

July 29, 2025

To: DCS-CRD BSE Limited First Floor, New Trade Wing, Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 023 <b>Stock Code: 533229</b>	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 <b>Stock Code: BAJAJCON</b>
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Dear Sirs/Madam,

**Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

Further to our letter dated July 24, 2025, please find enclosed copy of the Postal Ballot Notice dated July 24, 2025, seeking approval of the shareholders for the following Special Resolution(s):

Sr. No.	Particulars	Type of Resolution
1.	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 64,34,482 Equity Shares (representing 4.69% of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2025), at a price of INR 290/- per Equity Share payable in cash for an aggregate amount not exceeding INR 18,660.00 lakh.	Special

Notice is being sent through electronic mode to those members whose email addresses are registered with the Depositories/Company and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, July 25, 2025.

The Company has entered into an arrangement with KFin Technologies Limited (RTA) to facilitate remote e-voting for all its members. The remote e-voting will be available for the following period:

Commencement of e-voting period	9:00 a.m. IST on Thursday, July 31, 2025
Conclusion of e-voting period	5:00 p.m. IST on Friday, August 29, 2025

Results of the postal ballot will be announced on or before August 31, 2025. The above information will be available on the website of the Company at [www.bajajconsumercare.com](http://www.bajajconsumercare.com).

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

Thanking you,

Yours Sincerely,  
**For Bajaj Consumer Care Limited**

**Vivek Mishra**  
**Head (Legal) & Company Secretary**  
Membership No.: A21901

Encl: as above

**Bajaj Consumer Care Limited**

1231, 3<sup>rd</sup> 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](http://www.bajajconsumercare.com)

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

## Bajaj Consumer Care Limited

CIN: L01110RJ2006PLC047173

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### POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended].

VOTING STARTS ON	VOTING ENDS ON
9:00 A.M. (IST) Thursday, July 31, 2025	5:00 P.M. (IST) Friday, August 29, 2025

Dear member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (**"the Rules"**), (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, read with the General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (**"MCA"**), in continuation to the circulars issued earlier in this regard (**"MCA Circulars"**), Secretarial Standard - 2 on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the "Listing Regulations"**) and pursuant to other applicable laws, rules and regulations as may be applicable, that the special resolutions as set out in the notice are proposed for approval of the members of the Company (**"Members"** or **"Equity Shareholders"**), for passing by means of postal ballot through e-voting only (voting through electronic means) only.

The proposed resolutions and the respective explanatory statements pursuant to section 102, 110 and other applicable provisions of the Act and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, setting out the material facts and the reasons thereof, forms part of the postal ballot notice and is annexed hereto (**"Notice"**).

In compliance of the Regulation 44 of the SEBI Listing Regulations and in terms of the MCA Circulars, the In compliance of the Regulation 44 of the SEBI Listing Regulations and in terms of the MCA Circulars, the provisions of Sections 108, 110 and other provisions of the Act, Rule 20 & Rule 22 of the Rules as amended from time to time and SS-2, the voting on the resolutions covered in the Notice will take place through remote e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms physically. Accordingly, the Notice and instructions of e-voting are being sent through electronic mode to those members whose email addresses are registered with the company/ depository participant/s.

Please refer to detailed instructions for remote e-voting explained in notes to this Notice, below.

The Board of Directors of the Company has appointed Mr. S.N. Viswanathan (FCS 13685, COP 24335), failing him Ms. Malati Kumar (ACS 15508 I COP 10980) Partners of S.N. Ananthasubramanian & Co., Practicing Company Secretaries, as the scrutinizer (**"Scrutinizer"**) for conducting the postal ballot / e-voting process in a fair and transparent manner.

The Company is pleased to provide an e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned below, in this Notice. The Company has engaged the services of Kfin Technologies Limited (**"KFINTECH"**) for facilitating e-voting. The Company has made necessary arrangements with KFINTECH, Registrar and Share Transfer Agent (**"RTA"**) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

#### Bajaj Consumer Care Limited

1231, 3<sup>rd</sup> Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East),

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Tel.: +91 0294-2561631, 2561632

The remote e-voting period commences from 9:00 A.M. (IST) on Thursday July 31, 2025 and ends at 5:00 P.M. (IST) on Friday, August 29, 2025. Members are, therefore, requested to cast their vote not later than 5:00 P.M. (IST) on Friday, August 29, 2025.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Friday, August 29, 2025. The e-voting facility will be disabled by KFIN immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the "**Chairman**") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting i.e. Sunday, August 31, 2025. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Notice.

