

BAJAJ CONSUMER CARE LIMITED

CIN: L01110RJ2006PLC047173

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur - 313 001, Rajasthan, India
Corporate Office: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093, Maharashtra, India
Tel. No.: +91 22 6691 9477 / 78 | **E-mail:** complianceofficer@bajajconsumer.com | **Website:** www.bajajconsumercare.com
Company Secretary and Compliance Officer: Mr. Vivek Mishra

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF BAJAJ CONSUMER CARE LIMITED FOR BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of Bajaj Consumer Care Limited (the "Company") from the open market through stock exchange mechanism, pursuant to Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s) or amendment(s) from time to time) (the "Buyback Regulations") and contains the disclosures as specified in Schedule IV to the Buyback Regulations.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not confirm exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'Lakh'. Disclosures in accordance with Schedule I of the Buyback Regulations

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1. Pursuant to the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "Share Capital Rules") and other relevant rules made thereunder, as amended from time to time (together the "Companies Act") (including any statutory amendment(s), modification(s) or re-enactments from time to time), the provisions of the Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") (including any statutory amendment(s), modification(s) or re-enactments from time to time) and Article 62 of the Articles of Association of the Company, and subject to such other approvals, permissions, consents, exemptions, and sanctions of the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Rajasthan at Jaipur (the "ROC") and / or other authorities, institutions or bodies, as may be applicable (together with SEBI and ROC, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions and sanctions which may be agreed to by the Board of Directors of the Company (the "Board") which expression shall be deemed to include any committee constituted by the Board and / or officials, which the Board may constitute / authorise to exercise its powers, including the powers conferred by the Board resolution, the Board at its meeting held on December 9, 2022 ("Board Meeting"), approved the buyback of fully paid-up equity shares of face value of ₹ 1 (Indian Rupee One only) ("Equity Shares") of the Company, each, from the shareholders / beneficial owners of the Company (other than those who are promoters, promoter group or persons in control), from the open market through stock exchange mechanism i.e., using the electronic trading facilities of the stock exchanges where the Equity Shares of the Company are listed i.e., National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (collectively, "Stock Exchanges"), for an aggregate amount not exceeding ₹ 8,089.00 Lakhs (Indian Rupees Eight Thousand Eighty Nine Lakhs only) ("Maximum Buyback Size"), and at a price not exceeding ₹ 240/- (Indian Rupees Two Hundred and Forty only) per Equity Share ("Maximum Buyback Price"), payable in cash (the process being referred hereinafter as "Buyback"). The Maximum Buyback Size and Maximum Buyback Price do not include any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax, goods and services tax (if any) and income tax, stamp duty, advisors fees, printing expenses, filing fees and other incidental and related expenses and charges (collectively referred to as "Transaction Costs"). The Maximum Buyback Size represents 9.66% and 10% of the aggregate of the total paid-up capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company as at March 31, 2022, respectively (being the latest audited financial statements of the Company, available at the Board Meeting) which is not more than 10% of the total paid-up capital and free reserves of the Company in accordance with the proviso to the Regulation 5(i)(b) of the Buyback Regulations.

1.2. At the Maximum Buyback Size and the Maximum Buyback Price, the indicative maximum number of Equity Shares bought back would be 33,70,416 (Thirty Three Lakh Seventy Thousand Four Hundred Sixteen only) Equity Shares ("Maximum Buyback Shares"), which will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company. The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up equity share capital of the Company as provided under Regulation 38 of the Listing Regulations, during the Buyback period and upon completion thereof.

1.3. The Company shall utilize at least 50% of the Maximum Buyback Size i.e., ₹ 4,044.50 Lakhs (Indian Rupees Four Thousand Forty Four Lakhs and Fifty Thousand only) ("Minimum Buyback Size") for the Buyback, and based on the Minimum Buyback Size and the Maximum Buyback Price, the Company will purchase an indicative minimum of 16,85,208 (Sixteen Lakh Eighty Five Thousand Two Hundred and Eight only) Equity Shares ("Minimum Buyback Shares"). If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.

1.4. The Board or a committee thereof (constituted by the Board to exercise its powers, and / or the powers conferred by the Board resolution in relation to the Buyback), shall determine, at its discretion, the time frame for completion of the Buyback and may close the Buyback (which shall not be longer than 6 (six) months from the date of commencement of the Buyback or such other period as may be permitted under the Companies Act and / or the Buyback Regulations or as may be directed by the Appropriate Authorities ("Maximum Buyback Period") after the Minimum Buyback Size has been reached, and irrespective of whether the Maximum Buyback Size has or has not been reached, after giving appropriate notice for such closure and on completing all formalities in this regard, in accordance with the Companies Act and / or the Buyback Regulations.

