो कुछ भी है" आधार पर 25-07-2024 को किया जायेगा, और यह विकल्प मैसर्स इन्वोवेशन टेक्निकल कॉर्पोरेशन, श्री संजीव शर्मा (गारंटर) तथा श्रीमती शीना शर्मा (गारंटर / बंधककर्ता) को और से प्रतिभूति ऋणधारक को दैन्य-मुक्त, 11-05-2023 के अनुसार रु. 84,97,927/- (रुपये चौरवीस लाख सत्तारह हजार नौ सौ सत्ताईस मात्र) की एक राशि की वसुली करने हेतु किया जायेगा।
ई-नीलामी की समयावधि में आरक्षित मूल्य (आरबी), धरोहर राशि जमा (ईएनडी) तथा न्यूनतम वृद्धि राशि (एमआईडी) निम्नानुसार होगी :

समयावधि	आरबी (₹.)	ईएनडी (₹.)	एमआईडी (₹.)	नीलामी की तिथि एवं समय
दुकान सं. 17 गली सं. 8 अशोक विहार फेज 3 गुडगांव-122017 में विद्यमान चल दृष्टिकोणकृत परिपक्वता राशि	15,00,000/-	1,50,000/-	10,00,00/-	25.07.2024 को 12 से 1 बजे के मध्य

अनुलक्षणक-1- दृष्टिकोणकृत मर्चों की सूची

क्र. सं.	मशीनरी का नाम	प्रमाण क्र. सं.	मशीनरी का नाम	प्रमाण क्र. सं.
1	सिलिंडर्स	5	रिप्लेट एसी	2
2	सीएनसी प्लामां काटिंग मशीनें	1	लीकर	1
3	खरात मशीनें - (छोटी)	4	टैबल	3
4	एयर कम्प्रेसर	1	आलमारी	1
5	लीह स्टैंड	23	लकड़ी की साइड टेबल	1
6	वेल्डिंग मशीन	10	आलमारी	1
7	खरात मशीन (बड़ी)	2	गैस सिलिंडर्स	6
8	खरात स्टैंड	2	विंडो कूलर	2
9	लीह ट्रेक एक्सेलर	18	जल का टैंक	1
10	कुर्सी	4	कबाड़ की मर्चे	1

नोट: ई-नीलामी की तिथि को सार्वजनिक अवकाश घोषित होता है तो तिथि स्वतः ही उक्त अगले कार्यदिवस तक विकलात पा लेगी।
वित्तीय नियमों एवं शर्तों के लिये कृपया प्रतिभूति ऋणधारक की वेबसाइट अर्थात् <http://www.encorearc.com> में उपलब्ध लिंक का संदर्भ ग्रहण करें।
किसी स्पष्टीकरण / जानकारी के लिये, इच्छुक ऋणधारण, प्रतिभूति ऋणधारक के प्राधिकृत प्रतिनिधि से मोबाइल नं. 9873181249 अथवा ईमेल sachin.kumar@encorearc.com पर संपर्क कर सकते हैं।

हस्ता- / श्री सचिन कुमार प्राधिकृत अधिकारी

दिनांक : 20-06-2024
स्थान : गुडगांव
एन्कोर एसेट रिकस्ट्रक्चरिंग कंपनी प्राइवेट लिमिटेड

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इलाहाबाद ALLAHABAD

दबावग्रस्त आरित प्रबन्धन शाखा
प्रथम तल, मुख्य शाखा भवन, हजरतगंज, लखनऊ-226001, फोन नं- 0522-2288988

परिशिष्ट-IV-A" (नियम 8 (6) परन्तुक देखें)
अचल संपत्तियों की विक्री के लिए विक्री नोटिस

वित्तीय आरतियों का प्रतिभूतिकरण एवं पुनर्गठन तथा प्रतिभूति हित के प्रवर्तन अधिनियम (सरफरफेरी) 2002 की धारा 13(4) के पठित नियम 8(6) के अन्तर्गत बैंक में बंधक रखी अचल संपत्तियों की ई-नीलामी की सूचना एतद्वारा आम जनता को एवं विशेष रूप से ऋणी और जमानतकर्ता को सूचित किया जाता है कि नीचे वर्णित अचल संपत्तियां ऋण के सापेक्ष प्रतिभूति लेनदार को बंधक की गई हैं, जिसका रचनात्मक कब्जा प्राधिकृत अधिकारी, इंडियन बैंक, द्वारा ले लिया गया है। इंडियन बैंक, सुरक्षित ऋणदाता द्वारा रु. 7,02,01,772.00 (सात करोड़ दो लाख एक हजार सात सौ बहतर मात्र) की वसुली हेतु "जैसा है जहाँ है", "जैसा है जो है" और "जो कुछ भी है" के आधार पर दिनांक 08/07/2024 को विक्रय की जायेगी। उपरोक्त राशि पर दिनांक 29.04.2017 से ब्याज व अन्य प्रभार, इंडियन बैंक, दबावग्रस्त आरित प्रबन्धन शाखा लखनऊ, सुरक्षित ऋणदाता को देय है, द्वारा:-
1. मैसर्स एफ आई मेमोरियल वेलफेयर सोसाइटी श्री सिराज इकबाल (दुस्ती) के माध्यम से, पंजीकृत कार्यालय: पश्चिमिग हाउस कम्पाउण्ड, 37 कैंट रोड, लखनऊ-226 001 (उप्र), 2. श्री सिराज इकबाल पुत्र श्री इकबाल अहमद (दुस्ती, बंधककर्ता एवं जमानतकर्ता के रूप में), पता: पश्चिमिग हाउस कम्पाउण्ड, 118/86ख,



