

## Notice

NOTICE is hereby given that the 14<sup>th</sup> Annual General Meeting (AGM) of the Members of Bajaj Consumer Care Limited (Formerly Bajaj Corp Limited) will be held on Monday, September 21, 2020 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 consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:
  - (a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
  - (b) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To declare a dividend on equity shares for the financial year ended March 31, 2020 and, in this regard, pass the following resolution as an Ordinary Resolution:
 

"RESOLVED THAT a dividend at the rate of ₹ 2/- (Two rupees only) per equity share of ₹ 1/- (One rupee) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2020 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2020."
3. To appoint a Director in place of Mr. Sumit Malhotra (DIN: 02183825), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:
 

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sumit Malhotra (DIN: 02183825), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### Special Business:

#### 4. Ratification of Change in Designation and Payment of Remuneration to Mr. Sumit Malhotra, Non- Executive Non -Independent Director

To consider and pass the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 188, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approval(s), permission(s) and / sanction(s) as may be necessary, approval of the members be and is hereby accorded for ratification of change of designation and payment of remuneration not exceeding ₹ 1,50,00,000 (Rupees One Crore Fifty lac) per annum plus Goods & Service Tax as may be applicable to Mr. Sumit Malhotra (DIN: 02183825), Non- Executive Non Independent director of Bajaj Consumer Care Limited ("the Company") designated as Director & Advisor with effect from July 1, 2020 for a period of 5 (five) years till June 30, 2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorised to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Mr. Sumit Malhotra in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder (including any amendment thereto or

reenactment thereof for the time being in force), Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any modification thereto and as may be agreed by and between the Board and the Mr. Sumit Malhotra.”

“RESOLVED FURTHER THAT the copies of this resolution certified to be true by any of the Directors/Key Managerial Personnel be furnished to the concerned authorities and/or any other person(s) as may be required.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

#### **5. Appointment of Mr. Jaideep Nandi as a Director of the Company liable to retire by rotation**

To consider and pass the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force) (“the Act”), Mr. Jaideep Nandi (DIN: 06948380), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### **6. Appointment and Remuneration of Mr. Jaideep Nandi as Managing Director of the Company**

To consider and pass the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such other approval(s), permission(s) and / sanction(s) as may be necessary, the approval of members of the Company be and is hereby accorded for appointment of Mr. Jaideep Nandi (DIN: 06938480), director of Bajaj Consumer Care Limited (“the Company”) as Managing Director of the Company with effect from July 1, 2020 for a period of 5 (five) years till June 30, 2025, at the terms and remuneration as set out below:-

In consideration of the performance of his duties, the Company shall pay to Mr. Jaideep Nandi, the aggregate remuneration with such increments as may be approved by the Board of Directors (which term includes any Committee thereof) from time to time, as per the break up stated below:-

I) Remuneration:

a) Basic Salary: In the range of ₹ 12,75,000/- per month to ₹ 30,00,000/- per month.

b) Allowances and Perquisites:

II) House Rent Allowance:

50 % of Basic Salary.

III) Other Allowances:

The Managing Director shall be paid other allowances as per the rules of the Company including but not limited to Special Allowance, Conveyance and Leave Travel, provided however that, the aggregate value of all such allowances paid shall not exceed 200% of the Basic Salary.

## IV) Contribution to Provident Fund:

Company's contribution to Provident Fund equal to 12% of Basic Salary or up to such an amount permissible under the law and as may be decided by the Board of Directors from time to time.

## V) Gratuity payable at the time of retirement/cessation shall be as per the scheme of the Company.

## VI) Leave:

Leave with full pay or encashment thereof as per the rules of the Company.

## Explanation:

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

## VII) Performance Linked Incentive on achievement of targets as per the rules of the Company, not exceeding 2 times of the total basic salary per annum.

## c) Amenities:

## i) Conveyance facilities:

The Company shall provide suitable vehicle for use by the Managing Director as per the rules of the Company.

## ii) Communication facilities:

The Managing Director is entitled for use of telephone, telefax and other communication facilities at his residence.