The last date of e-voting, i.e. Friday, August 29, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

### **Resolutions:**

#### **Approval for buy back of equity shares of the Company.**

#### **To consider and if thought fit, to pass the following resolution as Special Resolutions:**

**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), approval of the shareholders 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 64,34,482 (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) Equity Shares (representing 4.69% of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2025), at a price of INR 290/- (Two Hundred Ninety only) per Equity Share payable in cash for an aggregate amount not exceeding INR 18,660.00 lakhs (Indian Rupees Eighteen Thousand Six Hundred Sixty 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 "**Maximum Buyback Size**") which represents 23.70% and 24.88% 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, 2025 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, other than the promoters and members of the promoter group, and persons acting in concert (the term "**Promoter**"/"**Promoter Group**") 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 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** in accordance with the SEBI Buyback Regulations, the Buyback period shall commence from the date of declaration of results of the postal ballot for special resolution until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made.

**RESOLVED FURTHER THAT** as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (excluding promoters and members of promoter group) as on Record Date, on a proportionate basis, provided that either 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares which small shareholders are entitled to as per their shareholding whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

**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 ("**SEBI Circulars**") 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 equity shareholders of the Company, as on the Record Date, excluding the promoters and members of promoter group, may be eligible to participate in the Buyback, except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities.

**RESOLVED FURTHER THAT**, in terms of Regulation 4 of the SEBI Buyback Regulations, the proposed Buyback be implemented from the existing shareholders other than Promoter"/"Promoter Group as on Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit 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 Company to maintain a register of securities bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

**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. The powers that the Board is authorized to delegate are inter-alia as follows:

- (i) 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;
- (ii) Deciding the Record Date for the purposes of Buyback;
- (iii) To make any alteration(s), modification(s), to the terms and conditions of the Buyback Offer including amendment of buyback price or the quantum of equity shares offered to be brought back (subject to overall buyback size) in accordance with the Regulation 5(via) of the SEBI Buyback Regulations, and any other statutory requirements and as may be deemed necessary.
- (iv) Appointment and finalization of intermediaries/agencies/persons, as may be required, for the implementation of the Buyback;
- (v) 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;
- (vi) 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;
- (vii) 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;
- (viii) Filing return of Buyback with RoC and other statutory authorities and maintaining register of securities bought back;
- (ix) Deciding the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;
- (x) Verifying offer/acceptances received, finalizing basis of acceptance, paying the members consideration for shares bought back pursuant to the Buyback;
- (xi) Providing such confirmations and opinions as may be required in relation to the Buyback;
- (xii) 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

- (xiii) 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** 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** the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended

**RESOLVED FURTHER THAT** the Company shall not Buy-back the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities until the pendency of the lock-in or until the Equity Shares or other specified securities become transferable.

**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.

By order of the Board of Directors  
Sd/-  
Vivek Mishra  
Head-Legal & Company Secretary  
Membership No. A21901

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

Mumbai  
July 24, 2025

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("the Act") setting out the material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 issued by the Securities and Exchange Board of India ("SEBI") ("the Circulars"), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

**3. Dispatch of Postal Ballot Notice through electronic mode**

In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFin Technologies Limited ("KFin"), Registrar and Share Transfer Agent ("RTA") of the Company, National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on Friday, July 25, 2025, ("cut-off date"). As per the Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFin hereunder.

Members may note that the Notice will be available on the Company's website at [www.bajajconsumercare.com](http://www.bajajconsumercare.com), website of the Stock Exchanges i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFin at <https://evoting.kfintech.com>.

**4. Registration of e-mail ID**

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) ("DP").
  - **Physical mode** can register their email ID with the Company or KFin. Requests can be emailed to [complianceofficer@bajajconsumer.com](mailto:complianceofficer@bajajconsumer.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updations to be done through ISR Forms only.
5. Members whose names appears in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e., Friday, July 25, 2025 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

**6. Instructions for remote e-voting**

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote





e-voting forms part of this Notice.

- ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
On 9:00 A.M. (IST) Thursday, July 31, 2025	On 5:00 P.M. (IST) Friday, August 29, 2025

- iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on Friday, July 25, 2025, i.e., cut-off date, may cast their vote by remote e-voting.
- v. The Board of Directors of the Company has appointed Mr. S.N. Viswanathan (ACS 61955, COP 24335), failing him Ms. Malati Kumar (ACS 15508 I COP 10980) Partners of S.N. Ananthasubramanian & Co., Practicing Company Secretaries, as the scrutinizer ("**Scrutinizer**") for conducting the postal ballot / e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
- vi. The process and manner for remote e-voting is as under:
- In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
  - E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
  - Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
  - The process and manner of remote e-voting is explained below:
    - Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
    - Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

## Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p><b>1.</b> For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ol style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li> <li>iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>iv. Click on company name i.e. ‘<b>Bajaj Consumer Care Limited</b>’ or ESP i.e. KFin.</li> <li>v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period.</li> </ol> <p><b>3. Those not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</li> <li>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on company name i.e <b>Bajaj Consumer Care Limited</b> or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</li> <li>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Click on New System Myeasi.</li> <li>Login to Myeasi option under quick login.</li> <li>Login with the registered user ID and password.</li> <li>Members will be able to view the e-voting Menu.</li> <li>The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol> <p><b>2. User not registered for Easi/ Easiest</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Provide demat account number and PAN.</li> <li>System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Bajaj Consumer Care Limited’ or select KFin.</li> <li>Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol>
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</li> <li>Once logged-in, Members will be able to view e-voting option.</li> <li>Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>Click on options available against ‘Bajaj Consumer Care Limited’ or ‘KFin’.</li> <li>Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 102 0990</b> and <b>1800 22 4430</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738</b> or <b>022-23058542-43</b>

**I. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.**

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8994, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Bajaj Consumer Care Limited' and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

**General Guidelines for Members:**

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) with the subject line "Bajaj Consumer Care Limited 2025 Postal Balot YEAR".

2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions ("FAQs") available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

By order of the Board of Directors  
Sd/-  
Vivek Mishra  
Head-Legal & Company Secretary  
Membership No. A21901

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

Mumbai  
July 24 , 2025

**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 AND 110 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 July 24, 2025 ("**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 64,34,482 Equity Shares (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) (representing 4.69% of the total number of Equity Shares in the total paid-up equity capital of the Company as of June 30, 2025, at a price of INR 290/- (Indian Rupees Two Hundred Ninety] only) per Equity Share payable in cash for an aggregate amount not exceeding INR 18,660 lakhs (Indian Rupees Eighteen Lakh Six Hundred Sixty Lakh only), 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 23.70% and 24.88% 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, 2025 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, excluding 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 share capital and free reserves of the Company as per the audited financial statements of the Company for the financial year ended March 31, 2025.

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 – July 24, 2025 (“Board Meeting Date”)**

**(b) Necessity for the Buyback:**

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

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

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

- (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; and
- (iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to liquidate their Equity Shareholding in the Company or increase their percentage shareholding by abstaining from participating in the Buyback offer without any additional investment.

**(c) Maximum number of securities that the Company proposes to buyback:**

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

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

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

**(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 INR 290/- (Indian Rupees Two Hundred 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 66.50% and 66.32% over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, during the three months preceding July 21, 2025, being the date when intimation for considering and approving the proposed buyback offer at the Board Meeting was sent to the Stock Exchanges ("Intimation Date").
  - Premium of 24.15% and 24.25 over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, for two weeks preceding the Intimation Date.
  - Premium of 20.63% and 20.58% over the closing price of the Equity Shares on BSE and NSE, respectively, on July 18, 2025, being a day preceding the Intimation Date.
  - Premium of 19.53% and 19.56% over the closing price of the Equity Shares on BSE and NSE, as on July 23, 2025, being a day preceding the Board Meeting Date.

The closing market price of the Equity Shares as on July 18, 2025, being a day preceding the Intimation Date was ₹ 240.40 and ₹ 240.49 on the BSE and NSE respectively. The closing market price of the Equity Shares as on July 23, 2025, being one working day prior to the Board Meeting Date was ₹ 242.6 and ₹ 242.55 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 18,660 Lakh (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only) (excluding Transaction Costs).

The maximum amount mentioned aforesaid is 23.70% and 24.88% of the aggregate of the fully paid-up share capital and free reserves as per the both latest audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2025 (being the latest audited financial statements available as on the Board Meeting Date), respectively, 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, 2025, is ₹ 78,731.21 lakhs and ₹ 74,998.68 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 18,660 lakhs (Indian Rupees One Hundred Eighty-Six Crores Sixty Lakhs only).