BAJAJ CONSUMER CARE LIMITED

Corporate Identity Number (CIN): L01110RJ2006PLC047173

Registered Office: 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 | 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 (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE ("TENDER OFFER") USING STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made in relation to the Buyback (as defined 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 (the "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) (the "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 57,41,000 (FIFTY SEVEN LAKHS FORTY ONE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 1/- (INDIAN RUPEES ONE ONLY) EACH OF THE COMPANY (THE "EQUITY SHARES") AT A PRICE OF INR 290/- (INDIAN RUPEES TWO HUNDRED AND NINETY ONLY) PER EQUITY SHARE, PAYABLE IN CASH THROUGH THE TENDER OFFER ROUTE ON A PROPORTIONATE BASIS USING STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The board of directors of the Company (the "Board", which expression shall include any committee constituted and authorised by the Board to exercise its power related to the buyback i.e., the Buyback Committee) at its meeting held on Wednesday, May 8, 2024 (the "Board Meeting" and such date, the "Board Meeting Date"), approved the buyback of up to 57,41,000 (Fifty Seven Lakh Forty One Thousand) Equity Shares, which represented 4.02% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2024, at a price of INR 290/- (Indian Rupees Two Hundred and Ninety only) per Equity Share (the "Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) (such maximum amount hereinafter referred to as the "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 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 July 2, 2024 (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. The Buyback Offer Size represents 19.25% and 20.00% of the aggregate of the Company's fully paid-up equity capital and free reserves as per the audited standalone financial statements and audited consolidated financial statements of the Company for the year ended March 31, 2024, respectively, (the latest standalone and consolidated audited financial statements available as on the date of the Board Meeting, recommending the proposal of the Buyback). The Buyback is subject to receipt of such approvals, permissions, consents, sanctions, and exemptions of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from the Reserve Bank of India ("RBI"), the SEBI, the Registrar of Companies, Rajasthan at Jaipur ("RoC"), the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") and together with the NSE, the "Stock Exchanges" and/or other authorities, institutions or bodies (together with SEBI, RBI, RoC and NSE, the "Appropriate Authorities").

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

1.4. The Buyback is 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 ("Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant Rules made thereunder, (including any statutory amendments(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 Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") (including any statutory amendments(s), alteration(s) modification(s) or re-enactment of the Companies Act or the Rules made thereunder) or the SEBI Buyback Regulations.

1.5. The 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, 2024. Accordingly, the Company sought approval of the shareholders for the Buyback, by way of postal ballot dated May 8, 2024 ("Postal Ballot Notice"), in accordance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) (b) of the Companies Act, 2013. The shareholders of the Company approved the Buyback by way of a special resolution, through postal ballot dated May 8, 2024, the results of which were announced on June 20, 2024.

1.6. 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 ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars as may be applicable, including any further amendments or statutory modifications thereof for the time being in force.

1.7. Under the provisions of the Companies Act and the SEBI Buyback Regulations, the Buyback shall not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company. The Buyback Offer Size represents 19.25% and 20.00% of the aggregate of the Company's fully paid-up equity capital and free reserves, respectively, as per the audited standalone and audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and is therefore within the above-mentioned limit.

1.8. 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 57,41,000 (Fifty Seven Lakh Forty One Thousand) Equity Shares representing 4.02% Equity Shares in the total paid-up equity capital of the Company, and therefore the same is within the aforesaid 25% limit.

1.9. 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), etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals, if any, from the RBI under the Foreign Exchange Management Act, 1999 ("FEMA") as amended, and the rules and regulations framed thereunder, and, the Income Tax Act, 1961, as amended, and rules framed thereunder.

1.10. 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 have expressed their intention to not participate in the Buyback vide their letters each dated May 8, 2024.

1.11. The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. 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, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.12. A copy of this Public Announcement is available on the Company's website i.e., www.bajajconsumercare.com, the Manager to the Buyback (as defined in Paragraph 17 below) i.e., www.iifcap.com, and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the websites 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 May 8, 2024 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, 2024 and considering these, the Board decided to allocate up to INR 16,649

Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs 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 and Ninety only) per Equity Share for an aggregate maximum amount of INR 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs 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;
- The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

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 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs only) (excluding Transaction Costs).
- The maximum amount mentioned aforesaid is 19.25% and 20.00% of the aggregate of the fully paid-up equity share capital and free reserves as per both latest audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2024 (being the latest audited financial statements available as on the Board Meeting Date), respectively, 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 and 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.