## VIII) Group Life Term Insurance – ₹ 1 crore

## Group Mediclaim Hospitalization Benefit:

Maximum limit of ₹ 10 lacs. Hospitalization Insurance for self, spouse and 2 dependent children (below 21 years of age) as per Company's policy.

## IX) Group Personal Accident Insurance: ₹ 25 lacs

## I) Overall Remuneration:

The total remuneration (including salary, allowances perquisites, benefits and amenities) in any Financial Year shall not exceed the applicable limits prescribed from time to time under Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being, in force.

## II) Other Terms and Conditions:

Other terms and conditions of appointment of Mr. Jaideep Nandi, Managing Director are as under:

- a. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- b. The appointment of Managing Director may be terminated by the Company or the Managing Director, by giving 3 months' notice to the other side or Salary in lieu thereof."

"RESOLVED FURTHER THAT in case the Company has in any Financial Year no profits or if its profits are inadequate anytime during the tenure of office of Mr. Jaideep Nandi, he shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board to revise, amend, alter and vary the terms and conditions

relating to the remuneration payable to the Managing Director in such manner as may be permitted and subject to such approvals of such authority as may be required, in accordance with the provisions of the Companies Act, 2013 and Schedule V thereto or any modification thereof and as may be agreed by and between the Board and Mr. Jaideep Nandi, without any further approval of the members of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

“RESOLVED FURTHER THAT any one of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to certify the true copy of the aforementioned resolutions and forward the same to the concerned for their record and necessary action(s).”

**By Order of the Board of Directors**

**Chandresh Chhaya**

Company Secretary

Membership No.: FCS4813

Place : Mumbai  
Dated : June 18,2020

Registered Office:  
Old Station Road,  
Sevashram Chouraha  
Udaipur 313 001  
Rajasthan  
CIN:L01110RJ2006PLC047173

**NOTES:**

- a. 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.
- b. 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.
- c. Proxy holder shall prove his/her identity at the time of attending the Meeting.
- d. 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.
- e. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- f. In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sumit Malhotra (DIN: 02183825), 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.

- g. Information of Directors proposed to be re-appointed or appointed at the forthcoming Annual General Meeting as required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings is provided in the annexure to the Notice. The Directors have furnished the requisite declarations for their re-appointment/appointment as applicable.
- h. 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 14<sup>th</sup> AGM.
- i. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 15, 2020 to Monday, September 21, 2020 (both days inclusive) for the purpose of 14<sup>th</sup> AGM of the Company.
- j. The Board of Directors has recommended Dividend of 200 % (i.e. ₹ 2/- per equity share of ₹ 1/- each) for the Financial year ended 31<sup>st</sup> March 2020 subject to approval of the Shareholders at the ensuing Annual General Meeting. The Dividend, if approved by the members at the ensuing Annual General Meeting will be paid to those shareholders whose names stand registered:
- As beneficial owners as at the end of business on Monday, September 14, 2020 as per list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic form, and
  - As members in the Register of Members of the Company after giving effect to valid transmission/transposition in physical form lodged with the Company's Registrar and Share Transfer Agent (RTA) M/s. KFin Technologies Private Limited, Selenium Building, Tower B, Plot No. 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, Telangana, on or before the aforesaid date i.e. Monday, September 14, 2020. The transmission/transposition requests complete in all respects should reach the Registrar and Share Transfer Agent well before the above date.
- k. 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. KFin Technologies Private Limited, Unit : Bajaj Consumer Care Limited (Formerly Bajaj Corp Limited), Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana. Tel: +91 40 67162222, Fax: +91 40 23420814, Email Id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.
- l. 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 into the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
- m. 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.
- n. 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.
- o. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not en-cashed/ 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.

- p. The details of Dividends declared and paid by the Company and the corresponding tentative due dates for transfer of such un-cashed/ un-claimed dividend to IEPF are furnished hereunder:

Dividend for the Financial Year	Date of Declaration of Dividend	Tentative Date of transfer to the IEPF
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 en-cashed/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](http://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 un-cashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time.