1.5. The Buyback will be implemented by the Company out of its free reserves or such other sources as may be permitted by law and in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations, and in accordance with Regulation 4(iv)(b)(ii) of the Buyback Regulations, by way of open market purchases through the Stock Exchanges, by the order matching mechanism except 'all or none' order matching system, as provided under the Buyback Regulations.

1.6. A copy of this Public Announcement is available on the Company's website (www.bajajconsumercare.com) and is expected to be available on the website of SEBI (www.sebi.gov.in), website of NSE (www.nseindia.com) and website of BSE (www.bseindia.com) during the period of the Buyback.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

2.1. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Buyback will help the Company achieve the following objectives: (i) optimize returns to shareholders; and (ii) enhance overall shareholders' value. The Buyback is being undertaken, inter-alia, for the following reasons:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares;
- The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment

2.2. The Buyback may lead to reduction in outstanding Equity Shares, improvement in earnings per equity share, and enhanced return on invested capital. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

3. BASIS FOR ARRIVING AT THE MAXIMUM BUYBACK PRICE AND OTHER DETAILS

3.1. The Maximum Buyback Price of ₹240 (Indian Rupees Two Hundred and Forty only) per Equity Share has been arrived at after considering various factors, including but not limited to, the trends in the volume weighted average market prices of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share. The Maximum Buyback Price excludes the Transaction Cost.

3.2. The Maximum Buyback Price is at a premium of 41.84% and 41.76% over the closing prices on both BSE and NSE, respectively, on December 2, 2022 i.e., one trading day prior to the date on which the notice of the Board Meeting to consider the Buyback proposal was intimated to Stock Exchanges. The Maximum Buyback Price represents a premium of 43.02% compared to the average of the weekly high and low of the closing prices of the Equity Shares on BSE and NSE, during the 2 (two) weeks preceding the date of the Board Meeting.

3.3. The Buyback is proposed to be completed within the Maximum Buyback Period. Subject to the Maximum Buyback Price of ₹240 (Indian Rupees Two Hundred and Forty only) per Equity Share, the Maximum Buyback Period, and achievement of the Minimum Buyback Size, the actual time frame and the price for the Buyback will be determined by the Board of Directors or the Buyback Committee or their duly authorized representatives, at their discretion, in accordance with the Buyback Regulations.

3.4. In accordance with Section 68(2)(d) of the Companies Act and Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company after Buyback shall not be more than twice the paid-up capital and free reserves based on audited financial statements of the Company.

3.5. The actual number of Equity Shares bought back during the Buyback period will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.

4. DETAILS OF PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL SHAREHOLDING AND OTHER DETAILS

4.1. The details of the aggregate shareholding of the (i) promoters and promoter group; and (ii) persons who are in control of the Company, as on the date of the Board Meeting (i.e., Friday, December 9, 2022) and the date of this Public Announcement is as follows:

Sr. No.	Name of Shareholder	Number of Equity Shares	% of paid-up equity share capital
1.	Bajaj Resources Private Limited	5,61,09,900	38.03
2.	KNB Enterprises LLP	10,100	0.01
3.	SKB Roop Commercial LLP	5,000	Negligible
4.	Mr. Shishir Bajaj	0	0.00
5.	Mrs. Minakshi Bajaj	0	0.00
6.	Mr. Kushagra Bajaj	0	0.00
7.	Mr. Apoorv Bajaj	0	0.00
Total		5,61,25,000	38.04%

4.2. Except as disclosed below, none of the directors and key managerial personnel of the Company hold any Equity Shares of the Company as on the date of the Board Meeting (i.e., December 9, 2022) and the date of this Public Announcement:

Sr. No.	Name of Shareholder	Designation	Number of Equity Shares	% of paid-up equity share capital
1.	Mr. Jaideep Nandi	Managing Director	1	Negligible
2.	Mr. Dilip Kumar Maloo	Chief Financial Officer	5	Negligible
3.	Mr. Vivek Mishra	Head - Legal and Company Secretary	1	Negligible
Total			7	Negligible

4.3. No Equity Shares or other specified securities in the Company were either purchased or sold by the (i) promoters/ promoter group; and (ii) persons who are in control of the Company, during a period of 6 (six) months preceding the date of the Board Meeting (i.e., December 9, 2022).