The Buyback Offer Price represents:

- Premium of 26.47% and 25.51% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, during the three months preceding April 29, 2024, 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 26.91% and 27.06% 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 25.87% and 26.03% over the closing price of the Equity Shares on BSE and NSE, respectively, on April 26, 2024, being a day preceding the Intimation Date.
- Premium of 12.62% and 12.56% over the closing price of the Equity Shares on BSE and NSE, as on May 7, 2024, being a day preceding the Board Meeting Date.

The closing market price of the Equity Shares as on April 26, 2024, being a day preceding the Intimation Date was INR 230.40 and INR 230.10 on the BSE and NSE respectively. The closing market price of the Equity Shares as on May 7, 2024, being one working day prior to the Board Meeting Date was INR 257.50 and INR 257.65 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 57,41,000 fully paid-up Equity Shares of face value of INR 1/- (Indian Rupees One only) each aggregate up to INR 16,649 lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakhs 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

(i) The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons in control of the Company; (b) the director(s) of the companies which are part of the Promoter and Promoter Group; (c) directors and key managerial personnel ("KMPs") of the Company, as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e. May 8, 2024, is as follows:

a. Aggregate shareholding of the Promoters and the members of the Promoter Group and persons 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	39.29
2.	KNB Enterprises LLP	Promoter	10,100	0.01
3.	SKB Roop Commercial LLP	Promoter	5,000	Negligible
4.	Mr. Shishir Bajaj	Promoter	Nil	-
5.	Mrs. Minakshi Bajaj	Promoter	Nil	-
6.	Mr. Kushagra Bajaj	Promoter	Nil	-
7.	Mr. Apoorv Bajaj	Promoter	Nil	-
	Total		5,61,25,000	39.30

b. Aggregate shareholding of the director(s) of the Promoters 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 Murchhal	Designated Partner of SKB Roop Commercial LLP	15	Negligible
6.	Rajiv Gandhi	Designated Partner of SKB Roop Commercial LLP and KNB Enterprises LLP	Nil	-

c. Aggregate shareholding of 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.	Jaideep Nandi	Managing Director	1,44,804	0.10
3.	Sumit Malhotra	Non-Executive Director	21,440	0.02
4.	Vimal Chandra Nagori	Non-Executive Director	Nil	-
5.	Jagdish Acharya	Non-Executive, Independent Director	Nil	-
6.	Anupam Dutta	Non-Executive, Independent Director	Nil	-
7.	K S Narayanan	Non-Executive, Independent Director	Nil	-
8.	Lilian Jessie Paul	Non-Executive, Independent Director	Nil	-
9.	Dilip Kumar Maloo	Chief Financial Officer	5	Negligible
10.	Vivek Mishra	Head-Legal & Company Secretary	1	Negligible

(ii) Aggregate number of Equity Shares purchased or sold by the 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 during a period of six months preceding the Board Meeting Date at which the Buyback was approved till the date of the Postal Ballot Notice is as follows i.e. May 8, 2024:

Sr. No.	Name of the Shareholder	Number of shares	Nature of transaction	Minimum price (in ₹)	Maximum price (in ₹)	Date of minimum price	Date of maximum price
1.	Jaideep Nandi	1,67,803	ESOP Allotment	1.00	1.00	01/03/2024	01/03/2024
2.	Jaideep Nandi	8,000	Market Sale	202.18	202.18	01/03/2024	01/03/2024
3.	Jaideep Nandi	10,000	Market Sale	217.00	217.00	14/03/2024	14/03/2024
4.	Jaideep Nandi	5,000	Market Sale	220.00	220.00	18/03/2024	18/03/2024

7. INTENTION OF THE PROMOTERS 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 have expressed their intention to not participate in the Buyback vide their letters each dated May 8, 2024.

8. 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;
- In terms 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 16,649 Lakhs (Indian Rupees Sixteen Thousand Six Hundred and Forty Nine Lakh only) 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, 2024;
- The number of Equity Shares proposed to be purchased under the Buyback i.e. 57,41,000 (Fifty Seven Lakh Forty One Thousand) 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 March 31, 2024;
- There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- 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 Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
- 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 equity share capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024;
- 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;
- The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges.
- The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- The Company has obtained prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender;
- The Company shall not allow buyback of its shares unless the consequent reduction of its share capital is affected; and
- 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.

9. 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:

- 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 ("Postal Ballot Resolution") there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the Board Meeting Date, as well as for the year immediate following the date of the Postal Ballot 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 Postal Ballot 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).

