

Bajaj Consumer Care Limited

[Formerly Bajaj Corp Limited]

CIN: L01110RJ2006PLC047173

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

Website: www.bajajconsumer.com • Email: complianceofficer@bajajconsumer.com

Notice

NOTICE is hereby given that the 13th Annual General Meeting (AGM) of the Members of Bajaj Consumer Care Limited will be held on Monday, July 15, 2019 at 10.00 A.M. at Crimson Park Shree Kanak Hotel, 328-A, Sevashram Circle, Airport Road, Udaipur-313 001, Rajasthan, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Reports of Directors and Auditors thereon.
2. To confirm Interim Dividend of 1400% (₹ 14.00) per Equity Share declared and paid on 14,75,00,000 Equity Shares of Face Value of ₹ 1/- each for the Financial Year ended March 31, 2019 as Final Dividend.
3. To appoint a Director in place of Mr. Kushagra Bajaj (DIN: 00017575), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Ms. Lilian Jessie Paul (DIN: 02864506), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 19, 2019, designated as an Independent Director, and who holds office up to the date of the next Annual General Meeting of the Company, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a

notice in writing from a member under Section 160 of the Companies Act, 2013, proposing candidature of Ms. Lilian Jessie Paul for the office of Director, and who is eligible for appointment as a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s), clarification(s), substitution(s) or re-enactment thereof for the time being in force), Ms. Lilian Jessie Paul (DIN: 02864506), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years commencing from March 19, 2019 to March 18, 2024, not liable to retire by rotation."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of Mr. Apoorv Bajaj (relative of Mr. Kushagra Bajaj, Non-Executive Chairman of the Company), to hold office or place of profit, being the office of "Executive President" in the Company, with effect from November 5, 2019, on the terms as set out in the Explanatory Statement of material facts annexed hereto which shall be deemed to be part hereof.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors or Committee thereof to alter, vary or revise remuneration payable to Mr. Apoorv Bajaj from time to time in accordance with the Company's policy on performance measurement and such other applicable laws/rules/regulations.

By Order of the Board of Directors

Makarand Karnataki

Head-Legal & Company Secretary
Membership No.: ACS14509

Place: Mumbai

Dated: April 9, 2019

Registered Office:

Old Station Road, Sevashram Chouraha
Udaipur 313 001
Rajasthan

NOTES:

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning special business to be transacted at the AGM is annexed and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ANNEXED TO THIS NOTICE.
4. Proxy holder shall prove his/her identity at the time of attending the Meeting.
5. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Kushagra Bajaj (DIN: 00017575), Director, retires by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends the aforesaid re-appointment. As per explanation to Section 152(6)(e) of the Companies Act, 2013, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.
8. Information of Director proposed to be re-appointed at the forthcoming Annual General Meeting as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings is provided in the annexure to the Notice. The Director has furnished the requisite declarations for his re-appointment.
9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested are available for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the 13th AGM.
10. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, July 9, 2019 to Monday, July 15, 2019 (both days inclusive) for the purpose of 13th AGM of the Company.
11. An Interim Dividend of 1400% (₹ 14.00 per share on 14,75,00,000 Equity Shares of Face Value of ₹ 1/- each) declared by the Board of Directors at its meeting held on January 9, 2019 was paid on January 28, 2019, to those shareholders whose name appeared in the Register of Members of the Company or in the records of the Depositories as beneficial owner of the shares as on Monday, January 21, 2019, being Record Date for the purpose of Interim Dividend.

12. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail Id etc., if any, immediately to the Company's Registrar and Share Transfer Agent (hereinafter referred to as RTA) i.e. Karvy Fintech Private Limited, Unit : Bajaj Consumer Care Limited (Formerly Bajaj Corp Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Tel: +91 40 67162222, Fax: +91 40 23420814, Email Id: einward.ris@karvy.com. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.
13. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
14. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
15. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the AGM will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip duly filled in and hand it over at the entrance of the venue.
16. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not encashed/claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company.

