

bajaj CONSUMER CARE

Date: July 24, 2025

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

Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Outcome of Board Meeting

Dear Sir/Madam,

With regard to the captioned matter and in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this is to inform you that the meeting of the Board of Directors of the Company which commenced at 3:10 P.M. and concluded at 3:25 P.M. today i.e. July 24, 2025, the following decisions were taken:

1. In furtherance of our intimation letter dated July 21, 2025 and in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the SEBI master circular bearing reference number SEBI/HO/CFD/PoD2/CIR/P/0154 dated November 11, 2024, as amended and SEBI Circular SEBI/HO/CFD/CFD-PoD-2CIR/P/2024/185 dated December 31, 2024, we wish to inform the stock exchanges that the board of directors of Bajaj Consumer Care Limited (the "Company") at its meeting held today, i.e., July 24, 2025 has, *inter-alia*, considered and approved the proposal for buyback of fully paid up equity shares of the Company having a face value of ₹ 1/- per Equity Share not exceeding **6,434,482** Equity Shares (representing **4.69%** of the total paid-up capital of the Company as of **March 31, 2025**) ("**Equity Shares**") and such buyback ("**Buyback**") from all shareholders/ beneficial owners of the Equity Shares of the Company, as on record date, which will be decided subsequently, on a proportionate basis, through the "tender offer" route, using mechanism for acquisition of shares through stock exchange as prescribed under Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**Buyback Regulations**") and such other circulars or notifications issued by the Securities and Exchange Board of India ("**SEBI**") and pursuant to the Companies Act, 2013 and rules made thereunder, as amended from time to time (the "**Companies Act**"), at a price of ₹ **290/-** per Equity Share ("**Buyback Offer Price**"), payable in cash, for an aggregate amount not exceeding ₹ **18,660/- lacs** (the "**Maximum Buyback Offer Size**"), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, stock exchange charges, advisors/legal fees, printing and dispatch expenses, if any, public announcement publication expenses and other incidental and related expenses and charges ("**Transaction Costs**") which represents **23.70%** and **24.88%** of the aggregate of the Company's fully paid-up share capital and free reserves as per the standalone audited financials and consolidated audited financials of the Company for the year ended as on **March 31, 2025**, respectively, (which is within the statutory limits of 25% of the aggregate of the fully paid-up share capital and free reserves of the Company, based on the standalone or consolidated financial statements of the Company as on March 31, 2025, whichever sets out a lower amount.

The Buyback offer is subject to the approval of the shareholders by way of a special resolution through postal ballot by remote electronic voting only and all other applicable statutory approvals in accordance with applicable law. The process, timelines and other requisite details concerning the postal ballot will be

Bajaj Consumer Care Ltd

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communicated shortly.

The Board has appointed Anand Rathi Advisors Limited, a SEBI Registered Merchant Banker as the Manager to the Buyback.

The Board has constituted a committee called 'Buyback Committee' and delegated its powers to *inter-alia* do such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in relation to the proposed Buyback. The Board has appointed Mr. Vivek Mishra, Head-Legal & Company Secretary, as the compliance officer for the purposes of the proposed Buyback.

Pursuant to Regulation 42 of the Listing Regulations and regulation 9(i) of the SEBI Buyback Regulations, the Buyback Committee shall subsequently decide the record date for the purpose of determining the entitlement and the names of the equity shareholders who shall be eligible to participate in the aforesaid Buyback.

The Board has noted the intention of the Promoters and members of the Promoter Group of the Company not to participate in the proposed Buy Back.

The pre-buyback shareholding pattern of the Company, as on July 18, 2025, is enclosed as **Annexure A**. Please note that the details regarding the post-buyback shareholding pattern have not been provided since the actual number of Equity Shares that will be bought back and the category of shareholders from whom the Equity Shares will be bought back cannot be determined at this stage.

2. Approved the Scheme of Arrangement ("Scheme") between Vishal Personal Care Limited ('VPCL' or 'the Demerged Company') and Bajaj Consumer Care Limited ('the Company' or 'BCCL' or 'the Resulting Company') and their respective shareholders under Section 230-232 of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 ("the Scheme"). The Demerged Company is a wholly owned subsidiary of the Resulting Company / the Company.

Pursuant to the Scheme, the Manufacturing and Distribution Business or Demerged Undertaking (as defined in the Scheme) of the Demerged Company, which is a wholly owned subsidiary of the Company, with all properties, assets (whether tangible or intangible), and all debts, liabilities, duties and obligations, litigations, working capital (including all inventories) etc. as defined in the Scheme, shall demerge in to the Company i.e. Bajaj Consumer Care Limited.

The Scheme is subject to the requisite statutory / regulatory approvals including the approval of jurisdictional National Company Law Tribunal. We enclose herewith the details required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as **Annexure-B** for the above-mentioned Scheme.

