

April 1, 2019

Mr. Aditya Vikram Somani
Shree Niwas House
Ground Floor
27, H Somani Marg
Fort, Mumbai 400 001

Dear Mr. Aditya,

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013 and as approved by the shareholders of the Company, you have been re-appointed as an Independent Director of Bajaj Consumer Care Limited for the second term of five (5) years effective April 1, 2019. Your role, duties & function will be as prescribed under Companies Act, and more particularly, below terms shall be applicable:-

I. Term of appointment

The re-appointment is for a consecutive period of five (5) years from April 1, 2019 to March 31, 2024. Your office as an Independent Director shall not be liable to retire by rotation.

II. Role & function

As an independent director, you shall: -

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of Board and management.
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;

- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and, where necessary, recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company, in situations of conflict between management and shareholder's interest.

III. Duties

As an independent director, you shall: -

- (1) undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which you are a member;
- (4) participate constructively and actively in the committees of the Board in which you are chairperson or member;
- (5) strive to attend the general meetings of the company;
- (6) where you have concern about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that your concern is recorded in the minutes of the Board meeting;
- (7) keep yourself well informed about the company and the external environment in which it operates;
- (8) not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the company;

- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism is not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) act within the authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Directors & Officers (D & O) Insurance

You would be covered under the D & O insurance policy taken by the company.

V. Code of Ethics

As an Independent Director, you shall be subject to the Code of Ethics for Directors & Senior Management. You shall also be subject to the Code of Conduct for independent Directors & for dealing in securities of the company.

VI. Remuneration

As an Independent Director, you shall be entitled for fees for attending the meetings of the Board and Committees of which you are a member. You shall also be eligible to reimbursement of all expenses incurred for participation in Board and committee meetings.

VII. Guidelines of Professional Conduct

As an independent director, you shall

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising duties;
- (3) exercise responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to professional obligations for informed and balanced decision making;

- (5) not allow any extraneous considerations that will vitiate exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse the position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of independence;
- (8) where circumstances arise, which make an independent director lose independence, you must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

VIII. General

As an Independent Director, you shall be subject to other applicable provisions of Companies Act, 2013 & Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations as amended from time to time.

You are requested to sign the duplicate copy of this letter as token of your acceptance.

Thanking you,

Yours sincerely,
For Bajaj Consumer Care Limited

Kushagra Bajaj
Chairman
DIN:00017575

April 1, 2019

Mr. Dilip Cherian
A-20, Nizamuddin East
Delhi 110 013

Dear Mr. Cherian,

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013 and as approved by the shareholders of the Company, you have been re-appointed as an Independent Director of Bajaj Consumer Care Limited for the second term of five (5) years effective April 1, 2019. Your role, duties & function will be as prescribed under Companies Act, and more particularly, below terms shall be applicable:-

I. Term of appointment

The re-appointment is for a consecutive period of five (5) years from April 1, 2019 to March 31, 2024. Your office as an Independent Director shall not be liable to retire by rotation.

II. Role & function

As an independent director, you shall: -

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of Board and management.
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;

- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and, where necessary, recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company, in situations of conflict between management and shareholder's interest.

III. Duties

As an independent director, you shall: -

- (1) undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which you are a member;
- (4) participate constructively and actively in the committees of the Board in which you are chairperson or member;
- (5) strive to attend the general meetings of the company;
- (6) where you have concern about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that your concern is recorded in the minutes of the Board meeting;
- (7) keep yourself well informed about the company and the external environment in which it operates;
- (8) not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the company;

- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism is not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) act within the authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Directors & Officers (D & O) Insurance

You would be covered under the D & O insurance policy taken by the company.

V. Code of Ethics

As an Independent Director, you shall be subject to the Code of Ethics for Directors & Senior Management. You shall also be subject to the Code of Conduct for independent Directors & for dealing in securities of the company.

VI. Remuneration

As an Independent Director, you shall be entitled for fees for attending the meetings of the Board and Committees of which you are a member. You shall also be eligible to reimbursement of all expenses incurred for participation in Board and committee meetings.

