

April 24, 2023

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| BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort. Mumbai 400 023 Stock Code: 533229 | National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1. 'G' Block Bandra- Kurla Complex Bandra East, Mumbai 400 051 Stock Code: BAJAJCON |
|---|--|

Dear Sir / Madam

Sub.: Buyback of fully paid-up equity shares of face value of Re. 1/- each (“Equity Shares”) of Bajaj Consumer Care Ltd (“Company”) in terms of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”) from the open market using the stock exchange mechanism (“Buyback”).

Re: Extinguishment of Equity Shares pursuant to Buyback

Pursuant to the public announcement dated December 12, 2022 which was published on December 13, 2022, the Company commenced buyback of equity shares of the face value of Re.1/- each fully paid-up from the open market starting from December 19, 2022 to April 13, 2023.

In compliance with regulation 21 and 24(iv) of the Buyback Regulations, this is to inform you that the Company has extinguished a total of 49,14,159 Equity Shares as , bought back under the Buyback.

In view of the above, please note the following:

| Reconciliation of Equity Share Capital of the Company (Pre and Post Extinguishment) | | |
|--|-----------------------------|-----------------------------------|
| Particulars | No. of Equity Shares | Equity Share Capital (Rs.) |
| Paid up Equity Share Capital (Pre-Buyback) (A) | 14,75,40,159 | 14,75,40,159.00 |
| Equity Share Capital extinguished (B) | 49,14,159 | 49,14,159.00 |
| Equity Shares being extinguished | Not Applicable | Not Applicable |
| Paid-up Equity Share Capital (Post-extinguishment) (A-B) | 14,26,26,000 | 14,26,26,000.00 |

We confirm that the equity shares of the Company were extinguished in compliance with the provisions of Regulation 21 and 24(iv) read with Regulation 11 of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended.

Bajaj Consumer Care Limited

1231, 3rd 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

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

Tel.: +91 0294-2561631, 2561632

The certificate confirming that the above Equity Shares were extinguished in compliance with Regulation 11(i) and other applicable provisions of the Buy-back Regulations from KFin Technologies Limited (the Registrar and Share Transfer Agent), Mr. Kushagra Bajaj (Chairman), Mr. Jaideep Nandi (Managing Director) and Vivek Mishra (Head – Legal and Company Secretary), and Chopra Vimal & Co. (Statutory Auditors of the Company), is enclosed as Annexure.

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

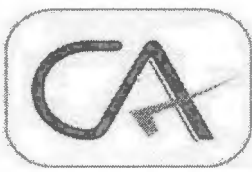
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Date: 20th April 2023

To,

The Board of Directors

Bajaj Consumer Care Limited

1231, Solitaire Corporate Park

151 M. Vasanji Road

Chakala, Andheri East

Mumbai - 400 093 India

ICICI Securities Limited

ICICI Venture House

Appasaheb Marathe Marg

Prabhadevi

Mumbai – 400 025

(ICICI Securities Limited hereinafter referred to as the “Manager” or the “Manager to the Buyback”)

Dear Sir / Madam,

Sub: Extinguishment of shares pursuant to buyback of fully paid-up equity shares of face value of INR 1 each (the “Equity Shares”) of Bajaj Consumer Care Limited, through the open market process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and the Companies Act, 2013, as amended (“Buyback”)

- I. This certificate is issued in accordance with the terms of our engagement letter dated 5th December, 2022 with Bajaj Consumer Care Limited (“Company”).
- II. At the request of the Company, we have examined the attached certificate of extinguishment of Equity Shares bought-back by the Company (the “Statement”), prepared by the Company and signed by us for identification purposes. The Statement has been prepared, and this certificate is issued, in connection with Regulation 11 and 21 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “Buyback Regulations”).

Management’s Responsibility

- III. Management is responsible for:
 1. The preparation of the Statement 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; and
 2. Complying with all the provisions of the Companies Act, 2013, Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and other applicable Regulations/Rules/Circulars issued by Securities and Exchange Board of India (“SEBI”) from time to time.





Auditor's Responsibility

- IV. Pursuant to the requirements of the Company, our responsibility is to perform the following procedures on the Statement and provide reasonable assurance.
- V. We have performed the following procedures on the Statement:
1. We have obtained the transaction statement of the Company's depository account number DP ID IN301348 Client ID 20284497, opened and maintained by the Company with ICICI Securities Limited, *inter-alia*, giving the details of Equity Shares bought-back through the open market process and the corresponding extinguishment done by National Securities Depository Limited (NSDL) on various dates as furnished in statement.
 2. We noted that number of Equity Shares bought-back and number of Equity Shares extinguished are equal.
 3. We received from the Company, letters bearing reference No. II/CA/COM/00326/2023 dated January 3, 2023, No. II/CA/COM/02797/2023 dated January 13, 2023, No. II/CA/COM/05525/2023 dated January 27, 2023, No. II/CA/COM/07067/2023 dated February 3, 2023, No. II/CA/COM/09675/2023 dated February 16, 2023, No. II/CA/COM/12187/2023 dated February 28, 2023, No. II/CA/COM/14280/2023 dated March 10, 2023, No. II/CA/COM/17392/2023 dated March 22, 2023, No. II/CA/COM/19561/2023 dated March 31, 2023 and No. II/CA/COM/21723/2023 dated April 12, 2023 and II/CA/COM/22704/2023 dated April 18, 2023 issued by NSDL for extinguishment of the Equity Shares of the Company in dematerialized form, bought-back pursuant to the Buyback.
 4. Verified that the number of Equity Shares extinguished by NSDL tallies with the Equity Shares debited in the aforesaid depository account number DP ID IN301348 Client ID 20284497 opened and maintained by the Company with ICICI Securities Limited.
 5. Performed necessary inquiries with the management and obtained necessary representations from the management.
- VI. We have relied on the management's representations that the Company has used only one depository account i.e. DP ID IN301348 bearing account number 20284497 for buyback of the Equity Shares of the Company.
- VII. We have conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- VIII. We have complied with the relevant applicable requirements of the Standard on Quality Control ("SQC") 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