Thanking You.

Yours faithfully,

For and on behalf of Bajaj Consumer Care Limited

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

Enclosures: As above

ANNEXURE A

Pre-Buyback Shareholding Pattern of the Company as on July 18, 2025*

Category of Shareholder	Pre-Buyback**		
	Number of Shareholders	Number of Equity Shares	% to the existing equity share capital
Promoters & Promoter Group along with persons acting in concert, (Collectively "the Promoters")	3	5,61,25,000	40.95
Foreign Investors (including Non-Resident Indians FPIs and Foreign Mutual Funds)	2,621	1,70,70,498	12.46
Financial Institutions / Banks & Mutual Funds promoted by Banks /Institutions	6	2,23,72,254	16.32
Others (Public, Public Bodies Corporate etc.)	1,33,161	4,14,85,051	30.27
Total	1,35,791	13,70,52,803	100.00

*The shareholding is considered as per the last weekly beneficiary position data furnished by the RTA/depositories as on July 18, 2025

**The post Buyback shareholding pattern of the Company shall be ascertained subsequently.

ANNEXURE-B

Sr. No.	Details to be provided	Particulars
1.	Brief details of the division(s) to be demerged;	<p>Vishal Personal Care Limited (“the Demerged Company”) is a wholly owned subsidiary of Bajaj Consumer Care Limited (“the Company”). The Manufacturing and Distribution Business or Demerged Undertaking (as defined in the Scheme) shall mean the entire Manufacturing and Distribution business carried out by the Demerged Company as identified by the Board of Directors of the Demerged Company with all properties, assets, technical experience and credentials, including for manufacturing, pre-qualifications, rights and powers and all debts, liabilities, duties and obligations, litigations, working capital (including all inventories), whether tangible or intangible, and such other ventures and shall include ancillary and support services in relation to the same etc. as defined in the scheme.</p>
2.	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	<p>The turnover of the Demerged Undertaking of Vishal Personal Care Limited (“the Demerged Company”) during the financial year ended March 31,2025, was ~INR 5,251.6 Lakhs, which constituted 99.23% of the total turnover of the Demerged Company and 5.57% of the standalone turnover of Bajaj Consumer Care Limited (“the Resulting Company” / listed entity during the above-mentioned period.</p> <p>Aforementioned turnover and percentage of turnover of the Demerged Company are approximate figures based on unaudited financial statements of the Demerged Company.</p> <p>The turnover of the Resulting Company is based on audited financial statements.</p>
3.	Rationale for demerger	<p>The Demerged Company is a wholly owned subsidiary of Bajaj Consumer Care Limited (“Resulting Company”) as on date of passing of the Board Resolution approving the Scheme. The benefits of the Scheme, inter alia, would include the following:</p> <ul style="list-style-type: none">a) The consolidation of the identified Manufacturing and Distribution Undertaking (“Demerged Undertaking”) of Demerged Company with Resulting Company will result in integration synergies, enable better supervision of the business, efficient utilisation of the infrastructure facilities and optimum utilisation of the available resources.b) The synergies arising out of the consolidation will lead to enhancement of combined earnings, market penetration and cash flow of the business and consequently enhance the shareholder’s value.c) The Scheme will allow the management to devise, implement and pursue independent business strategies which will enable a wider scope for independent collaborations and investment opportunities.d) Cost savings are expected to flow from more focused operational efforts and simplification of business processes.

		<p>The Scheme is in the interest of all the shareholders, creditors and other stakeholders of both the Companies.</p> <p>Accordingly, to achieve the above-mentioned business rationale and related benefits, the Scheme is being proposed in accordance with the terms set out thereunder.</p>
4.	Brief details of change in shareholding pattern (if any) of all entities	<p>There will be no change in the shareholding pattern of Bajaj Consumer Care Limited pursuant to the Scheme as no equity shares of the Company are being issued in connection with the Scheme.</p> <p>The Demerged Company shall continue to be wholly owned subsidiary of the Company.</p>
5.	In case of cash consideration – amount or otherwise share exchange ratio	<p>The Scheme does not involve payment of any cash consideration by the Company. Upon the Scheme becoming effective, no equity shares of the Company shall be allotted in lieu of or in exchange for the Demerged Undertaking.</p>
6.	Whether listing would be sought for the resulting entity	<p>Bajaj Consumer Care Limited (“The Resulting Company”) is already listed on BSE Limited and the National Stock Exchange of India Limited.</p> <p>Given that Vishal Personal Care Limited (“Demerged Company”) is a wholly owned subsidiary of the Resulting Company, the Demerger Scheme does not contemplate any issuance of equity shares of the Resulting Company, and there will be no change in the shareholding pattern of the Resulting Company pursuant to the Demerger Scheme.</p>