10. 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
To,

Bajaj Consumer Care Limited
1231, Solitaire Corporate Park
151 M. Vasanji Road
Chakala, Andheri East
Mumbai - 400 093
Maharashtra, India

IIFL Securities Limited
24th Floor, One Lodha Place,
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India

(hereinafter referred to as the "Company")

(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").

- This report is issued in accordance with our agreement / engagement letter dated April 29, 2024.
- The Board of Directors of the Company have approved a proposal for buyback of equity shares by the Company at its meeting held on May 8, 2024 ("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.
- 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.
- 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, 2024.

Responsibility of the Board of Directors

- The Board of Directors of the Company is responsible for the following:
 - 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.
 - The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an 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 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. The Board of Directors are also responsible for ensuring that the Company complies with the requirements Act and Buyback Regulations.

Auditor's Responsibility

- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
 - whether we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended March 31, 2024;
 - whether the amount of capital payment for the proposed 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 read with the proviso to Regulation 5(i)(b) of the Buyback Regulations, and has been properly determined; and
 - whether the Board of Directors has 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.
- 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:
 - Examined authorisation for buyback from the Articles of Association of the Company;
 - 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;
 - 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, 2024;
 - 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, 2024;
 - Examined that all the shares for buyback are fully paid-up;
 - 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, 2024 (the "Audited Financial Statements") which has been prepared by the Management of the Company on which we have issued our report dated May 8, 2024, and examined budgets and projections prepared by the Management;
 - Inquired if the Board of Directors of the Company, in its meeting held on May 8, 2024, 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;
 - Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
 - Examined Directors' declarations for the purpose of buyback and solvency of the Company; and
 - Obtained appropriate representations from the Management of the Company.
- 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 ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Review of Historical Financial Information, and other assurance and related services engagements.
- 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 8, 2024. 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 ICAI. 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

- Based on our examination as above, and the information and explanations given to us, we report that:
 - we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024.
 - 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;
 - the Board of Directors, in their meeting held on May 8, 2024, 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

- 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.
- 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:
 - Public announcement to be made to the shareholders of the Company;
 - Letter of offer to be filed with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and
 - for providing to the Manager to the Buyback.
- 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: 24074056BKHCY5799
Place: Mumbai
Date: May 8, 2024

Statement of permissible capital payment ("the Statement") for the proposed buyback 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, 2024:

Computation of permissible capital payment:

(Amount in INR in lakh)

Particulars	Standalone	Consolidated
A. Paid-up Equity Share Capital (1,427.94 Lakhs equity shares of INR 1/- each fully paid-up)	1,427.94	1,427.94
B. Free reserves		
- General reserve	6,512.30	6,512.30
- Retained earnings	58,622.69	55,377.78
- Securities Premium	19,937.29	19,937.29
Total free reserves	85,072.28	81,827.37
Total of paid-up equity share capital and free reserves (A+B)	86,500.22	83,255.31
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)	21,625.05	20,813.82
Maximum permissible capital payment in accordance with proviso to Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (10% of the total paid-up Equity Share Capital and free reserves)	8,650.02	8,325.53
Amount approved by the Board of Directors in the meeting held on May 8, 2024 approving buyback		16,649.00
Buy back size as a percentage of total paid-up Equity Share Capital and free reserves	19.25%	20.0%

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

Sd/-
Jaideep Nandi
Managing Director
DIN: 06938480
Date: May 08, 2024
Unquote

Sd/-
D K Maloo
Chief Financial Officer
Date: May 08, 2024

11. PRIOR APPROVALS FROM LENDERS

The Company has obtained prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, if and where applicable. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders, if any, in case of breach of any covenant with such lender.

12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has fixed July 2, 2024, as the record date ("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.
- 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.**
- The Equity Shares 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 ("**General Shareholders**").
- 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.
- 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.
- 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.
- 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.
- 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 National Securities Depository Limited and the Central Depository Services Limited (together, 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.

- 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.
- 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.
- 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.
- 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.
- Participation in the buyback by shareholders may trigger taxation in India and in their country of residence. The Buyback transaction would also be subject to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the buyback.

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 form from such Eligible Shareholder (to whom Letter of Offer and Tender Form were emailed), the same shall be sent physically.

13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or dematerialized form, as on the Record Date.
- The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars ("**Stock Exchange Mechanism**") and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buyback, the Company has appointed IIFL Securities 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:
IIFL Securities Limited
24th Floor, One Lodha Place,
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India
Tel: +91 22 4646 4600
E-mail: bajajconsumer.buyback2024@iiflcap.com
Website: www.iiflcap.com
Contact Person: Kunal Thakkar/Vishal Hase
CIN: L99999MH1996PLC132983
SEBI Registration Number: INZ000164132
- Separate acquisition window (the "**Acquisition Window**") will be provided by Stock Exchanges 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 Stock Exchanges from time to time.
For purpose of this Buyback Offer, National Stock Exchange of India Limited being the appointed as "Designated Stock Exchange".