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](http://www.bajajconsumercare.com) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

- q. Copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Members who have not registered their e-mail Id, physical copies of the Annual Report 2019-20 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](http://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' appended to this Annual Report as well as available on the Company's website at [www.bajajconsumercare.com](http://www.bajajconsumercare.com) under the heading "Investors" by the name "E-Communication Registration Form".

- r. Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 15, 2020, i.e. the date of the commencement of book closure, being the cut-off date will be paid the Dividend for the financial year ended 31<sup>st</sup> March, 2020, as recommended by the Board, if approved at the AGM, on or after Friday, September 30, 2020.

Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.

Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to KFin Technologies Private Limited (KFinTech) (Formerly known as Karvy Fintech Private Limited), Registrar and Share Transfer Agent of the Company or Investor Service Department of the Company immediately by sending a request on email at [complianceofficer@bajajconsumer.com](mailto:complianceofficer@bajajconsumer.com) or contact KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall upon normalisation of the postal services, dispatch the dividend warrant to such shareholder by post.

Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1<sup>st</sup> April, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with, the provisions of the Income Tax Act, 1961.

- a) For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 7.5% on the amount of Dividend declared and paid by the Company during financial year 2020-21 provided PAN is registered by the Shareholder. If PAN is not registered, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by them during financial year 2020-21 does not exceed ₹ 5,000. Please note that this includes the future dividends if any which may be declared by the Board in the financial year 2020-21.

Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

- b) For Non-resident Shareholders, taxes are required to be withheld in accordance with, the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:
- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
  - Self declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
  - Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
  - Self-declaration, certifying the following points:
    - i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2020-21;
    - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

- iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
- iv. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
- v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2020-21.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and submitted by Non- Resident shareholder. Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above before Monday, September 14, 2020.

Kindly note that the aforementioned documents are required to be submitted at <https://ris.kfintech.com/form15> on or before Monday, September 14, 2020 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post Monday, September 14, 2020. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

We shall arrange to email the soft copy of TDS certificate to you at your registered email ID in due course, post payment of the said Dividend.

- s. The route map of the venue of the Meeting in terms of requirement of Secretarial Standards on General Meetings forms part of this Notice.
- t. 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.
- u. 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 KFin Technologies Private Limited (KFINTECH) 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, September 17, 2020 at 9.00 A.M. and ends on Sunday, September 20, 2020 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, September 14, 2020, 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, September 14, 2020.
- 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. Friday, August 21, 2020, may refer to this Notice of AGM of the Company, posted on Company's website at [www.bajajconsumercare.com](http://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.

The instructions for remote e-voting are as under:

- A. In case a Member receiving Notice of AGM by email from KFintech [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 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 KFintech 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.
  - 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.
  - 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](mailto:prasanjit@gbcs.co.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.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 Monday, September 14, 2020, may write to KFINTECH on the email Id: [evoting@kfintech.com](mailto:evoting@kfintech.com) or to Ms. C. Shobha Anand, Deputy General Manager, KFintech Technologies Private Limited, Unit: Bajaj Consumer Care Limited, Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana 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](http://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.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

### Item No. 4: Ratification of Change in Designation and Payment of Remuneration to Mr. Sumit Malhotra, Non- Executive Non -Independent Director

Mr. Sumit Malhotra was re-appointed as Managing Director of the Company for a period of 5 (five) years from August 8, 2016 to August 7, 2021 at the terms and remuneration in conformity with Schedule V of the Companies Act, 2013, which was approved by the members at the 10<sup>th</sup> Annual General Meeting of the Company held on July 20, 2016.

As a part of succession plan, Mr. Sumit Malhotra has demitted his office as Managing Director of the Company with effect from June 30, 2020 and will continue to guide the Company in the role of Director and Advisor of the Company.