The details of Dividends declared and paid by the Company and the corresponding tentative due dates for transfer of such unencashed/ unclaimed dividend to IEPF are furnished hereunder:

Dividend for the Financial Year	Date of Declaration of Dividend	Tentative Date of transfer to the IEPF
2012-2013	January 11, 2013	February 17, 2020
2013-2014	February 6, 2014	March 14, 2021
2014-2015	October 16, 2014	November 21, 2021
2015-2016	January 7, 2016	February 12, 2023
2016-2017	January 12, 2017	February 18, 2024
2017-2018	January 11, 2018	February 16, 2025
2018-2019	January 9, 2019	February 14, 2026

Members who have not encashed/claimed the dividend warrant(s) so far in respect of the above Financial Years are, therefore, requested to make their claims to the RTA of the Company well in advance of the above tentative dates.

Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority Rules, 2016 (IEPF Rules), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account (in the name of the Company) within 30 (thirty) days of such shares becoming due for transfer to the Fund.

Members/claimants whose shares and/or unclaimed dividend have been transferred to the Fund, may claim the shares or apply for refund by making an application to IEPF Authority in Form No. IEPF-5 (available on www.iepf.gov.in) along with requisite fees as decided by the Authority from time to time. Members/claimants can file only one consolidated claim in a Financial Year as per IEPF Rules. The Company and IEPF Authority shall deal with the application in the manner provided in IEPF Rules.

It is in the Members interest to claim any unencashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time.

Members are requested to contact RTA of the Company for claiming the dividend for the aforesaid years. The details of the unclaimed dividends are available on the Company's website at www.bajajconsumercare.com and Ministry of Corporate Affairs at www.mca.gov.in.

17. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those

Members who have registered their e-mail Id either with the Company or with the Depository.

Accordingly, the Company will send the Annual Report for the year 2018-19 by electronic mode to all those Members at their registered e-mail ids provided to the Company by the respective Depositories and RTA. The physical copies of the Annual Report will also be available at the Registered Office of the Company for inspection during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the 13th AGM. In case any Member(s) insist for physical copy of the aforementioned documents, the same shall be sent to the respective Member(s) free of cost.

Members who have not registered their e-mail Id, physical copies of the Annual Report 2018-19 are being sent by the modes permitted under Companies Act, 2013. The Annual Report is also available on the Company's website at www.bajajconsumercare.com.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail Ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in 'E-communication Registration Form' annexed to this Annual Report as well as available on the Company's website at www.bajajconsumercare.com under the heading "Investors" by the name "E-Communication Registration Form".

18. The route map of the venue of the Meeting in terms of requirement of Secretarial Standards on General Meetings forms part of this Notice.
19. Members desiring any information with regard to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.
20. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s), re-enactment(s) or substitution(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on

General Meetings, the Company is providing to its Members facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") using an electronic voting system provided by Karvy Fintech Private Limited (Karvy) as an alternative for all Members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting. For voting electronically, the process and manner for generating/receiving the password and to cast vote(s) in a secure manner, the Members are requested to take note of the following:

- a) The remote e-voting period commences on Thursday, July 11, 2019 at 9.00 A.M. and ends on Sunday, July 14, 2019 at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Monday, July 8, 2019, may cast their vote by electronic means in the manner and process set out hereinbelow. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.
- b) The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Monday, July 8, 2019.
- c) Once the vote on a resolution is cast by a Member through remote e-voting, he/she/it shall not be allowed to change it subsequently.
- d) Any person, who acquires shares and becomes Member of the Company after dispatch of Notice of AGM and holding shares as on the cut-off date, i.e. Monday, July 8, 2019, may refer to this Notice of AGM of the Company, posted on Company's website at www.bajajconsumercare.com for detailed procedure with regard to remote e-voting. Any person, who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- e) In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show