- In the event the Shareholder Broker of any Eligible Shareholder is not registered with BSE/NSE as a trading member/ stockbroker/ then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using web based unique client code application ("**UCI online**") facility through that BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE 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/NSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker i.e., IIFL Securities Limited, for guidance to place their bids subject to completion of "know your customer" requirements of the Company Broker.
- 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.
- Eligible Shareholders will have to tender their Equity Shares from same demat account in which they were holding such Equity Shares as on Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in demat account in which the Equity Shares were held on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted, subject to appropriate verification and validation of Registrar.
- 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.
- 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.
- 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.
- In accordance with SEBI Buyback Regulations 24(v), the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.
- Procedure to be followed by Eligible Shareholders holding Demat Shares:**
 - 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.
 - 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**").
 - 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.
 - 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.
 - 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.
 - 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.

ट्रेलर में सफेद पाउडर की आड़ में शराब तस्करी, चालक गिरफ्तार

185 कार्टन शराब जब्त

ब्यूरो/नवज्योति, उद्यपुर। जिले की टीडी थाना पुलिस ने एक ट्रेलर में सफेद पाउडर के कट्टों की आड़ में परिवहन कर ले जाई जा रही 185 शराब के कार्टन बरामद कर चालक को गिरफ्तार किया है।

थानाधिकारी फेलोराम मीणा ने बताया कि सूचना मिली कि एक ट्रेलर में अवैध रूप शराब परिवहन कर ले जाई जा रही है। इस सूचना पर थानाधिकारी के नेतृत्व में एसआई नानालाल, कालुलाल, हेड कांस्टेबल करतार सिंह, जितेंद्र कुमार, कांस्टेबल चन्द्र कुमार, सुरेंद्र कुमार, अनिल कुमार, महेंद्र कुमार, नमीचंद की टीम ने उद्यपुर-अहमदाबाद



हाईवे पर नाकाबंदी की। इस दौरान एक ट्रेलर रुकवाकर सोहनलाल पुत्र पेमा निवासी सांगठ कला राजनगर से पूछताछ की, जिसमें उसने बताया कि ट्रेलर में पाउडर के कट्टे भरें हैं। जांच करने पर सफेद पाउडर के कट्टों के नीचे अंग्रेजी शराब के कार्टन भरें हुए थे। ट्रेलर में विभिन्न ब्रांड की अंग्रेजी

शराब के 185 कार्टन मिले। पुलिस ने ट्रेलर चालक से पूछताछ की तो वह ट्रेलर को गुजरात सीमा में ले जाकर खड़ा कर तस्करी को फोन करना था। पुलिस ने शराब जब्त कर ट्रेलर चालक को गिरफ्तार कर लिया है। आरोपी ने बताया कि यह शराब उसने आमेद से भरी थी।

कंटेनर से 25 टन लकड़ी पकड़ी, चालक गिरफ्तार

ब्यूरो/नवज्योति, उद्यपुर।

जिले की फतहनगर थाना पुलिस ने एक कंटेनर में अवैध रूप से भरकर ले जाई जा रही 25 टन लकड़ी बरामद कर चालक को गिरफ्तार किया। थानाधिकारी डीपी दाधीच ने बताया कि कंटेनर चालक जयलाल पुत्र कल्याण गुर्जर निवासी गोठडा भीलवाड़ा को गिरफ्तार किया। कंटेनर में नीम, खेजड़ी, चुरेल, कंजडा की लकड़ी भरी थी। पूछताछ में चालक जयलाल ने बताया कि वह लकड़ी के गेठे भोपालसागर से भरकर गुजरात ले जा रहा था। यह लकड़ी विनोद टांक निवासी गिलुन्द ने भरवाई है। कंटेनर से 25 टन लकड़ी भरी थी।

डीजे बजाने से रोकने पर पुलिसकर्मियों पर हमला चार गिरफ्तार

ब्यूरो/नवज्योति, उद्यपुर।

गोवर्धनविलास थाना पुलिस पर डीजे बजाने से मना करने पर लड्डू व पत्थरों से हमला पुलिसकर्मियों को घायल करने और पुलिस जीप में तोड़फोड़ करने के मामले में चार आरोपियों को गिरफ्तार किया है। पुलिस के अनुसार इन्द्रा कॉलोनी में 17 जून की रात तेज आवाज में डीजे बजाने रहा था, जिस पर क्षेत्रवासियों ने पुलिस को सूचना दी। थाने से हेड कांस्टेबल चैनराम मेनारिया, कांस्टेबल तनय के साथ इन्द्रा कॉलोनी के बाहर रोड पर उसके परिवार वाले तथा दोस्त शराब के नशे में डीजे बजाकर रोड पर हंगामा कर रहे थे। पुलिस ने डीजे बंद करने के लिए कहा तो इन्होंने विरोध करते हुए कहा कि उनके बच्चे का बर्थडे है। पुलिस ने डीजे बजाने से रोका तो इन सभी ने पुलिस जाते के साथ लड्डू व हाथों से मारपीट करने लगे।

