

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L01110RJ2006PLC047173

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCB8574H

(ii) (a) Name of the company

BAJAJ CONSUMER CARE LIMITED

(b) Registered office address

Old Station Road Sevashram Chouraha NA  
Udaipur  
Udaipur  
Rajasthan  
313001

(c) \*e-mail ID of the company

sethu@bajajconsumer.com

(d) \*Telephone number with STD code

02942561631

(e) Website

www.bajajconsumercare.com

(iii) Date of Incorporation

25/04/2006

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

elenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

The Annual General Meeting of the Company for FY 2022-23 will be on Wednesday, 9th August, 2023

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	UPTOWN PROPERTIES AND LE, +	U70101MH2004PTC146231	Subsidiary	100
2	BAJAJ BANGLADESH LIMITED		Subsidiary	100
3	BAJAJ CORP INTERNATIONAL (		Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	143,329,647	143,329,647	143,329,647
Total amount of equity shares (in Rupees)	200,000,000	143,329,647	143,329,647	143,329,647

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share				
Number of equity shares	200,000,000	143,329,647	143,329,647	143,329,647
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	200,000,000	143,329,647	143,329,647	143,329,647

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	2,456	147,537,703	147540159	147,540,159	147,540,159	
<b>Increase during the year</b>	0	2,100	2100	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	2,100	2100	0	0	
<b>Decrease during the year</b>	2,100	4,210,512	4212612	0	0	0
i. Buy-back of shares	0	4,210,512	4210512			
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	2,100		2100			
<b>At the end of the year</b>	356	143,329,291	143329647	147,540,159	147,540,159	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

9,381,119,000

**(ii) Net worth of the Company**

820,863,100

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	56,125,000	39.16	0	
10.	Others	0	0	0	
	<b>Total</b>	56,125,000	39.16	0	0

**Total number of shareholders (promoters)**

3

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	34,364,965	23.98	0	
	(ii) Non-resident Indian (NRI)	3,575,524	2.49	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	3,261,845	2.28	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	16,786,470	11.71	0	
7.	Mutual funds	24,467,851	17.07	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,471,652	2.42	0	
10.	Others	1,276,340	0.89	0	
	<b>Total</b>	87,204,647	60.84	0	0

**Total number of shareholders (other than promoters)**

163,356

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

163,359

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

92

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GOLDMAN SACHS FUND	49 AVENUE JF KENNEDY LUXEMBOURG			3,566,539	2.49
JUPITER INDIA FUND	135 Bishopsgate London			1,920,886	1.34
VANGUARD TOTAL INTERNATIONAL	100 VANGUARD BOULEVARD MALDEN			1,292,011	0.9
VANGUARD EMERGING MARKETS	100 VANGUARD BOULEVARD MALDEN			1,222,767	0.85

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ACADIAN EMERGING I	260 FRANKLIN STREET BOSTON MA			994,757	0.69
EMERGING MARKETS (	6300 Bee Cave Road Building One			641,120	0.45
VANGUARD FIDUCIAR	100 VANGUARD BOULEVARD MAL			607,152	0.42
DOVETAIL INDIA FUNI	4th Floor 19 Bank Street Cybercity			572,702	0.4
GOVERNMENT PENSIC	Bankplassen 2 P O Box 1179 Sentri			540,219	0.38
ACADIAN EMERGING I	MAPLES CORPORATE SERVICES UC			524,484	0.37
JUPITER SOUTH ASIA I	C/O CIM FUND SERVICES LTD 33 EI			402,231	0.28
THE UNIVERSITY OF TE	401 CONGRESS AVENUE SUITE 280			390,726	0.27
VANGUARD FTSE ALL-	100 VANGUARD BOULEVARD MAL			358,931	0.25
THE EMERGING MARK	6300 Bee Cave Road Building One			334,250	0.23
OPSEU PENSION PLAN	1 Adelaide Street East Suite 1200			306,810	0.16
PENSION RESERVES IN	C/O PRIM BOARD 84 STATE STREET			226,981	0.16
CITY OF NEW YORK GF	ONE CENTRE STREET NEW YORK N			222,584	0.12
NEW YORK STATE TEA	DEUTSCHE BANK AG, DB HOUSE H			174,285	0.12
VANGUARD FIDUCIAR	100 VANGUARD BOULEVARD MAL			169,814	0.09
BMO INVESTMENTS II	78 SIR JOHN ROGERSON'S QUAY D			124,274	0.08
BUMA-UNIVERSAL-FO	THEODOR-HEUSS-ALLEE 70 FRANK			115,549	0.08
PUBLIC EMPLOYEES RI	277 EAST TOWN STREET COLUMBU			106,742	0.07
THE NOMURA TRUST /	2-2-2 Otemachi Chiyoda-ku Tokyc			102,603	0.07
PERMODALAN NASIOI	4TH FLOOR BALAI PNB 201-A JALA			97,356	0.07
CUSTODY BANK OF JA	8-11 HARUMI 1-CHOME CHUO-KU			96,755	0.07

