

ANNEXURE I								
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE								
1. Name of Listed Entity		Bajaj Consumer Care Limited						
2. Quarter ending		31st March 2019						
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) <sup>4</sup>	Date of Appointment in the current term /cessati on	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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	-	2	2	NIL
Mr.	Sumit Malhotra	PAN -AAFPM0439C DIN - 02183825	Managing Director, Executive Non-Independent,	08.08.2016	-	1	1	NIL
Mr.	Adityavikram Ramesh Somani	PAN- AACPS9138D DIN - 00046286	Non- Executive, Independent,	01.08.2014	56 Months	1	1	NIL
Mr.	Dilip Cherian	PAN- AAGPC9788H DIN - 00322763	Non- Executive Independent,	01.08.2014	56 Months	3	1	1
Mr.	Gaurav Dalmia	PAN- ADYPD0151A DIN - 00009639	Non- Executive Independent,	01.08.2014	56 Months	2	1	1
Ms.	Lilian Jessie Paul	PAN - ADQPP4942D DIN - 2864506	Additional Director, Non- Executive Independent	19.03.2019	12 days	3	3	NIL
Ms.	Vasavadatta Bajaj	PAN- ADTPB8366J DIN - 06976000	Non- Executive Non- Independent,	Ceased to be Director w.e.f. 19.03.2019	-	1	NIL	NIL
<sup>4</sup> PAN number of any director would not be displayed on the website of Stock Exchange								
<sup>5</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.								
<b>II. Composition of Committees</b>								
Name of Committee		Name of Committee members			Category (Chairperson/Executive/ Non-Executive/independent/Nominee) <sup>5</sup>			
1. Audit Committee		Mr. Gaurav Dalmia Mr. Adityavikram Ramesh Somani Mr. Dilip Cherian Ms. Lilian Jessie Paul			Chairman* (Independent, Non- Executive) (Independent, Non- Executive) (Independent, Non- Executive) (Independent, Non- Executive)			
2. Nomination & Remuneration Committee		Mr. Gaurav Dalmia Mr. Adityavikram Ramesh Somani Mr. Dilip Cherian			Chairman* (Independent, Non- Executive) (Independent, Non- Executive) (Independent, Non- Executive)			
3. Risk Management Committee		Mr. Aditya Vikram Somani Mr Sumit Malhotra Ms. Lilian Jessie Paul Mr. Ankit Chudiwala Mr. Dharmesh Sanghavi			Chairman* (Independent, Non- Executive) (Non- Independent, Executive) (Independent, Non- Executive) Head - Internal Audit General Manager - IT			
4. Stakeholders Relationship Committee		Mr. Dilip Cherian Mr. Kushagra Nayan Bajaj Mr. Sumit Malhotra			Chairman* (Independent, Non- Executive) (Non- Independent, Non- Executive) (Non- Independent, Executive)			
<sup>5</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								
* Chairman of respective committee.								
<b>III. Meeting of Board of Directors</b>								
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter			Maximum gap between any two consecutive (in			
23.10.2018		09.01.2019 30.01.2019 19.03.2019			78 days 21 days 47 days			

IV. Meeting of Committees				
Name of Committee	Date(s) of meeting of the committee in the	Whether requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	09.01.2019	Yes, 2 Independent Directors were present	23.10.2018	78 days
Nomination & Remuneration Committee	19.03.2019	Yes, 3 Directors were present	23.10.2018	78 days
Stakeholders Relationship	09.01.2019	Yes, 3 Directors were	23.10.2018	78 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				
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	
<p><b>Note</b></p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>				
VI. Affirmations				
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>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.</p>				
<p>Fro Bajaj Consumer Care Limited</p> <p>Sd/-</p> <p><b>Makarand Karnataka</b></p> <p>Head-Legal &amp; Company Secretary</p> <p>Membership No. ACS 14509</p>				

# bajaj CONSUMER CARE

ANNEXURE II  
ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	Yes

II Annual Affirmations		
Particulars	Regulation Number	Compliance Status(yes/no/na)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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

Note

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.

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

For Bajaj Consumer Care Limited

Sd/-

Makarand Karnataki

Membership No.: ACS 14509



ANNEXURE III

**I Affirmations**

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

**Note**

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.

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

**Fro Bajaj Corp Limited**

Sd/-

**Makarand Karnataki**

**Head-Legal & Company Secretary**

**Membership No. ACS 14509**