- of hands at the AGM. The Company is also offering facility for voting by way of Polling Papers/Ballot Papers at the AGM for the Members attending the meeting who have not cast their vote by remote e-voting. In case of voting by Polling Paper/Ballot Papers at the AGM, the voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the date of Book Closure.
- f) A Member may participate in the AGM even after exercising his right to vote through remote e-voting, but cannot vote again at the AGM.
- g) If a Member cast votes by both modes i.e. remote e-voting and Polling Papers/Ballot Papers at the AGM, then voting done through remote e-voting shall prevail and Polling Paper/ Ballot Paper shall be treated as invalid.
- iv) You need to login again with the new credentials.
- v) On successful login, the system will prompt you to select the "EVENT" i.e., Bajaj Consumer Care Limited.
- vi) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

The instructions for remote e-voting are as under:

- A. In case a Member receiving Notice of AGM by email from Karvy [for Members whose email Ids are registered with the Company/ Depository Participant(s)]:
- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e., User ID and Password). In case of physical folio, user ID will be **EVEN Number 4594** followed by Folio No. In case of Demat Account, user ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password to cast your vote.
- After entering these details appropriately, Click on "LOGIN".
- iii) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email Id, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- vii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- viii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
- x) A confirmation window will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they confirm voting on the Resolution(s).
- xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail Id: prasanjit@gbcs.co.in with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
- xii) In case a person has become the Member of the Company after the dispatch of Notice of AGM but on or before the cut-off date i.e. Monday, July 8, 2019, may write to Karvy on the email Id: evoting@karvy.com

or to Ms. C. Shobha Anand, Deputy General Manager, Karvy Fintech Private Limited, Unit: Bajaj Consumer Care Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Contact No. 040-67162222, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.

- B. In case of Members receiving physical copy of the Notice of AGM [for Members whose email Ids are not registered with the Company/ Depository Participant(s)]:
- i) User Id and Password are provided in the enclosed Attendance Slip for the AGM.
 - ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>.
- D. The Company has appointed Mr. Prasanjit Kumar Baul, (Membership No. A34347) or failing him Mr. Hitesh Gupta (Membership No. A33684) from M/s. Gupta Baul & Associates, Company Secretaries in Practice, as the Scrutinizer to scrutinize the remote e-voting and voting by way of Polling Paper / Ballot Paper in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting forthwith.
- F. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s).
- G. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at www.bajajconsumercare.com and Service Provider's website at <https://evoting.karvy.com> and the communication will be sent to the BSE Limited and National Stock Exchange of India Limited.

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS.

In respect of Item No. 4

The Board of Directors at its meeting held on March 19, 2019, based on the recommendation of the Nomination, Remuneration & Corporate Governance Committee, had appointed Ms. Lilian Jessie Paul (DIN: 02864506), as an Additional Director of the Company, designated as an independent director, effective March 19, 2019. Pursuant to Section 161 of the Companies Act 2013 (the Act), Ms. Lilian Jessie Paul will hold such office up to the date of forthcoming Annual General Meeting and is eligible to be appointed as Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Ms. Lilian Jessie Paul for the office of Director.

The Company has also received a declaration under Section 149(7) of the Act from Ms. Lilian Jessie Paul confirming that she meets the criteria prescribed for Independent Directors under Section 149(6) of the Act as well as provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Ms. Lilian Jessie Paul has also furnished to the Company (i) Consent to act as Director in DIR2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Declaration in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 of the Act.

In the opinion of the Board, Ms. Lilian Jessie Paul fulfils the conditions for her appointment as a Non-executive & Independent Director as prescribed under the Act and Rules made thereunder as well as Regulation 16 of the SEBI LODR. Ms. Lilian Jessie Paul is independent of the Management. In the opinion of the Board, the Company will immensely benefit from the varied experience and knowledge of Ms. Lilian Jessie Paul. The terms and conditions of appointment of Ms. Lilian Jessie Paul as a Non-Executive & Independent Director shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days, except Saturday, Sunday and National holidays, up to the date of the Annual General Meeting.

The Board of Directors recommend passing of the Resolution set out in Item No. 4 of the Notice.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in any way, in the aforesaid resolution.