इन लोगों ने पुलिस जीप पर पत्थर फेंकना शुरू कर दिया। दुर्गाशंकर कहार तथा पूजा पत्नी किशनलाल कहार ने लड्डू से हेड कांस्टेबल चैनराम पर हमला कर दिया, जिससे उसके सिर तथा दाहिनी आंख के उपर घाव हो गया। इसके साथ ही किशन पुत्र श्यामलाल कहार निवासी कोट, किशनलाल पुत्र मोहनलाल कहार निवासी सूरजपोल भीण्डर, प्रकाश पुत्र खुमाणलाल कहार निवासी कहार की ढाणी, मुकेश पुत्र हेमराज कहार निवासी कहार की ढाणी तथा सुरेश कहार निवासी जीतावास, पूजा ने पुलिस व हॉक पर पथराव किया, जिससे वाहन को नुकसान हुआ। आगे का मुख्य कांच तथा ड्राइवर साइड को फाटकर कांच टूट गया। मामले में किशनलाल पुत्र श्यामलाल कहार निवासी कोट रायपुर भीलवाड़ा, किशनलाल पुत्र मोहनलाल कहार निवासी भीण्डर, प्रकाश पुत्र खुमाणलाल कहार व मुकेश पुत्र हेमराज कहार निवासी भंडेसर को गिरफ्तार किया।

संक्षिप्त-समाचार

जमीन का सौदा कर नहीं करवाई रजिस्ट्री

ब्यूरो/नवज्योति, उद्यपुर। हिरणमगरी थाना क्षेत्र में जमीन का सौदा कर रजिस्ट्री नहीं कराने का मामला सामने आया है। पुलिस ने बताया कि जगदीश पुत्र छान लाल शर्मा निवासी आदर्श नगर गार्डियावास ने राकेश पुत्र सत्यनारायण गर्ग निवासी ब्यार हाल सिद्धी विनायक कॉम्प्लेक्स माली कॉलोनी के खिलाफ रिपोर्ट दी। इसमें बताया कि लव मालवीया के मार्फत आरोपी से उसका परिचय हुआ। उसने बताया कि भुवाणा में उसका एक भूखंड है, जिसका सौदा कर नगर विकास प्रयास से सब डिवीजन कराने का आश्वासन दिया। इसके बाद एक करोड़ सलाइस लाख पचास हजार रुपए में सौदा तय हुआ। इसके बाद 11 हजार रुपए नकद व दस लाख रुपए का एक चेक दिया, लेकिन आरोपी ने सब डिवीजन नहीं कराया और अग्रिम दी गई राशि नहीं दे रहा है।

बाइक को टक्कर मार की मारपीट, फिर चुराया वाहन

ब्यूरो/नवज्योति, उद्यपुर। घंटाघर थाना क्षेत्र में एक युवक ने कुछ युवकों के खिलाफ उसकी बाइक को टक्कर मारकर और मारपीट कर बाइक चोरी कर ले जाने का मामला दर्ज करवाया है। पुलिस के अनुसार संजय पुत्र फूल गमती निवासी तितरडी हाल कोडियात ने मामला दर्ज करवाया कि 18 जून को वह अपने दोस्त मुकेश गमती के साथ गुलाबवा में घूमने आया था। घूमने के बाद बाइक से कोडियात की तरफ जा रहे थे कि पाला गणेशजी मंदिर के पास दूधतराई से पहले मुकेश गमती की टोपी नीचे गिर गई थी, जिसको लेने के लिए बाइक घुमाई तो दूधतराई की तरफ से स्कूटी सवार होकर आए दो लडकों ने इनकी बाइक टक्कर मार दी, जिससे वे नीचे गिर गए। इन युवकों के दो-तीन साथी और आ गए। स्कूटी सवार लडकों ने चाकू निकाल लिया और मारपीट करने लगे तो वे पहाड़ी की ओर भाग गए। कुछ देर बाद वापस आए तो बाइक नहीं मिली। वे बदमाश मारपीट कर उसकी बाइक चोरी कर फरार हो गए।

मारपीट व लज्जाभंग: सविना थाने में एक महिला ने उसके साथ मारपीट कर छेड़छाड़ करने को लेकर राहुल सालवी निवासी आम्बाफला तितरडी के खिलाफ मामला दर्ज करवाया।

पिकअप की चपेट से श्रमिक की मौत

ब्यूरो/नवज्योति, उद्यपुर। नाई थाना क्षेत्र में पिकअप की चपेट में आने से पैदल जा रहे युवक की मौत हो गई। पुलिस के अनुसार गंगाराम (35) पुत्र रोडा भील निवासी बागदड़ा छाली गुरुवार सुबह छह बजे पैदल-पैदल मजदूरी के लिए शहर की तरफ जा रहा था। उर्वेस्वरजी को पार कर चार घाटी की तरफ सामने से तेज गति से आ रही बांस से भरी पिकअप ने चपेट में ले लिया। घायल को एम्बु चिकित्सालय लाया गया, जहां चिकित्सकों ने जांच के बाद उसे मृत घोषित कर दिया।