4.4. No Equity Shares or other specified securities in the Company were either purchased or sold by the key managerial personnel and directors of the Company, during a period of 6 (six) months preceding the date of the Board Meeting (i.e., December 9, 2022) except as disclosed below:

Sr. No.	Name of shareholder	Aggregate number of Equity Shares purchased/ sold	Nature of transaction	Minimum Price (₹)	Date of Minimum Price	Maximum Price (₹)	Date of Maximum Price
1.	Mr. Jaideep Nandi	1	Acquisition	134.40	June 24, 2022	134.40	June 24, 2022
2.	Mr. Vivek Mishra	1	Acquisition	136.61	June 23, 2022	136.61	June 23, 2022

5. INTENTION OF THE PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

5.1. In accordance with Regulation 16(ii) of the Buyback Regulations, since the Buyback is being implemented by way of open market purchases through the Stock Exchanges, the Buyback shall not be made by the Company from the promoters, promoter group and persons in control of the Company.

5.2. Further, as per Regulation 24(i)(e) of the Buyback Regulations, neither the promoters, promoter group nor their associates have dealt in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters or promoter group) from the date of the Board Meeting till the date of the Public Announcement and shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters/ promoter group) from the date of the Public Announcement till the completion of the Buyback.

6. NO DEFAULTS

The Company confirms that there are no defaults subsisting in repayment of deposits, interest payment thereon, redemption of debentures or preference shares, or payment of dividend to any shareholder, or repayment of term loans or interest payable thereon to any financial institution or any bank.

7. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board has confirmed in the Board Meeting that they have made a full inquiry into the affairs and prospects of the Company and that they have formed the opinion:

- that immediately following the date of the Board Meeting, there are no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and the Company will not be rendered insolvent within a period of one year period from the date of the Board Meeting; and
- in forming the aforesaid opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified), as the case may be.

8. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated December 9, 2022 received from M/s Chopra Vimal & Co., Chartered Accountants (Firm's Registration No. 006456C), the Statutory Auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

Independent Auditor's Report on the proposed buyback of equity shares pursuant to the requirements of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended.

To,

The Board of Directors
Bajaj Consumer Care Limited
 1231, Solitaire Corporate Park
 151 M. Vasanji Road
 Chakala, Andheri East
 Mumbai - 400 093 India

1. We, Chopra Vimal & Co., Chartered Accountants, the Statutory Auditors of the Company issue this Report to Bajaj Consumer Care Limited (hereinafter the "Company") in connection with their proposed buyback of equity shares, and in accordance with our engagement letter dated December 5, 2022.

2. The Board of Directors of the Company (hereinafter the "Board of Directors") has prepared the accompanying **Annexure A - Statement** of permissible capital payment as on March 31, 2022 (the "Statement") pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company in their meeting held on December 9, 2022, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013, as amended and the rules made thereunder, as amended (together the "Companies Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"). The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations and based on the latest audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022. We have initialled the Statement for the identification purposes only.

3. We have been provided with the following documents:

- Audited standalone financial statements and consolidated financial statements for the year ended March 31, 2022. The statement of unaudited financial results for the six months period September 30, 2022;
- Solvency declaration by the Board of Directors;
- Board resolutions dated December 9, 2022, for approval of proposed buyback;
- Assessment note and projected cash flow provided to the board for solvency declaration;
- Articles of association to verify authorization for buy back of securities.

Board of Directors Responsibility for the Statement

4. The preparation of the Statement in accordance with the requirements of section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of board meeting approving the buyback of its equity shares i.e., December 9, 2022, (hereinafter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility

6. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:

- Whether we have inquired into the state of affairs of the Company;
- Whether the amount of capital payment for the buyback, as stated in the Statement, has been properly determined and is within the permissible limit and computed in accordance with the provisions of Section 68 of the Companies Act, Regulation 4(i), the proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;
- Whether the Board of Directors of the Company, in its meeting held on December 9, 2022, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.

7. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ("Guidance Note"), issued by ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned in this paragraph below. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the matters mentioned in this paragraph 10 below. We have performed the following procedures in relation to the matters mentioned in this paragraph 10 below:

- Inquired into the state of affairs of the Company in relation to the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022;
- Performed inquiry with the management in relation to the unaudited financial results for the six months period ended September 30, 2022;
- Examined authorisation for buyback from the Articles of Association of the Company;
- Agreed the amounts of paid up equity share capital, securities premium account, general reserve and retained earnings as at March 31, 2022 as disclosed in the accompanying Statement, with the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022;
- Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, the audited standalone financial statements and the audited consolidated financial statements of the Company as on March 31, 2022;
- Examined that all the shares for buy-back are fully paid-up;
- Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
- Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), the proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;
- Inquired if the Board of Directors of the Company, in its meeting held on December 9, 2022, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
- Examined resolutions passed in the meetings of the Board of Directors i.e., on December 9, 2022;
- Examined Director's declarations in respect of the Buyback and solvency of the Company; and
- Obtained necessary representations from the management of the Company.

Opinion

10. Based on inquiries conducted and our examination as above, and according to the information and explanations provided to us by the management of the Company we report that:

10.1 We have inquired into the state of affairs of the Company in relation to: (i) the latest audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022; and (ii) the statement of unaudited financial results for the six months period September 30, 2022;

10.2 The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), the proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations, based on the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022; and

10.3 The Board of Directors, in their meeting held on December 9, 2022, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the circumstances as of the date of declaration.

Restriction on Use

11. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and for onward submission to ICICI Securities Limited, (hereinafter referred to as the "Manager to the Buyback") and to include this report, pursuant to the requirements of the SEBI Buyback Regulations, in the public announcement to be made to the shareholders of the Company and other documents pertaining to the Buyback to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited,

National Securities Depository Limited, as applicable, and for providing to the Manager to the Buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

12. This report can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback.

Yours faithfully,

For and on behalf of
Chopra Vimal & Co.
Chartered Accountants
Firm Registration No: 006456C

Vimal Chopra
Partner
Membership No.: 074056
UDIN: 22074056BFCPTD7120

Place: Jaipur
Date: December 9, 2022

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) of the Companies Act, 2013, as amended, and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on both the audited standalone financial statements and the audited consolidated financial statements of the Company as at March 31, 2022.

(Amount in ₹ Lakhs)

Particulars	Standalone	Consolidated
A. Paid-up Equity Share Capital (14,75,40,159 equity shares of ₹ 1/- each fully paid up)	1,475.40	1,475.40
B. Free Reserves*		
Securities premium account	29,632.12	29,632.12
Surplus in statements of profit and loss	46,072.93	43,221.04
General reserve	6,561.44	6,561.44
Total Free Reserves	82,266.49	79,414.60
Total of Paid up Equity Share Capital and Free Reserves (A+B)	83,741.89	80,890.00
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves)	20,935.47	20,222.50
Permissible capital payment for Buy Back from open market in accordance with proviso to Regulation 4(iv) of the SEBI Buyback Regulations (15% of paid up capital and free reserves)	12,561.28	12,133.50
Proposed capital payment restricted to 10% of the total paid-up equity capital and free reserves under proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulation within the powers of the Board of Directors	8,374.19	8,089.00

*Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2022 for buyback of equity shares is based on the amounts appearing in the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2022. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

For and on behalf of Bajaj Consumer Care Limited

Sd/- Kushagra Bajaj
Chairman & Non-Executive Director
DIN: 00017575

Sd/- Jaideep Nandi
Managing Director
DIN: 06938480

Unquote

PART B

Disclosures in accordance with Schedule IV of the Buyback Regulations

1. DETAILS OF SHAREHOLDER APPROVAL FOR THE BUYBACK, IF APPLICABLE

Since the Maximum Buyback Size is not more than 10% of aggregate of the paid-up capital and free reserves of the Company based on audited financial statements of the Company as on March 31, 2022, in accordance with the proviso to the Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, approval from the shareholders of the Company is not required.

2. MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUYBACK

2.1. At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 33,70,416 (Thirty Three Lakh Seventy Thousand Four Hundred Sixteen) Equity Shares. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.

2.2. The actual number of Equity Shares bought back will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back, and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in the existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.

2.3. Further, the Company shall utilize at least 50% of the Maximum Buyback Size i.e., ₹ 4044.50 Lakhs (Indian Rupees Four Thousand Forty Four Lakhs and Fifty Thousand only) towards the Buyback and the Company will accordingly purchase an indicative minimum of 16,85,208 (Sixteen Lakh Eighty Five Thousand Two Hundred and Eight only) Equity Shares, based on the Maximum Buyback Price. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. However, the Maximum Buyback Shares will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company.