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	171,926	163,356
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	1	0	1	0	0
<b>B. Non-Promoter</b>	1	5	1	5	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GAURAV DALMIA	00009639	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KUSHAGRA BAJAJ	00017575	Director	0	
ADITYA VIKRAM RAME	00046286	Director	0	
DILIP CHERIAN	00322763	Director	0	
SUMIT MALHOTRA	02183825	Director	21,440	
LILIAN JESSIE PAUL	02864506	Director	0	
JAIDEEP NANDI	06938480	Managing Director	0	
DILIP KUMAR MALOO	ADLPM6296N	CFO	5	
VIVEK MISHRA	ATBPM3993L	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	01/08/2022	171,929	43	38.06

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/05/2022	7	7	100
2	01/08/2022	7	6	85.71

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	09/11/2022	7	7	100
4	09/12/2022	7	7	100
5	09/02/2023	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	06/05/2022	4	4	100
2	Audit Committee	01/08/2022	4	3	75
3	Audit Committee	09/11/2022	4	4	100
4	Audit Committee	09/02/2023	4	4	100
5	Nomination, Remuneration	06/05/2022	3	3	100
6	Stakeholders Forum	06/05/2022	4	4	100
7	Stakeholders Forum	01/08/2022	4	4	100
8	Stakeholders Forum	09/11/2022	4	4	100
9	Stakeholders Forum	09/02/2023	4	4	100
10	Risk Management	01/08/2022	4	4	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	GAURAV DALVI	5	4	80	7	5	71.43	
2	KUSHAGRA E	5	5	100	4	4	100	
3	ADITYA VIKR	5	5	100	7	7	100	

4	DILIP CHERIAN	5	5	100	11	11	100	
5	SUMIT MALHOTRA	5	5	100	6	6	100	
6	LILIAN JESSIE PAUL	5	5	100	6	6	100	
7	JAIDEEP NANDI	5	5	100	8	8	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JAIDEEP NANDI	MANAGING DIRECTOR	42,707,000	0	0	0	42,707,000
	Total		42,707,000	0	0	0	42,707,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DILIP KUMAR MALHOTRA	Chief Financial Officer	9,627,000	0	0	0	9,627,000
2	VIVEK MISHRA	COMPANY SECRETARY	7,699,000	0	0	0	7,699,000
	Total		17,326,000	0	0	0	17,326,000

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GAURAV DALMIA	Director	170,000	0	0	0	170,000
2	KUSHAGRA BAJAJ	Director	160,000	0	0	0	160,000
3	ADITYA VIKRAM RAO	Director	220,000	0	0	0	220,000
4	DILIP CHERIAN	Director	280,000	0	0	0	280,000
5	SUMIT MALHOTRA	Director	15,000,000	0	0	0	15,000,000
6	LILIAN JESSIE PAUL	Director	185,000	0	0	0	185,000
	Total		16,015,000	0	0	0	16,015,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

Associate  Fellow

Certificate of practice number

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**