Mr. Sumit Malhotra has successfully led the Company for the last 16 years. His contribution to the growth of the organisation is reflected in the performance of the Company. His association with the Company as a Director and Advisor to the Board will ensure that his deep insight into the working of the Company as well as the Consumer Products industry can be called upon during future Board interactions. His experience and maturity will also help the Board while developing new strategies for growth and will play an important role in mentoring the new leadership team of the Company. In addition to this the Board will benefit from his guidance on matters related to areas of Sales, Marketing, International Business, launch of New Products, Mergers & Acquisition and Corporate Restructuring as and when such matters come up before the Board.

Accordingly, the Board of Directors at its meeting held on June 18 2020 has, pursuant to the approval of the Nomination, Remuneration and Corporate Governance Committee of the Board, approved appointment of Mr. Sumit Malhotra as Non- Executive Director and officially designated him as Director and Advisor of the Company with effect from July 1, 2020 till June 30, 2025 i.e. for a period of 5 (five) years, for a remuneration not exceeding ₹ 1,50,00,000 (Rupees One Crore Fifty lac) per annum plus Goods & Service Tax as may be applicable.

Payment of remuneration to non-executive directors in excess of 1% of the net profits of the Company being limit prescribed under provisions of Section 197 (1) of the Companies Act, 2013 ('the Act'), requires approval of the Members of the Company by way of a Special Resolution. Further, in terms of Regulation 17 (6) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the consent of the Members by way of Special Resolution is required every year if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Remuneration payable to Mr. Sumit Malhotra upon his re-designation as Director and Advisor would exceed 50% of the aggregate remuneration payable to all the Non-Executive Directors. Hence, taking into consideration the above requirements of the Act and the Listing Regulations, the approval of the Members of the Company by way of Special Resolution is sought for ratification of re-designation of Mr. Sumit Malhotra, as the Non Independent Non-Executive Director on the Board and payment of remuneration for the period from July 1, 2020 to June 30, 2025. Considering the proposal for monthly pay out of the remuneration, the approval of the Members is also sought under Section 188 of the Act, in connection with Mr. Sumit Malhotra holding an office or place of profit as Non-Executive Director on the Board of Directors of the Company.

In case the Company has in any Financial Year has no profits or if its profits are inadequate anytime during the tenure of office of Mr. Sumit Malhotra, as Director & Advisor, he shall be paid the remuneration as stated in resolution at Item No. 4, with the liberty to the Board to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to Mr. Sumit Malhotra in such manner as may be permitted and subject to approval of such authority(ies) as may be required, in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed by and between the Board and Mr. Sumit Malhotra, without any further approval of the Members of the Company.

The Company has not defaulted in payment of dues of any bank, public financial institutions, non-convertible debenture holders or any other secured creditor and accordingly, the company is not required to obtain approval in terms of the third proviso to Section 197(1) of the Companies Act, 2013.

A brief profile of Mr. Sumit Malhotra and other requisite details, pursuant to the provisions of the Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice.

A copy of the Resolution passed by the Board of Directors and the Nomination Remuneration and Corporate Governance Committee at their respective meetings held on June 18, 2020 are available for inspection by the members at the Registered Office of the Company during the office hours on any working days, except Saturdays between 11.00 A.M. and 1.00 P.M. up to September 21, 2020.

The particulars prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is provided as under:

Name of the Related Party	Mr. Sumit Malhotra
Name of the Director or Key Managerial Personnel related, if any	Mr. Sumit Malhotra is not related to any Director or Key Managerial Personnel
Nature of Relationship	Not Applicable
Nature, Material Terms, Monetary Value and particulars of contract or arrangement	With effect from July 01,2020, Mr. Sumit Malhotra has been designated as Director & Advisor of the Company for a period of 5 years. He will be paid annual remuneration of ₹ 1,50,00,000 plus Goods & Service Tax as may be applicable
Any other information relevant or important for members to take decision on the proposed resolution	Not Applicable

Mr. Sumit Malhotra and his relatives may be deemed to be interested in the Resolution at Item No. 4 of the Notice. Save as aforesaid, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in any way, in the said resolution set out at Item No. 4 of the Notice.

The Board of Directors of the Company recommends passing of the Special Resolution at Item No.4 of the Notice.