In respect of Item No. 5

Pursuant to the approval granted by shareholders and Central Government under erstwhile Section 314 of the Companies Act, 1956, Mr. Apoorv Bajaj, a relative of Mr. Kushagra Bajaj, Non-Executive Chairman of the Company, was appointed as Executive President of the Company for a period of five (5) years effective November 5, 2014. Based on the recommendation of the Nomination, Remuneration and Corporate Governance Committee and Audit Committee, the Board, effective November 5, 2019, proposes re-appointment of Mr. Apoorv Bajaj as Executive President of the Company.

Since Mr. Apoorv Bajaj is a related party, holding office or place of profit in terms of provisions of Section 188 (1) (f) of the Companies Act, 2013, given below is a statement of disclosure pursuant to the Companies (Meetings of Board & its Powers) Rules, 2014:

- a. Name of related party : Mr. Apoorv Bajaj
- b. Name of the Director or Key Managerial Personnel who is related, if any : Mr. Kushagra Bajaj, Non Executive Chairman.
- c. Nature of relationship : Mr. Apoorv Bajaj is the brother of Mr. Kushagra Bajaj, Non Executive Chairman.
- d. Nature, material terms, monetary value and particulars of the contract or arrangement : Reappointment of Mr. Apoorv Bajaj as Executive President of the company on a yearly remuneration of ₹ 1,49,43,972/- subject to revision by the Board or Committee thereof in accordance with the policy of the Company on performance measurement.
- e. Any other information relevant or important for the members to take a decision on the proposed resolution :

Mr. Apoorv Bajaj is a commerce graduate from Bombay University and also holds a certificate of E-Business from London School of Economics and Political Science (London Summer school). He is associated with the Company since 2006 and is instrumental in introducing several new initiatives like reduction in costs, revamping of logistics and transportation matrix to enable faster movement of goods in the market, development of new vendors etc. He is also actively engaged with the Company in the areas of finance, marketing, commercial and human resource function.

The Board considers that Mr. Apoorv Bajaj's continued association with the Company would immensely benefit the Company and it is desirable to continue to avail the services of Mr. Apoorv Bajaj as an Executive President.

The Board of Directors recommend passing of the resolution set out in Item No. 5 of the Notice.

Mr. Kushagra Bajaj may be deemed to be interested and/or concerned in the Resolution at Item No. 5. Save as aforesaid, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in any way, in the aforesaid resolution.