The maximum amount proposed to be utilized for the Buyback, INR 18,660 Lakhs (Indian Rupees Eighteen Thousand Six Hundred Sixty 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, 2025.

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 64,34,482 (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) 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	40.94
2.	KNB Enterprises LLP	Promoter	10,100	0.01
3.	SKB Roop Commercial LLP	Promoter	5,000	Negligible
4.	Shishir Bajaj	Promoter	Nil	-
5.	Minakshi Bajaj	Promoter	Nil	-
6.	Kushagra Bajaj	Promoter	Nil	-
7.	Apoorv Bajaj	Promoter	Nil	-
<b>Total</b>			<b>5,61,25,000</b>	<b>40.95</b>

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	-

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

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

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

**(j) Intention of Promoter and Promoter Group to participate in Buyback and persons in control of the Company to tender their Equity Shares in the Buyback:**

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 July 24, 2025.

**(k) Details of any subsisting defaults in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institution or banks:**

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

**(l) 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) As per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
- (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 18,660 Lakhs (Indian Rupees Eighteen Thousand Six Hundred Sixty Lakh only) ("**Buyback Offer Size**") does not exceed 25% of the aggregate of the paid-up capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2025;
- (vii) The number of Equity Shares proposed to be purchased under the Buyback i.e. 64,34,482 (Sixty Four Lakh Thirty Four Thousand Four Hundred Eighty Two) Equity Shares does not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on June 30, 2025;
- (viii) There are no schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("**Scheme**") involving the Company which are pending before any regulatory authority, 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 Buyback shall be completed within a period of one year from the date of passing of Special resolution in Shareholder meeting approving the Buyback;
- (xi) The Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
- (xii) The consideration for the Buyback shall be paid by the Company only in cash;
- (xiii) 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;
- (xiv) The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- (xv) 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;
- (xvi) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- (xvii) 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;

- (xviii) 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;
- (xix) The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up share capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2025;
- (xx) 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;
- (xxi) 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;
- (xxii) The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- (xxiii) The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up share capital of the Company as provided under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Buyback period and upon completion thereof;
- (xxiv) The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- (xxv) the Company does not have any lenders. Therefore, the requirement of prior approval from the lenders for the Buyback in accordance with Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations does not arise;
- (xxvi) The Company shall not allow buyback of its shares unless the consequent reduction of its share capital is affected; and
- (xxvii) 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 ("shareholders' **Resolution**") there will be no grounds on which the Company can be found unable to pay its debts;
- (ii) as regards the Company's prospects for the year immediately following the Board Meeting Date, as well as for the year immediate following the date of the 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 does not have any lenders. Therefore, the requirement of prior approval from the lenders for the Buyback in accordance with Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations does not arise.

**(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

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

(hereinafter referred to as the "**Company**")

Ladies and Gentlemen,

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

1. This report is issued in accordance with our engagement letter dated July 23, 2025.
2. The Board of Directors of the Company have approved a proposal for buyback of equity shares by the Company at its meeting held on July 24, 2025 ("**Board Meeting**") in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 as amended (the "**Act**"), the rules made thereunder, as amended, and the Buyback Regulations.
3. We have been engaged by the Company to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buyback by the Company of its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Act and regulations as specified in the Buyback Regulations and on the opinions expressed by the Board of Directors of the Company, as required under the Buyback Regulations.
4. The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" (the "**Statement**") which we have 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, 2025.

#### Responsibility of the Board of Directors

5. The Board of Directors of the Company is responsible for the following:
  - i. The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013 and the compliance with the Buyback Regulations is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
  - ii. The amount of capital payment for the buyback is properly determined within the permissible capital payment limits computed in accordance with the Act and the Buyback Regulations.
  - iii. A declaration is signed by at least two directors of the Board of Directors of the Company (a) ensuring a full inquiry into the affairs and prospects of the Company; (b) that they have formed an opinion as specified in clause (x) of Schedule I of the Buyback Regulations on reasonable grounds; and (c) that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date immediately following the date of the resolution passed by the Board of Directors approving the Buyback, and date on which the result of the special resolution passed by the shareholders' by way of postal ballot, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016. The Board of Directors are also responsible for ensuring the Company complies with the requirements Act and Buyback Regulations.