2.4. The amount required by the Company for the Buyback (including the cost of financing the Buyback and the Transaction Costs) will be funded out of the internal accruals of the Company including free reserves of the Company, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations.

3. PROPOSED TIMETABLE FOR BUYBACK

Activity	Date
Date of Board resolution approving Buyback	Friday, December 9, 2022
Date of publication of the Public Announcement	Tuesday, December 13, 2022
Date of opening of the Buyback	Monday, December 19, 2022
Acceptance of Equity Shares accepted in dematerialised mode	Upon the relevant pay-out by the Stock Exchanges
Extinguishment of Equity Shares	The Equity Shares (in dematerialised form) will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, the circulars and guidelines framed thereunder. The Company shall ensure that all Equity Shares bought back are extinguished within 7 (seven) days of the expiry of the Buyback period.
Last date for the completion of the Buyback	Earlier of: (a) Friday, June 16, 2023, (i.e., 6 (six) months from the date of the opening of the Buyback; or (b) when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or (c) at such earlier date as may be determined by the Board (including a committee thereof, constituted by the Board or persons nominated by the Board / committee to exercise its powers, and / or the powers conferred by the Board resolution in relation to the Buyback), after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), however, that all payment obligations relating to the Buyback shall be completed before the last date for the Buyback.

4. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

4.1 The Buyback is open to all shareholders of the Company holding Equity Shares in dematerialised form ("Demat Shares"). Shareholders holding Equity Shares in physical form can participate in the Buyback after such Equity Shares are dematerialized by approaching depository participant.

4.2 Further, as required under the Companies Act and Buyback Regulations, the Company will not Buyback Equity Shares which are partly paid-up, the Equity Shares with call-in-arrears, locked-in Equity Shares or non-transferable Equity Shares, until they become fully paid-up, or until the pendency of such lock-in, or until the time such Equity Shares become freely transferable, as applicable.

4.3 The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, by the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations.

4.4 For the implementation of the Buyback, the Company has appointed ICICI Securities Limited as the registered broker ("Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



ICICI SECURITIES LIMITED

ICICI Venture House, 2nd floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai – 400 025
Maharashtra, India
Tel. No.: +91 22 6807 7463
Fax No.: +91 22 6807 7801
Contact Person: Mitesh Shah
Website: www.icicisecurities.com
SEBI Registration No.: INZ000183631
CIN: L67120MH1995PLC086241

4.5 The Equity Shares are traded in compulsory dematerialised mode under the trading codes BAJAJCON at NSE and 533229 at BSE. The ISIN of the Equity Shares of the Company is INE933K01021. For detailed procedure with respect to tendering of Equity Shares, the Stock Exchanges will be issuing notice with detailed procedures. Shareholders may refer the notice to understand procedure on how to tender their Equity Shares in this Buyback.

4.6 The Company shall, commencing from December 19, 2022 (i.e., the date of opening of the Buyback), place "buy" orders on the BSE and/or NSE on the normal trading segment to buyback the Equity Shares through the Company's Broker, in such quantity and at such price, not exceeding the Maximum Buyback Price of ₹ 240 (Indian Rupees Two Hundred and Forty only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buyback of Equity Shares, the identity of the Company as purchaser shall be available to the market participants of the Stock Exchanges.

4.7 **Procedure for Buyback of Demat Shares:** Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of the Stock Exchanges by indicating to their broker the details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buyback of the Equity Shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEBI. Orders for Equity Shares can be placed on the trading days of the Stock Exchanges. The Company is under no obligation to place "buy" order on a daily basis. The orders for buying back the Equity Shares will be placed by the Company on normal trading segment of Stock Exchanges at least once a week.

4.8 It may be noted that a uniform price would not be paid to all the shareholders / beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that particular shareholder / beneficial owner was executed on the Stock Exchanges.

4.9 **Procedure for Buyback of Physical Shares:** As per the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press releases dated December 3, 2018, and March 27, 2019, effective from April 1, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository ("LODR Amendment"). In light of the LODR Amendment and SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in dematerialised form.

ACCORDINGLY, ALL SHAREHOLDERS OF THE COMPANY HOLDING EQUITY SHARES IN PHYSICAL FORM AND DESIROUS OF TENDERING THEIR EQUITY SHARES IN THE BUYBACK ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. IN CASE ANY SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION, SUCH SHAREHOLDERS SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUYBACK BEFORE BUYBACK CLOSING DATE.