VII. Guidelines of Professional Conduct

As an independent director, you shall

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising duties;
- (3) exercise responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to professional obligations for informed and balanced decision making;

- (5) not allow any extraneous considerations that will vitiate exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse the position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of independence;
- (8) where circumstances arise, which make an independent director lose independence, you must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

VIII. General

As an Independent Director, you shall be subject to other applicable provisions of Companies Act, 2013 & Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations as amended from time to time.

You are requested to sign the duplicate copy of this letter as token of your acceptance.

Thanking you,

Yours sincerely,
For Bajaj Consumer Care Limited

Kushagra Bajaj
Chairman
DIN:00017575

April 1, 2019

Mr. Gaurav Dalmia
4, Scindia House
Delhi 110 001

Dear Mr. Cherian,

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013 and as approved by the shareholders of the Company, you have been re-appointed as an Independent Director of Bajaj Consumer Care Limited for the second term of five (5) years effective April 1, 2019. Your role, duties & function will be as prescribed under Companies Act, and more particularly, below terms shall be applicable:-

I. Term of appointment

The re-appointment is for a consecutive period of five (5) years from April 1, 2019 to March 31, 2024. Your office as an Independent Director shall not be liable to retire by rotation.

II. Role & function

As an independent director, you shall: -

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of Board and management.
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;

- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and, where necessary, recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company, in situations of conflict between management and shareholder's interest.

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As an independent director, you shall: -

- (1) undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which you are a member;
- (4) participate constructively and actively in the committees of the Board in which you are chairperson or member;
- (5) strive to attend the general meetings of the company;
- (6) where you have concern about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that your concern is recorded in the minutes of the Board meeting;
- (7) keep yourself well informed about the company and the external environment in which it operates;
- (8) not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the company;

- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism is not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) act within the authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Directors & Officers (D & O) Insurance

You would be covered under the D & O insurance policy taken by the company.

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VI. Remuneration

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- (5) not allow any extraneous considerations that will vitiate exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse the position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of independence;
- (8) where circumstances arise, which make an independent director lose independence, you must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

VIII. General

As an Independent Director, you shall be subject to other applicable provisions of Companies Act, 2013 & Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations as amended from time to time.

You are requested to sign the duplicate copy of this letter as token of your acceptance.

Thanking you,

Yours sincerely,
For Bajaj Consumer Care Limited

Kushagra Bajaj
Chairman
DIN:00017575

July 22, 2019

Ms. Lilian Jessie Paul
Villa 1, Prestige Cedars
7, Convent Road
Richmond Town
Bangalore 560 025

Dear Ms. Jessie paul,

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013 and as approved by the shareholders of the Company at the Annual General Meeting held on July 15, 2019, you have been appointed as an Independent Director of Bajaj Consumer Care Limited for a term of five (5) years effective March 19, 2019 to March 18, 2024. Your role, duties & function will be as prescribed under Companies Act, and more particularly, below terms shall be applicable: -

I. Term of appointment

The appointment is for a consecutive period of five (5) years from March 19, 2019 to March 18, 2024. Your office as an Independent Director shall not be liable to retire by rotation.

II. Role & function

As an independent director, you shall: -

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of Board and management.
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;

- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and, where necessary, recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company, in situations of conflict between management and shareholder's interest.

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- (4) participate constructively and actively in the committees of the Board in which you are chairperson or member;
- (5) strive to attend the general meetings of the company;
- (6) where you have concern about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that your concern is recorded in the minutes of the Board meeting;
- (7) keep yourself well informed about the company and the external environment in which it operates;
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- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the company;

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- (4) devote sufficient time and attention to professional obligations for informed and balanced decision making;

- (5) not allow any extraneous considerations that will vitiate exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse the position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of independence;
- (8) where circumstances arise, which make an independent director lose independence, you must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

VIII. General

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You are requested to sign the duplicate copy of this letter as token of your acceptance.

Thanking you,

Yours sincerely,
For Bajaj Consumer Care Limited

Kushagra Bajaj
Chairman
DIN:00017575