By Order of the Board of Directors

Makarand Karnataki

Head-Legal & Company Secretary
Membership No.: ACS 14509

Place : Mumbai

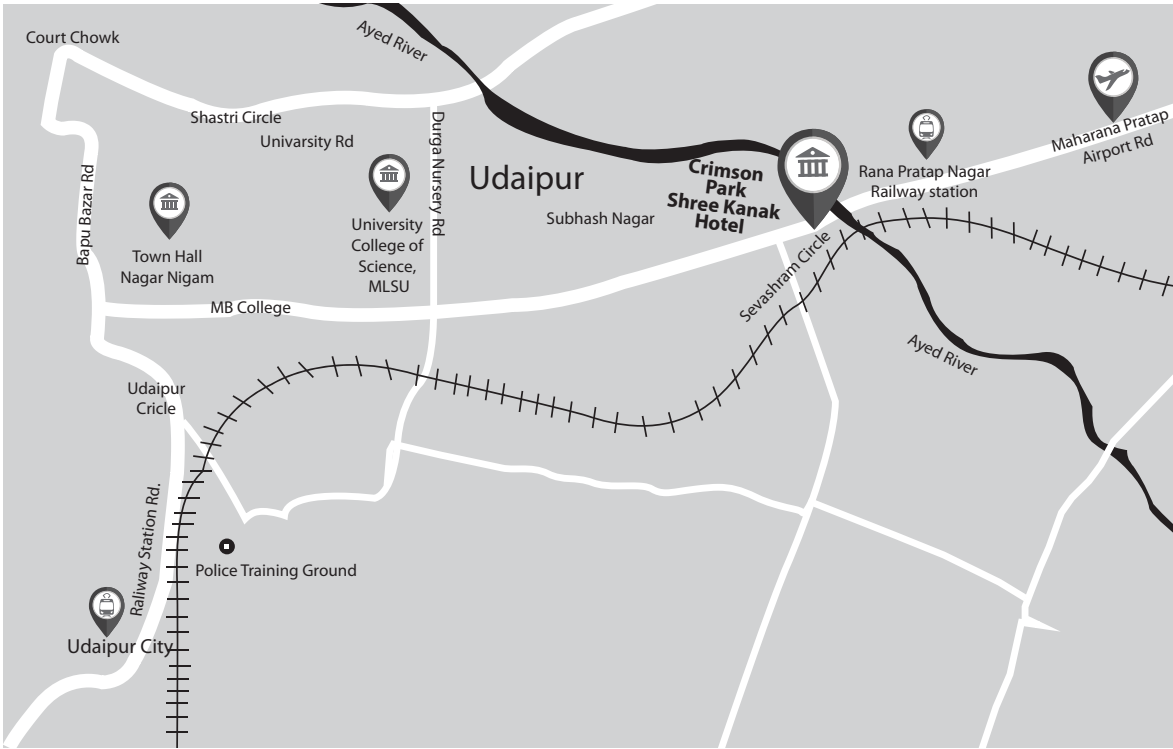
Dated : April 9, 2019

ANNEXURE TO ITEM NO. 3 & 4 OF THE NOTICE DATED APRIL 9, 2019

The following information about Mr. Kushagra Nayan Bajaj and Ms. Lilian Jessie Paul is provided pursuant to Regulation 36(3) of SEBI LODR and Secretarial Standard – 2 :

Name of the Director	Mr. Kushagra Nayan Bajaj	Ms. Lilian Jessie Paul
Director Identification Number (DIN)	00017575	02864506
Designation	Non-Executive Director	Independent Director
Date of Birth	04-02-1977	02-05-1970
Age	42 years	49 years
Nationality	Indian	Indian
Date of first appointment on the Board	14-09-2007	19-03-2019
Date of re-appointment by the Members	20-07-2016	Not Applicable
Qualifications	Bachelors degree of science and economics, political philosophy and finance from the Carnegie Mellon University, Pittsburgh, USA and a masters degree in science in marketing and finance from the Northwestern University, Chicago, USA	B.E in Computer Science from National Institute of Technology, Tiruchirappalli and PGDM in Marketing and Behavioural Science from Indian Institute of Management, Calcutta
Expertise in functional area	Over 16 years of experience in the consumer and sugar industry.	Jessie Paul founded Paul Writer (www.paulwriter.com), a marketing advisory firm in 2010. In 2019, it evolved into the Paul Writer Impact Network, India's first integrated B2B agency group. Previous roles have included Global Brand Manager of Infosys, head marketing for iGATE (now a part of CapGemini) and Chief Marketing Officer of Wipro Technologies.
Number of Equity Shares held in the Company as on 31.03.2019	Nil	Nil
List of Directorships and Committee Memberships held in other listed entities as on 31.03.2019	Directorship: 1. Bajaj Hindusthan Sugar Limited Membership/ Chairmanship of Committees: 1. Bajaj Hindusthan Sugar Limited	Directorships: 1. SQS India BFSI Limited 2. Royal Orchid Hotels Limited 3. Paul Writer Strategic Services Private Limited 4. Icon Hospitality Private Limited Membership/Chairmanship of Committees: 1. SQS India BFSI Limited 2. Royal Orchid Hotels Limited 3. Icon Hospitality Private Limited
Number of Board Meetings attended during the year	4	1
Relationship with other Directors, Manager and KMP	Nil	Nil
Remuneration Last Drawn	Mr. Kushagra Nayan Bajaj, Non-Executive Director is entitled to sitting fee, details of which are given in the Corporate Governance Report forming part of this Annual Report.	Ms. Lilian Jessie Paul, Independent Director is entitled to sitting fee, details of which are given in the Corporate Governance Report forming part of this Annual Report.
Terms and conditions of appointment	Non-Executive Director liable to retire by rotation.	Independent Director from March 19, 2019 to March 18, 2024, not liable to retire by rotation.