4.10 Shareholders are requested to get in touch with the ICICI Securities Limited (the "Manager to the Buyback") or the Company's Broker or the Registrar and Share Transfer Agent of the Company to clarify any doubts in the process.

4.11 Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any additional Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buyback Size has not been reached, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buyback Size or buy Maximum Buyback Shares. However, if the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the escrow account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

4.12 The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website (www.bajajconsumercare.com) on a daily basis.

4.13 Eligible shareholders who intend to participate in the Buyback should consult their respective tax advisors for applicable taxes.

5. METHOD OF SETTLEMENT

5.1 **Settlement of Demat Shares:** The Company will pay consideration for the Buyback to the Company's Broker on or before every pay-in date for each settlement, as applicable to Stock Exchanges where the transaction is executed. The Company has opened a depository account ("Buyback Demat Account") with ICICI Bank Limited. Demat Shares bought back by the Company will be transferred into the Buyback Demat Account by the Company's Broker, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The beneficial owners would also be required to provide to the Company's Broker, copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company.

5.2 **Extinguishment of Demat Shares:** The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and the bye-laws, the circulars, and guidelines framed thereunder, each as amended from time to time, in the manner specified in the Buyback Regulations and the Companies Act. Provided, that the Company undertakes to ensure that all Demat Shares bought back by the Company pursuant to the Buyback shall be extinguished within 7 (seven) days from the expiry of the Buyback period.

5.3 Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash through normal banking channel.

6. BRIEF INFORMATION ABOUT THE COMPANY

6.1 The Company was originally incorporated as 'Bhaumik Agro Products Private Limited' on April 25, 2006, under the Companies Act with the Registrar of Companies, Maharashtra at Mumbai ("RoC, Maharashtra"). The name of the Company was changed to 'Bajaj Corp Private Limited' pursuant to a special resolution of the shareholders of the Company dated July 18, 2007, and consequent to such change of name, a fresh certificate of incorporation dated September 11, 2007, was issued by the RoC, Maharashtra. Pursuant to a special resolution of the shareholders on September 14, 2007, the Company was converted into a public company, and the name was further

changed to 'Bajaj Corp Limited' and consequent to such change of name, a fresh certificate of incorporation dated October 16, 2007, was issued by the RoC, Maharashtra. The name of the Company was further changed to 'Bajaj Consumer Care Limited' pursuant to a special resolution of the shareholders dated December 19, 2018, and consequent to such change of name, a fresh certificate of incorporation dated January 1, 2019, was issued by the Registrar of Companies, Rajasthan at Jaipur.

6.2 The Company is engaged in the business of cosmetics, toiletries, and other personal care products. The Company has established itself as a market leader in the light hair oil category and currently it has 18 brands under its portfolio.

7. BRIEF FINANCIAL INFORMATION ABOUT THE COMPANY

7.1 The selected financial information of the Company, as extracted from the audited standalone financial statements for the last 3 (three) financial years ended as on March 31, 2022, March 31, 2021, and March 31, 2020, and unaudited limited review standalone financial statements for the six months period ended September 30, 2022, is given below:

(Amount in ₹ lakh)

Particulars	Un-audited (Limited Review) IND-AS	Audited (IND-AS)			
		For the six months ended September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Revenue from Operations	47,703.76	87,837.40	91,462.72	84,420.04	
Other Income	1,659.92	3,856.31	3,452.66	2,988.83	
Total Income	49,363.68	91,693.71	94,915.38	87,408.87	
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	41,055.99	69,982.99	67,111.69	63,363.51	
Interest Expense / (Income)	45.03	98.34	131.96	423.08	
Depreciation & Amortisation	369.31	463.39	580.21	533.30	
Exceptional Items	-	-	-	-	
Profit Before Tax	7,893.35	21,148.99	27,091.52	23,088.98	
Provision for Tax (including Deferred Tax)	1,379.12	3,695.15	4,734.57	4,033.65	
Profit After Tax	6,514.23	17,453.84	22,356.95	19,055.33	
Profit attributable to:					
Owner of the Company	6,514.23	17,453.84	22,356.95	19,055.33	
Non-controlling interest	-	-	-	-	
Paid-up equity share capital	1,475.40	1,475.40	1,475.40	1,475.34	
Other Equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	83,137.23	82,442.24	76,671.56	66,243.05	
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	84,612.63	83,917.64	78,146.96	67,718.39	
Non-current Borrowings	-	-	-	-	
Current Portion of Long Term Borrowings (including interest accrued thereon)	-	-	-	-	
Current Borrowings	750.00	-	500.00	2,000.00	
Total Debt	750.00	-	500.00	2,000.00	