- IX. Based on the procedures performed by us and to the best of our knowledge and according to the information, explanations and representations given to us, nothing has come to our attention that the particulars furnished by the Company in the Statement are not in agreement with the relevant records and documents obtained and maintained by the Company as on the date of this certificate. Further, the extinguishment is in compliance and in accordance with the requirements of Regulation 11 of the SEBI Buyback Regulations.





CHOPRA VIMAL & CO.

Chartered Accountants

E-479, Lal Kothi Scheme, Behind New Vidhan Sabha, Janpath, Jaipur-302015

0141-6769136, 9530261623(CVC); 98290-16231/93511-16231(VC)

Email: chopravimal@gmail.com

Restriction on use

- X. This certificate has been issued for the sole use of the Board of Directors of the Company and Manager to the Buyback, to whom it is addressed, for submission to the SEBI and to the Stock Exchanges where the securities of the Company are listed pursuant to the Regulation and should not be used by any other person or for any other purpose. We neither accept nor assume any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

For Chopra Vimal & Co.

Chartered Accountants

Firm Registration Number: 006456C

Name: Vimal Chopra

Designation: Partner

Membership Number: 074056

UDIN: 23074056BGZEHU6836



Place: Jaipur

Date: 20th April 2023

bajaj CONSUMER CARE

CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BY BAJAJ CONSUMER CARE LIMITED (THE "COMPANY")

The certificate issued is being issued in compliance of with requirements of Regulation 11 and 21 of Securities Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations").

Pursuant to the Public Announcement dated December 12, 2022, which was published on December 13, 2022, the open market process for the Buyback opened on December 19, 2022 and closed on April 13, 2023 ("Buyback Period"). The Company bought back 49,14,159 fully paid-up equity shares of the face value of INR 1 each ("Equity Shares"), from its existing shareholders, through the open market route at a weighted average price of INR 164.59 per Equity Share. The following are details of Equity Shares bought back by the Company during the Buyback Period, all of which have been extinguished as on the date of this certificate:

A. EQUITY SHARES (IN DEMATERISED FORM) EXTINGUISHED BY THE COMPANY:

| Name of the Depository | Name of the Depository Participant and DP ID No. | Company's Client ID No. | Date of Extinguishment | Number of Equity Shares Extinguished |
|------------------------|--|-------------------------|------------------------|--------------------------------------|
| NSDL | IN301348 | 20284497 | 01.01.2023 | 446,984 |
| NSDL | IN301348 | 20284497 | 13.01.2023 | 344,248 |
| NSDL | IN301348 | 20284497 | 26.01.2023 | 656,820 |
| NSDL | IN301348 | 20284497 | 03.02.2023 | 484,036 |
| NSDL | IN301348 | 20284497 | 16.02.2023 | 564,535 |
| NSDL | IN301348 | 20284497 | 28.02.2023 | 438,264 |
| NSDL | IN301348 | 20284497 | 09.03.2023 | 235,717 |
| NSDL | IN301348 | 20284497 | 22.03.2023 | 511,149 |
| NSDL | IN301348 | 20284497 | 31.03.2023 | 528,759 |
| NSDL | IN301348 | 20284497 | 12.04.2023 | 687,594 |
| NSDL | IN301348 | 20284497 | 18.04.2023 | 16,053 |
| Total | | | | 49,14,159 |

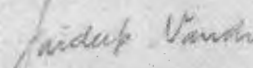
Note: The Company did not buy back any Equity Shares in physical form.

We confirm that the above Equity Shares of the Company were extinguished in compliance with and according to the provisions of Regulation 11 and 21 of the Buyback Regulations.

For and on behalf of the Board of Directors of
Bajaj Consumer Care Limited



Kushagra Bajaj
Chairman
DIN: 00017575



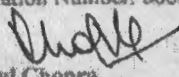
Jaideep Nandi
Managing Director
DIN: 06938480



Vivesh Mishra
Head - Legal and Company
Secretary
Membership No.: A21901

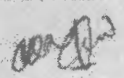
The Statutory Auditor, Vimal Chopra & Co., and the Registrar and Share Transfer Agent of the Company, KFin Technologies Limited, have initialed this certificate for identification purpose only.

For Chopra Vimal & Co.
Chartered Accountants
Firm Registration Number: 006456C


Name: Vimal Chopra
Designation: Partner
Membership Number: 074056

Date: 20.04.2023
Place: Mumbai

For KFin Technologies Limited
Registrar and Share Transfer Agent of the
Company


Shobha Anand
Dy. Vice President,
Corporate Registry

Enclosed: Confirmation letters from NSDL for extinguishment of Equity Shares in the dematerialised form.