#### Auditor's Responsibility

6. Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
  - i. whether we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended 31st March 2025;
  - ii. whether the amount of capital payment for the proposed buyback as stated in the **Statement**, is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations read with the proviso to Regulation 5(i)(b) of the Buyback Regulations, and has been properly determined; and
  - iii. whether the Board of Directors in their meeting dated July 24, 2025 have formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company, having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.
7. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
  - i. Examined authorisation for buyback from the Articles of Association of the Company;
  - ii. Examined that the amount of capital payment for the buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of

the Buyback Regulations;

- iii. Traced the amounts of paid-up share capital, securities premium account, general reserves and retained earnings as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended 31st March 2025;
  - iv. Examined that the ratio of the secured and unsecured debt owed by the Company after the buyback is not more than twice the paid-up capital and its free reserves based on both, the audited standalone and consolidated financial statements of the Company as on March 31, 2025;
  - v. Examined that all the shares for buyback are fully paid-up;
  - vi. Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2025 (the "Audited Financial Statements") which has been prepared by the Management of the Company on which we have issued our report dated May 5, 2025, and examined budgets and projections prepared by the Management;
  - vii. Examined minutes of the meeting of the Board of Directors;
  - viii. Examined Director's declarations for the purposes of buyback & solvency of the Company;
  - ix. Obtained appropriate representations from the management of the Company;
  - x. Inquired if the Board of Directors of the Company, in its meeting held on July 24, 2025 has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
  - xi. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
8. We conducted our examination in accordance with the 'Guidance Note on Reports and Certificates for Special Purposes' issued by Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Review of Historical Financial Information, and other assurance and related services engagements.
10. The financial statements referred to in paragraph 7 (vi) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 5, 2025. Our audit of these financial statements was conducted in accordance with the Standards on Auditing, as specified under section 143(10) of the Act, and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

#### Opinion

11. Based on our examination as above, and the information and explanations given to us, we report that:
- i. we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended 31st March 2025;
  - ii. the amount of permissible capital payment for proposed buyback of the equity shares as

included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations read with proviso of Regulation 5(i)(b) of the Buyback Regulations; and

- iii. the Board of Directors, in their meeting held on July 24, 2025, have formed the opinion as specified in clause (x) of Schedule I of the Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board Meeting.

#### Restrictions on Use

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

#### **For Chopra Vimal & Co.**

*Chartered Accountants*

Firm Registration No. 006456C

Sd/-

#### **Vimal Chopra**

Partner

Membership No.: 074056

UDIN: 25074056BMUKYV4890

Place: Jaipur

Date: July 24, 2025

**Statement of permissible capital payment (“the Statement”) for the proposed buy back of equity shares.**

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

Computation of permissible capital payment:

Particulars	Amount (INR in lakh)	
	Standalone	Consolidated
<b>A. Paid-up Equity Share Capital</b> (1,370.53 ) Lakhs equity shares of INR 1/- each fully paid-up)	1,370.53	1,370.53
<b>B. Free reserves</b>		
- General reserve	6,454.89	6,454.89
- Retained earnings	70,905.79	67,173.26
- Securities Premium	-	-
<b>Total free reserves</b>	<b>77,360.68</b>	<b>73,628.15</b>
<b>Total of paid-up equity share capital and free reserves (A+B)</b>	<b>78,731.21</b>	<b>74,998.68</b>
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)	19,682.80	18,749.67
Amount approved by the Board of Directors in the meeting held on July 24 , 2025 approving buyback, subject to approval of shareholders		18,660
Buy back size as a percentage of total paid-up Equity Share Capital and free reserves	23.70%	24.88%

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

Sd/- _____	Sd/- _____
<b>Naveen Pandey</b>	<b>D K Maloo</b>
<i>Managing Director</i>	<i>Chief Financial Officer</i>
DIN: 09584377	Date: July 24, 2025
Date: July 24, 2025	
<b>Place: Mumbai</b>	<b>Place: Udaipur</b>

**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 5, 2025 and the audited financial statements of the Company as on March 31, 2025 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](mailto:complianceofficer@bajajconsumer.com). The audited financial statements of the Company as on March 31, 2025, Postal Ballot Notice and Explanatory Statement, are also available on the Company’s website at [www.bajajconsumercare.com](http://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](mailto: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.

By order of the Board of Directors  
Sd/-  
Vivek Mishra  
Head-Legal & Company Secretary  
Membership No. A21901

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

Mumbai  
July 24, 2025