

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-Mar-20

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) <sup>§</sup>	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 -AAFPM0439C 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	--	12 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	--	12 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	--	12 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	--	--	12 Months	02/05/1970	NA	-	3	3	0	NIL

Whether Regular Chairperson appointed

Yes

Whether Chairperson is related to Managing Director or CEO

No

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>§</sup>Category 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) <sup>§</sup>	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 Cheriaan	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						
<sup>4</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen						
<b>III. Meeting of Board of Directors</b>						
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met *</b>	<b>Number of Directors present*</b>	<b>Number of Independent Directors present*</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	
11/10/2019	20/12/2019	Yes	5	3	69 days	
	10/02/2020	Yes	6	4	51 days	
* to be filled in only for the current quarter meetings						
<b>IV. Meeting of Committees</b>						
<b>Name of Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)*</b>	<b>No. of Directors present*</b>	<b>Number of Independent Directors Present*</b>	<b>Date(s) of meeting of the Committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee	10/02/2020	Yes	4	4	11/10/2019	121 days
Stakeholders Relationship Committee	10/02/2020	Yes	3	1	11/10/2020	121 days
Nomination, Remuneration & Corporate Governance Committee	20/12/2019	Yes	3	3	--	
Nomination, Remuneration & Corporate Governance Committee	10/02/2020	Yes	3	3	--	51 days
Nomination, Remuneration & Corporate Governance Committee	03/03/2020	Yes	3	3	--	21 days
Risk Management Committee	03/03/2020	Yes	5	2	--	
* 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.						
<b>V. Related Party Transactions</b>			<b>Compliance status (Yes/No/NA)</b>			
<b>Subject</b>						
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			
<b>Note</b>						
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. 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.						
<b>VI. Affirmations</b>						
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

Sd/-

Chandresh Chhaya

Company Secretary

Membership No. FCS 4813

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b> refer note below	<b>If Yes provide link to website. If No / NA provide reasons</b>	
<b>As per regulation 46(2) of the LODR:</b>			
a)	Details of business	Yes	Yes
b)	Terms and conditions of appointment of independent directors	Yes	Yes
c)	Composition of various committees of board of directors	Yes	Yes
d)	Code of conduct of board of directors and senior management personnel	Yes	Yes
e)	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	Yes
f)	Criteria of making payments to non-executive directors	Yes	Yes
g)	Policy on dealing with related party transactions	Yes	Yes
h)	Policy for determining 'material' subsidiaries	Yes	Yes
i)	Details of familiarization programmes imparted to independent directors	Yes	Yes
j)	Email address for grievance redressal and other relevant details	Yes	Yes
k)	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	Yes
l)	Financial results	Yes	Yes
m)	Shareholding pattern	Yes	Yes
n)	Details of agreements entered into with the media companies and/or their associates	Yes	Yes
o)	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	Yes
p)	New name and the old name of the listed entity	Yes	Yes
q)	Advertisements as per regulation 47(1)	Yes	Yes
r)	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	Yes
s)	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	Yes
<b>As per other regulations of the LODR:</b>			
a)	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	Yes
b)	Materiality Policy as per Regulation 30	Yes	Yes
c)	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	Yes
<i>It is certified that these contents on the website of the listed entity are correct.</i>			
<b>II. Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> refer note below	
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes	

**Bajaj Consumer Care Ltd**  
(Formerly Bajaj Corp Ltd)

117, 11th Floor, Bajaj Bhavan, Jammalal Bajaj Marg, 226 Nariman Point, Mumbai - 400021

Tel.: +91 22 22049056 / 58 / 8633 | CIN: L01110RJ2006PLC047173 | Web: [www.bajajconsumercare.com](http://www.bajajconsumercare.com)

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

Tel.: +91 0294-2561631, 2561632

Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>Note</b>		
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of		

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*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.*
3. *If the Listed Entity would like to provide any other information the same may be indicated here.*

**III. Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

**For Bajaj Consumer Care Limited**

Sd/-

Chandresh Chhaya

**Company Secretary**

**Membership No. FCS 4813**

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**ANNEXURE III**

**I Affirmations**

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note</sup> below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**Note**

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**For Bajaj Consumer Care Limited**

**Sd/-**

**Chandresh Chhaya**

**Company Secretary**

**Membership No. FCS 4813**