

bajaj CONSUMER CARE

ANNEXURE I

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity Bajaj Consumer Care Limited (Formerly Bajaj Corp Limited)
2. Quarter ending 31-Dec-19

| Title (Mr./Ms.) | Name of the Director | PAN & DIN | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) ^a | Initial Date of Appointment | Date of Re-ApPOINTment* | Date of Cessation | Tenure* | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|-----------------|----------------------------|------------------------------------|---|-----------------------------|-------------------------|-------------------|----------------------|---------------|---|------------------------------------|--|--|---|--|
| Mr. | Kushagra Nayan Bajaj | PAN - ABBPB5704G DIN - 00017575 | Chairman, Non- Executive Non-Independent | 14/09/2007 | -- | -- | -- | 04/02/1977 | NA | - | 2 | 0 | 2 | NIL |
| Mr. | Sumit Malhotra | PAN - AAFP0439C DIN - 02183825 | Managing Director, Executive Non-Independent | 01/04/2008 | 08/08/2016 | -- | -- | 28/09/1961 | NA | - | 1 | | 1 | NIL |
| Mr. | Adityavikram Ramesh Somani | PAN- AACPS9138D DIN - 00046286 | Non- Executive, Independent | 04/02/2010 | 01/04/2019 | -- | 9 Months | 04/11/1973 | NA | - | 1 | 1 | 1 | NIL |
| Mr. | Dilip Cherian | PAN- AAGPC9788H DIN - 00322763 | Non- Executive Independent, | 04/02/2010 | 01/04/2019 | -- | 9 Months | 10/04/1956 | NA | - | 3 | 1 | 1 | 1 |
| Mr. | Gaurav Dalmia | PAN- ADYPD0151A DIN - 00009639 | Non- Executive Independent, | 04/02/2010 | 01/04/2019 | -- | 9 Months | 26/09/1965 | NA | - | 2 | 1 | 1 | 1 |
| Ms. | Lilian Jessie Paul | PAN - ADQPP4942D DIN - 2864506 | Additional Director, Non-Executive Independent | 19/03/2019 | -- | -- | 9 Months and 12 days | 02/05/1970 | NA | - | 3 | 3 | 0 | NIL |

Whether Regular Chairperson appointed

Yes

Whether Chairperson is related to Managing Director or CEO

No

^aPAN number of any director would not be displayed on the website of Stock Exchange

^bCategory of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** appointed with effect from April 1, 2019 for the second term of 5 years.

II. Composition of Committees

| Name of Committee | Name of Committee members | Chairperson/ Membership | Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee) ^a | Date of Appointment | Date of Cessation |
|--|--------------------------------|-------------------------|---|---------------------|-------------------|
| 1. Audit Committee | Mr. Gaurav Dalmia | Chairperson | Independent, Non- Executive | 01/08/2014 | -- |
| | Mr. Adityavikram Ramesh Somani | Member | Independent, Non- Executive | 01/08/2014 | -- |
| | Mr. Dilip Cherian | Member | Independent, Non- Executive | 01/08/2014 | -- |
| | Ms. Lilian Jessie Paul | Member | Independent, Non- Executive | 19/03/2019 | -- |
| Whether Regular Chairperson appointed | Yes | | | | |
| 2. Nomination & Remuneration Committee | Mr. Gaurav Dalmia | Chairperson | Independent, Non- Executive | 08/08/2014 | -- |
| | Mr. Adityavikram Ramesh Somani | Member | Independent, Non- Executive | 08/08/2014 | -- |
| | Mr. Dilip Cherian | Member | Independent, Non- Executive | 16/10/2014 | -- |
| Whether Regular Chairperson appointed | Yes | | | | |
| 3. Risk Management Committee | Mr. Aditya Vikram Somani | Chairperson | Independent, Non- Executive | 19/03/2019 | -- |
| | Mr. Sumit Malhotra | Member | Managing Director, Executive-Non-Independent | 19/03/2019 | -- |
| | Ms. Lilian Jessie Paul | Member | Independent, Non- Executive | 19/03/2019 | -- |
| | Mr. Ankit Chudiwala | Member | Head - Internal Audit | 19/03/2019 | -- |
| | Mr. Dharmesh Sanghavi | Member | General Manager - IT | 19/03/2019 | -- |
| Whether Regular Chairperson appointed | Yes | | | | |
| 4. Stakeholders Relationship Committee | Mr. Dilip Cherian | Chairperson | Independent, Non- Executive | 04/02/2010 | -- |
| | Mr. Kushagra Nayan Bajaj | Member | Non-Executive, Non-Independent | 26/09/2014 | -- |
| | Mr. Sumit Malhotra | Member | Managing Director, Executive-Non-Independent | 04/02/2010 | -- |
| Whether Regular Chairperson appointed | Yes | | | | |

^aCategory of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

| III. Meeting of Board of Directors | | | | | |
|---|---|------------------------------------|------------------------------|--|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present* | Number of Independent Directors present* | Maximum gap between any two consecutive (in number of days) |
| 15/07/2019 | 11/10/2019 | Yes | 3 | 1 | 87 days |

* to be filled in only for the current quarter meetings



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| IV. Meeting of Committees | | | | | | |
|-------------------------------------|---|--|---------------------------|--|---|---|
| Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | No. of Directors present* | Number of Independent Directors Present* | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee | 11/10/2019 | Yes | 2 | 2 | 15/07/2019 | 87 days |
| Stakeholders Relationship Committee | 11/10/2019 | Yes | 2 | 1 | 15/07/2019 | 87 days |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

** To be filled in only for the current quarter meetings.

| V. Related Party Transactions | | Compliance status (Yes/No/NA) |
|--|--|-------------------------------|
| Subject | | |
| Whether prior approval of audit committee obtained | | Yes |
| Whether shareholder approval obtained for material RPT | | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | Yes |

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.

Fro Bajaj Consumer Care Limited


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