रानी रोड पर चक्कट करते युवकों से 30 पावर बाइक जब्त



ब्यूरो/नवज्योति, उद्यपुर। शहर के विभिन्न पर्यटक स्थलों एवं आम सड़क पर तेजी से राइडिंग करने वाली बाइकों, मॉडिफाइड बाइकों की शरफकड़ कार्रवाई के तहत अंबामाता थाना पुलिस की 4 टीमों ने रानी रोड पर राइडिंग स्टंट करते 30 पावर बाइकों को जब्त किया।

महिला को डायन कहकर किया प्रताड़ित

ब्यूरो/नवज्योति, उद्यपुर। जिले के फलासिया थाना क्षेत्र में एक महिला ने पिता-पुत्र के खिलाफ उसे डायन कह कर प्रताड़ित करने का मामला दर्ज करवाया है। पुलिस के अनुसार एक महिला ने भीमसिंह पुत्र रामसिंह निवासी साटका फलासिया, उसके पिता रामसिंह पुत्र कल्ले सिंह के खिलाफ मामला दर्ज करवाया। रिपोर्ट में बताया कि वह अपने घर पर थी। इस दौरान आरोपी भीमसिंह व उसका पिता रामसिंह शराब पीकर गाली-गलौज करते हुए उसके घर में घुस गए। आरोपी भीम सिंह के हाथ में तलवार थी और रामसिंह ने पत्थर से हमला कर उसे डायन कहा। यह देखकर उसने घर में छिपकर जान बचाई। पीड़िता ने बताया कि ये लोग उसे डायन कहकर प्रताड़ित करते हैं और गांव व समाज में डायन कहकर बदनाम कर दिया है।

सोना देने का झांसा देकर 6.50 लाख रुपए हड़पे

ब्यूरो/नवज्योति, उद्यपुर। जिले के खेरोदा थाना क्षेत्र में एक व्यक्ति ने युवक के खिलाफ सोना देने का झांसा देकर 6.50 लाख रुपए हड़पने का मामला दर्ज करवाया है।

पुलिस के अनुसार भगवती लाल पुत्र भूरा लाल जाट निवासी कंवरपुरा भूपालसागर हाल अमरपुरा खालसा चौराहा ने मामला दर्ज करवाया कि अमरपुरा खालसा चार रास्ता पर उसकी कपड़े की दुकान है और वहीं भोपा खेड़ा रोड अमरपुरा रमशन के सामने मुकेश सुधार निवासी बोहेड़ा बड़ीसादड़ी की इलेक्ट्रिक रिपैरिंग की दुकान है, जिससे दोनों में अच्छी जान-पहचान थी। 14 मई मुकेश उसकी दुकान तो उसने कहा कि वह पैसा नहीं देगा और गाली-गलौज की। साथ ही उसे जान से मारने की धमकी दी।

8 मई को मुकेश सुधार ने कानपुर मादडी रोड नंबर 3 बुलाया और हेमराज डांगी से मिलाया। हेमराज ने उससे कहा कि उसे सोना मिल जाएगा। हेमराज ने बताया कि वह मुकेश के साथ मिलकर सोने का धंधा करता है। मुकेश ने उसे सोना नहीं दिया और पैसा भी नहीं दिया। इस पर उसने मुकेश सुधार को अमरपुरा चार रास्ते पर रोककर पैसा मांगा तो उसने कहा कि वह पैसा नहीं देगा और गाली-गलौज की। साथ ही उसे जान से मारने की धमकी दी।

3.2 किलो गांजा जब्त, दो गिरफ्तार

बेकरिया थाना पुलिस ने दो युवकों रूपानाथ पुत्र लाला नाथ व राजुनाथ पुत्र नाथ नाथ निवासी उपली ओडन राजसमन्द को गिरफ्तार कर उनके कब्जे से 3 किलो 200 ग्राम अवैध गांजा जब्त किया।

आबकारी प्रहराधिकारी सहित दो के खिलाफ चालान

ब्यूरो/नवज्योति, उद्यपुर। शराब का मामला दर्ज नहीं करने की एवज में दस हजार रुपए की रिश्तत लेने के मामले में एसीबी ने सलुंबर के तत्कालीन आबकारी प्रहराधिकारी ईश्वरसिंह पुत्र रामसिंह निवासी बड़ावली व तत्कालीन गाई सलीम पुत्र असलम खां निवासी आसपुर के खिलाफ यहां न्यायालय में आरोप पत्र पेश किया। दोनों आरोपियों ने नौ जून 2022 को परिवारी बैरूलाल पुत्र चौकाजी मीणा निवासी खाटियाखेड़ा से दस हजार रुपए की रिश्तत ली थी।