### **Item No. 5 & 6: Appointment and Remuneration of Mr. Jaideep Nandi as Managing Director**

The Board of Directors ("the Board") of the Company had appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Jaideep Nandi as an Additional Director of the Company with effect from July 01, 2020. As per the provisions of Section 161(1) of the Act, Mr. Jaideep Nandi holds office of Director up to the date of ensuing Annual General Meeting of the Company and being eligible, has offered himself for appointment as Director.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Jaideep Nandi for the office of Director of the Company.

Further, the Board at its meeting held on June 18, 2020 has, subject to the approval of members, appointed Mr. Jaideep Nandi as Managing Director for a period of 5 (five) years w.e.f. July 01, 2020 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek members' approval for the appointment of Mr. Jaideep Nandi as Managing Director of the Company and remuneration payable to Mr. Jaideep Nandi are set out in the resolution under Item No. 6 of the Notice.

Mr. Jaideep Nandi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Jaideep Nandi under Section 190 of the Act. A copy of the Resolution passed by the Board of Directors and the Nomination, Remuneration and Corporate Governance at their respective meetings held on June 18, 2020 are available for inspection by shareholders at the Registered Office of the Company during the office hours on any working days, except Saturdays, Sundays and National Holidays between 11.00 A.M. and 1.00 P.M. up to September 21, 2020.

A brief profile of Mr. Jaideep Nandi and other requisite details, pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice.

Mr. Jaideep Nandi is interested in the Ordinary Resolutions set out at Item No.5 and 6 with respect to his appointment and remuneration, respectively. The relative(s) of Mr. Jaideep Nandi may be deemed to be interested in the said Resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 and 6 of the Notice.

The Board commends the Ordinary Resolutions set out at Item No. 5 and 6 of the Notice for approval by the members.

**By Order of the Board of Directors**

Place : Mumbai  
Dated : June 18,2020

**Chandresh Chhaya**  
Company Secretary  
Membership No.: FCS4813

**ANNEXURE TO ITEM NO. 4, 5 & 6 OF THE NOTICE DATED JUNE 18, 2020**

The following information about Mr. Sumit Malhotra and Mr. Jaideep Nandi is provided pursuant to Regulation 36(3) of SEBI LODR and Secretarial Standard – 2:

<b>Name of the Director</b>	Mr. Sumit Malhotra	Mr. Jaideep Nandi
<b>Director Identification Number (DIN)</b>	02183825	06838480
<b>Designation</b>	Director & Advisor	Managing Director
<b>Date of Birth</b>	28-09-1961	01-07-1965
<b>Age</b>	58 Years	56 Years
<b>Nationality</b>	Indian	Indian
<b>Date of first appointment on the Board</b>	01-04-2008	01-07-2020
<b>Date of re-appointment by the Members</b>	23-07-2016	His appointment to be regularized at this Annual General Meeting
<b>Qualifications</b>	Bachelor's degree in pharmacy with Honors from Indian Institute of Technology, Benares Hindu University, Varanasi and a Post Graduate Diploma in Business Management from IIM, Ahmedabad.	Degree in Engineering, Post-graduation in Management, Marketing & Finance from IIM Bangalore.
<b>Expertise in functional area</b>	Over 30 years of experience in the consumer care sector.	About 30 years of experience in the consumer care sector.
<b>Number of Equity Shares held in the Company as on 31.03.2020</b>	31,440 Shares	Nil
<b>List of Directorships and Committee Memberships held in other entities as on 31.03.2020</b>	Directorship: 1. Anmol Industries Limited Membership/ Chairmanship of Committees: None	Directorship: None Membership/ Chairmanship of Committees: None
<b>Number of Board Meetings attended during the year</b>	5	None
<b>Relationship with other Directors, Manager and KMP</b>	Nil	Nil
<b>Remuneration Last Drawn</b>	₹ 492.18 lakh	₹ 66.71 lakh
<b>Terms and conditions of appointment</b>	As specified in the resolution at Item no. 4	As specified in the resolution at Item no. 6

Route Map to the AGM Venue