Route Map to the AGM Venue



Bajaj Consumer Care Limited

[Formerly Bajaj Corp Limited]

CIN: L01110RJ2006PLC047173

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

Email: complianceofficer@bajajconsumer.com • **Website:** www.bajajconsumercare.com

ATTENDANCE SLIP

13TH ANNUAL GENERAL MEETING - MONDAY, JULY 15, 2019 AT 10:00 A.M.

I hereby record my presence at the 13th Annual General Meeting of the Company on Monday, July 15, 2019 at 10:00 A. M. at Crimson Park Shree Kanak Hotel, 328-A, Sevashram Circle, Airport Road, Udaipur - 313 001, Rajasthan.

Sr. No.

Name and Registered Address of
the Shareholder :

Name(s) of the Joint Shareholder(s), if any :

Registered Folio No./DP ID & Client ID :

Number of Shares held :

Name of the Proxy/Representative, if any :

Signature of Member(s)/Proxy :

Signature of the Representative :

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

FOR ATTENTION OF THE MEMBERS

Members may please note the User ID and Password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings. Detailed instructions for e-voting are given in the Notes to the AGM Notice.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Bajaj Consumer Care Limited

[Formerly Bajaj Corp Limited]

CIN: L01110RJ2006PLC047173

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

Email: complianceofficer@bajajconsumer.com • **Website:** www.bajajconsumer.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : _____

Registered Address : _____

Email ID : _____

Folio No./Client ID/DP ID : _____

I/We, being the holder(s) of _____ shares of the above named Company, hereby appoint:

1) Name : _____ Address : _____

Email ID : _____ Signature : _____ or failing him

2) Name : _____ Address : _____

Email ID : _____ Signature : _____ or failing him

3) Name : _____ Address : _____

Email ID : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Company, to be held on the on Monday, July 15 , 2019 at 10:00 A. M. at Crimson Park Shree Kanak Hotel, 328-A, Sevashram Circle, Airport Road, Udaipur - 313 001, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	To adopt Financial Statements and Reports of the Board of Directors and Auditors thereon, for Financial Year ended March 31, 2019 – Ordinary Resolution.
2.	To confirm the Interim Dividend of 1400% (₹ 14.00) per Equity Share declared and paid on 14,75,00,000 Equity Shares of Face Value of ₹ 1/- each for the Financial Year ended March 31, 2019, as Final Dividend – Ordinary Resolution.
3.	To appoint a Director in place of Mr. Kushagra Bajaj (DIN:00017575), Director, who retires by rotation and being eligible, offers himself for re-appointment – Ordinary Resolution.
Special Business	
4.	To consider appointment of Ms. Lilian Jessie Paul as an Independent Director of the Company– Ordinary Resolution.
5.	To consider re-appointment of Mr. Apoorv Bajaj as Executive President of the Company, effective November 5, 2019 – Ordinary Resolution.



Signature of shareholder

Signature of the proxy (holders)

Notes:

1. This form, in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

E-COMMUNICATION REGISTRATION FORM

To,

Karvy Fintech Private Limited
Unit : Bajaj Consumer Care Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli
Financial District,
Nanakramguda, Hyderabad – 500 032
Phone No.: +91 40 6716 2222
E-mail: einward.ris@karvy.com

Dear Sir / Madam,

I hereby register / update my email address provided below for receiving all communication from the Company through electronic mode:

Folio No. / DP ID & Client ID	
Name of the First Registered Holder	
Name of the Joint Holder(s), (if any)	
Registered Address	
Email ID (to be Registered)	
Signature of the First Registered Holder	
Date:	

Notes:

1. On registration/ updation, all the communications will be sent to the registered e-mail Id.
2. The form is also available on the website of the Company www.bajajconsumercare.com under the heading "Investors" by the name "E-Communication Registration Form".
3. Members holding shares in electronic mode are requested to ensure to keep their e-mail Id updated with the Depository Participants with whom they are holding their Demat Account.
4. Members are requested to keep their depository participants / Company's Registrar- Karvy Fintech Private Limited informed as and when there is any change in the e-mail Id. Unless, the email Id given hereunder is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email Id.