पति व ससुराल पक्ष पर मारपीट करने का आरोप

ब्यूरो/नवज्योति, उद्यपुर। सुखेर थाना क्षेत्र में एक महिला ने पति व ससुराल पक्ष के खिलाफ उसके व परिजन के साथ मारपीट करने का मामला दर्ज करवाया है। पुलिस के अनुसार धांपू पत्नी जगदीश गमती निवासी बगावती की भगलसरे ने मामला दर्ज करवाया कि 18 जून को शाम करीब 8 बजे उसका पति जगदीश गमती घर पर एक लडकी लेकर आया। उसने इस लडकी के बारे में पूछा तो पति ने उसके साथ मारपीट की। उसने बहन टीला गमती को फोन किया तो उसकी बहन व भाई मांगीलाल, जीवान, मांकारी बाई, भाभी सोनी बाई सरें आए और पति से मारपीट करने का कारण पूछा तो पति जगदीश, समरु वालु, सास शांता बाई, देवर मुकेश व नन्द रेखा व उसके पति गणेश ने मिलकर उनके साथ पत्थर, सरियों व लड्डू से मारपीट की।

हिट एंड रन मामला

आरोपी को एक दिन रिमांड पर सौंपा

ब्यूरो/नवज्योति, उद्यपुर।

सूरजपोल थाना क्षेत्र में माली कॉलोनी के हिट एंड रन मामले में पुलिस ने गुरुवार सुबह आरोपी को न्यायालय में पेश किया, जहां से उसे एक दिन के रिमांड पर सौंपा गया। एसआई गीरमसिंह ने बताया कि एकलिंगपुरा निवासी आरोपी रमेश लोहार गत रविवार रात को अपने तीन दोस्तों के साथ शराब के नशे में

कहीं जा रहा था। इसी दौरान माली कॉलोनी में हिट एंड रन की घटना हो गई। घटना के बाद आरोपी ने कार रानी बावड़ी क्षेत्र में अपनी बहन के घर खड़ी कर दी थी। घटना में डीआईजी एसीबी का पुत्र उत्कर्ष गौयल गंभीर रूप से घायल हो गया था। पुलिस ने दो दिन बाद मंगलवार को आरोपी को गिरफ्तार किया था।

जमीन पर कब्जा करने का मामला दर्ज

ब्यूरो/नवज्योति, उद्यपुर।

सुखेर थाना क्षेत्र में एक व्यक्ति ने एक जने के खिलाफ उसकी जमीन पर कब्जा करने का मामला दर्ज करवाया है। पुलिस के अनुसार माथलाल पुत्र नारायणलाल गायरी निवासी मेहरों का गुडा ने मामला दर्ज करवाया कि मेहरों का गुडा हाइवे के पास उसकी जमीन है, जिस पर गणेश पुत्र कन्न्याजी गायरी कब्जा करने की कोशिश कर रहा है। वह रोड ट्रैक्टर से पत्थर डालता है और ऊपर से धमकी दे रहा है जबकि परिवारी है। हाईकोर्ट से स्टे भी ले रहा है। उसके बाद भी कब्जा करने की कोशिश कर रहा है।

- (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 unlocked. 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, 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.
- 13.13. 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 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 NSE. 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 16 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 Offer 2024". 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 NSE 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. 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 pay-out 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 unlocked 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 by registered post or by ordinary post or courier at Shareholder's sole risk. 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 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.
15. 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;
Website: www.bajajconsumercare.com
Email: complianceofficer@bajajconsumer.com
16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK
- In case of any queries, the shareholders may also contact KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on all working days except Saturday, Sunday and public holidays between 11.00 a.m. (IST) to 5.00 p.m. (IST) at the following address:
- KFINTECH**
EXPERIENCE TRANSFORMATION
- Address: Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally Hyderabad-500 032, Telangana, India.
Telephone Number: +91 40 6716 2222
Toll-free No.: 18003094001
Fax No: +91 40 6716 1563
Website: www.kfintech.com
E-mail: bajajconsumer.buyback@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration Number: INR000000221
Validity Period: Permanent
CIN: L72400TG2017PLC117649
17. MANAGER TO THE BUYBACK
- IIFL SECURITIES**
- IIFL Securities Limited
24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (W)
Mumbai 400 013, Maharashtra, India
Tel: +91 22 4646 4728
E-mail: bajajconsumer.buyback@iiflcap.com
Website: www.iiflcap.com
Contact Person: Nishita Mody
SEBI Registration Number: INM000010940
CIN: L99999MH1996PLC132983
18. DIRECTOR'S RESPONSIBILITY
- As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and confirms that 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
- | | | |
|---|---|--|
| Kushagra Bajaj
Non-Executive Chairman
DIN: 00017575 | Jaideep Nandi
Managing Director
DIN: 06938480 | Vivek Mishra
Head-Legal & Company Secretary
Membership No.: A21901 |
|---|---|--|
- Date : June 20, 2024
Place : Mumbai