7.2 Key financial ratios are as under:

Key Ratios	Un-audited (Limited Review) IND-AS	(Audited) (IND-AS)			
		For the six months ended September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Basic Earnings per equity share (in ₹)	4.42	11.83	15.15	12.92	
Diluted Earnings per equity share (in ₹)	4.41	11.82	15.15	12.92	
Book value per equity share (in ₹)	57.35	56.88	52.97	45.90	
Debt / Equity Ratio	0.01	-	0.01	0.03	
Return on net worth excluding revaluation reserves (%)	7.70	20.80	28.61	28.14	
Total Debt / Net Worth	0.01	-	0.01	0.03	

7.3 The selected financial information of the Company, as extracted from the audited consolidated financial statements for the last 3 (three) financial years ended as on March 31, 2022, March 31, 2021, and March 31, 2020, and unaudited limited review consolidated financial statements for the six months period ended September 30, 2022, is given below:

(Amount in ₹ lakh)

Particulars	Un-audited (Limited Review) IND-AS	Audited (IND-AS)			
		For the six months ended September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Revenue from Operations	48,189.28	87,995.74	92,181.44	85,220.83	
Other Income	1,658.87	3,863.90	3,454.30	2,991.22	
Total Income	49,848.15	91,859.64	95,635.74	88,212.05	
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	41,481.95	70,604.52	67,836.89	64,707.93	
Interest Expense / (Income)	47.14	100.93	137.54	424.65	
Depreciation & Amortisation	390.04	506.68	625.24	580.63	
Exceptional Items	-	-	-	-	
Profit Before Tax	7,929.02	20,647.51	27,036.07	22,498.84	
Provision for Tax (including Deferred Tax)	1,373.84	3,684.01	4,722.80	4,021.45	
Profit After Tax	6,555.18	16,963.50	22,313.27	18,477.39	
Profit attributable to:					
Owner of the Company	6,555.18	16,963.50	22,313.27	18,477.39	
Non-controlling interest	-	-	-	-	
Paid-up equity share capital	1,475.40	1,475.40	1,475.40	1,475.34	
Other Equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	80,151.76	79,487.98	74,235.28	63,842	
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	81,627.16	80,963.38	75,710.68	65,317.34	
Non-current Borrowings	-	-	-	-	
Current Portion of Long Term Borrowings (including interest accrued thereon)	-	-	-	-	
Current Borrowings	750.00	-	500.00	2,000.00	
Total Debt	750.00	-	500.00	2,000.00	

7.4 Key financial ratios are as under:

Key Ratios	(Audited) (IND-AS)	
	Un-audited (Limited Review) IND-AS	
	For the six months ended September 30, 2022	For the year ended March 31, 2022
Basic Earnings per equity share (in ₹)	4.44	11.50
Diluted Earnings per equity share (in ₹)	4.44	11.49
Book value per equity share (in ₹)	55.33	54.88
Debt / Equity Ratio	0.01	-
Return on net worth excluding revaluation reserves (%)	8.03	20.95
Total Debt / Net Worth	0.01	-

7.5 The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per equity share (₹)	Net Profit attributable to equity shareholders/ Weighted average number of equity shares outstanding
Diluted Earnings per equity share (₹)	Net Profit attributable to equity shareholders/ Weighted average number of equity shares outstanding
Book value per equity share (₹)	(Paid up equity share capital + other Equity) / Total number of Equity Shares subscribed outstanding
Total Debt-Equity Ratio	Total Debt / Net Worth
Return on net worth excluding revaluation reserves (%)	Net Profit After Tax / Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)

8. DETAILS OF ESCROW ACCOUNT

8.1 In accordance with Regulation 20 of the Buyback Regulations and towards security for performance of its obligations under the Buyback Regulations, the Company has entered into an escrow agreement dated December 12, 2022 ("Escrow Agreement") with the Manager to the Buyback and ICICI Bank Limited ("Escrow Bank") pursuant to which the Company has opened an escrow account titled "BAJAJ CONSUMER CARE LIMITED - BUYBACK ESCROW ACCOUNT" ("Escrow Account"). The Company has authorized the Manager to the Buyback to operate the Escrow Account in compliance with the Buyback Regulations and the Escrow Agreement. Prior to the date of opening of the Buyback, the Company will deposit in the Escrow Account an amount in cash aggregating to ₹2,022.25 Lakh (Indian Rupees Two Thousand Twenty Two Lakhs Twenty Five thousand only), being 25% of the Maximum Buyback Size ("Escrow Amount") in accordance with the Buyback Regulations.

