

bajaj CONSUMER CARE

July 15, 2019

DCS-CRD BSE Ltd. First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Fax No. 2272 3719/ 2039 Stock Code: 533229	Listing Compliances National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No. 2659 8237/ 8238/66418124/5/6/ Stock Code: BAJAJCON
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Dear Sir(s),

Sub: Proceedings of 13th Annual General Meeting held on July 15, 2019

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) please find attached proceedings of the 13th Annual General Meeting of Bajaj Consumer Care Limited held on July 15, 2019.

The same may please be taken on record and disseminated to all concerned.

Thanking you,

Yours faithfully,

For Bajaj Consumer Care Limited


Makarand Karnataki

Head – Legal & Company Secretary

Membership No.: ACS 14509

Encl: as above

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Gist of the proceedings of the Annual General Meeting of Bajaj Consumer Care Limited held on July 15, 2019

The 13th Annual General Meeting of the Members of the Company was held on Monday, July 15, 2019 at 10:00 A.M. at Crimson Park Shree Kanak Hotel, 328-A, Sevashram Circle, Airport Road, Udaipur - 313001, Rajasthan.

Since Mr. Kushagra Bajaj, Chairman, could not attend the Meeting, Mr. Gaurav Dalmia (Independent Director) was unanimously elected as Chairman and chaired the proceedings of the Meeting.

The following persons also attended the meeting:

- Mr. Sumit Malhotra (Managing Director)
- Mr. Dilip Cherian (Independent Director & Chairman of Stakeholders Relationship Committee)
- Mr. Gaurav Dalmia (Independent Director & Chairman of Audit Committee & Nomination, Remuneration and Corporate Governance Committee)
- Ms. Lilian Jessie Paul (Independent Director)
- Mr. D.K. Maloo (Chief Financial Officer)
- Mr. Makarand Karnataki (Company Secretary)
- Mr. Sidharth N Jain, Representative of Statutory Auditors, M/s. Sidharth N Jain & Company
- Mr. Prasanjit Kumar Baul, Representative of M/s. A. K. Jain & Co.

The requisite quorum being present, the Chairman called the Meeting to order and confirmed compliance of the Companies Act, 2013 and Secretarial Standards with respect to calling, convening and conducting the Meeting.

The Chairman informed the members that due to pre-occupation, Mr. Aditya Vikram Somani, Director of the Company have informed his inability to attend the Meeting.

The Chairman thereafter introduced and welcomed all those present on the Dias and informed about proxies/representations received and that all the Statutory Registers, Statements and Reports as required under the provisions of the Companies Act, 2013 and Rules made thereunder, were available for inspection during continuance of the meeting.

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Mr. Sumit Malhotra, Managing Director, gave an overview of the performance of the Company for the Financial Year ended March 31, 2019. The Chairman of the Meeting also provided clarifications to the queries raised by members.

With the consent of the Members present, the Notice convening the Meeting, Auditors Report and Secretarial Audit Report, having been circulated to all the Members, for the financial year ended March 31, 2019 were taken as read.

The Chairman informed that there was no qualification, adverse remark or observation in the reports of Statutory Auditors and Secretarial Auditor.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, the Company has provided remote e-voting facility to the Members of the Company in respect of Resolutions to be passed at the Meeting. The remote e-voting commenced on Thursday, July 11, 2019 at 9:00 A.M. and concluded on Sunday, July 14, 2019 at 5:00 P.M.

He further informed that the Company has engaged the services of Karvy Fintech Private Limited, the Registrar and Transfer Agent of the Company, as the agency for providing remote e-voting facility and have 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 for the purpose of scrutinizing remote e-voting process and voting through Polling Papers/Ballot Papers.

The Chairman further informed that the Company is also providing the facility to vote by way of Polling Papers/Ballot Papers to those members who are attending the meeting and has not cast their vote by remote e-voting. It was further informed to members that if a Member cast votes by both modes i.e. remote e-voting and Polling Papers/Ballot Papers, then voting done through remote e-voting shall prevail and Polling Papers/Ballot Papers shall be treated as invalid.

The Members were informed that the results of remote e-voting and voting through Polling Papers/Ballot Papers conducted at the Meeting would be declared on or before July 17, 2019.

The Chairman then requested all the Members/Proxy Holders, present at the Meeting to participate in the voting through Polling Papers/Ballot Papers and requested Mr. Prasanjit Kumar Baul, Scrutinizer, for an orderly conduct of the Voting Process.

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The following items of business, as set out in the Notice convening the 13th Annual General Meeting of the Company were passed with requisite majority and are deemed to be passed on the date of the Meeting i.e. July 15, 2019:

ORDINARY BUSINESS:

1. Adoption of Financial Statements and Report of the Board of Directors and Auditors thereon, for Financial Year ended March 31, 2019. (Ordinary Resolution).
2. Confirmation of the Interim Dividend of 1400% (Rs.14.00) per Equity Share declared and paid on 14,75,00,000 Equity Shares of face value of (Re. 1/- each the Financial Year ended March 31, 2019, as Final Dividend. (Ordinary Resolution).
3. Appointment of Mr. Kushagra Bajaj (DIN 00017575), a Director, retiring by rotation. (Ordinary Resolution).

SPECIAL BUSINESS:

4. Appointment of Ms. Lilian Jessie Paul as an Independent Director of the Company to hold office for a term of five (5) years commencing from March 19, 2019 to March 18, 2024, not liable to retire by rotation (Ordinary Resolution).
5. Re-appointment of Mr. Apoorv Bajaj as Executive President of the Company effective November 5, 2019 (Ordinary Resolution).

The Chairman informed the members that the results of e-voting and voting through Polling Papers/Ballot Papers shall be disseminated to the Stock Exchanges and also uploaded on the website of the Company (www.bajajconsumercare.com) and Karvy Fintech Private Limited (www.evoting.karvy.com), the agency providing e-voting facility.

The Chairman thanked the Members for attending the Meeting.

The Meeting concluded at 10:18 A.M. with a vote of thanks to the Chairman.

For Bajaj Consumer Care Limited



Makarand Karnataki
Head – Legal & Company Secretary
Membership No.: ACS 14509

Date: July 15, 2019

Note: This is not the minutes of the proceedings of the Annual General Meeting of the Company.