8.2 The funds in the Escrow Account may be released for making payment to the shareholders subject to at least 2.5% of the Maximum Buyback Size remaining in the Escrow Account at all points in time.

8.3 The balance lying to the credit of the Escrow Account will be released to the Company on completion of its obligations in accordance with the Buyback Regulations.

8.4 If the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI, unless directed otherwise by SEBI.

9. FIRM FINANCING ARRANGEMENTS

9.1 The Company has identified and earmarked funds for the purpose of fulfilment of the obligations of the Company under the Buyback. Such earmarked funds, together with funds provided for escrow arrangements, are in excess of the Buyback Size.

9.2 Based on the resolution of the Board dated December 9, 2022, in this regard, and other facts / documents, Chopra Vimal & Co, Chartered Accountants, (Membership Number: 074056, Firm Registration number 006456C, having its office at E-479, Lal Kothi Scheme, Behind New Vidhan Sabha, Janpath, Jaipur-302015, Telephone number +91 141 6769136), have certified, vide their report dated December 9, 2022, that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback.

9.3 The Manager to the Buyback, having regard to the above, confirms that firm arrangements for fulfilling the obligations under the Buyback are in place.

10. LISTING DETAILS AND STOCK MARKET DATA

10.1 The Equity Shares of the Company are listed on BSE and NSE.

10.2 The high, low and average market prices of the Equity Shares for the preceding 3 (three) years and the monthly high, low and average market prices of the Equity Shares for the 6 (six) months preceding the date of this Public Announcement and their corresponding volumes on BSE and NSE are as follows:

BSE:

Period	High (₹)*	Date of High	Number of Equity Shares traded on that date	Low (₹)®	Date of Low	Number of Equity Shares traded on that date	Average Price (₹)*	Total volume of traded in the period (Equity Shares)
Preceding 3 years								
April 1, 2021 to March 31, 2022	323.50	April 19, 2021	323514	149.00	March 30, 2022	185482	235.52	30145364
April 1, 2020 to March 31, 2021	284.95	March 12, 2021	218155	129.00	May 27, 2020	11088	188.03	31889906
April 1, 2019 to March 31, 2020	353.50	May 07, 2019	33167	117.50	March 25, 2020	19164	259.43	42531194
Preceding 6 months								
June 2022	144.70	June 03, 2022	71,631	129.25	June 17, 2022	21,522	136.03	9,75,621
July 2022	167.05	July 15, 2022	87,208	136.50	July 01, 2022	26,155	154.07	15,91,160
August 2022	173.70	August 01, 2022	4,16,047	157.45	August 23, 2022	55,079	162.60	14,87,748
September 2022	170.45	September 13, 2022	97,784	152.25	September 30, 2022	42,981	160.81	11,51,080
October 2022	161.95	October 31, 2022	64,568	145.65	October 20, 2022	1,04,339	153.97	4,99,573
November 2022	167.55	November 30, 2022	41,497	151.70	November 10, 2022	72,360	158.52	7,42,295

* High is the highest price recorded for the Equity Share of the Company during the said period.

® Low is the lowest price recorded for the Equity Share of the Company during the said period.

*Arithmetic average of the closing prices of all trading days during the said period.

NSE:

Period	High (₹)*	Date of High	Number of Equity Shares traded on that date	Low (₹)®	Date of Low	Number of Equity Shares traded on that date	Average Price (₹)*	Total volume of traded in the period (Equity Shares)
Preceding 3 years								
April 1, 2021 to March 31, 2022	324.00	April 19, 2021	4582636	149.00	March 30, 2022	962262	235.49	198281711

April 1, 2020 to March 31, 2021	284.70	March 12, 2021	2588836	129.00	May 27, 2020	152252	188.02	241341536
April 1, 2019 to March 31, 2020	354.90	May 07, 2019	556742	116.55	March 25, 2020	597753	259.57	61427891

Preceding 6 months

June 2022	144.80	June 03, 2022	4,11,633	129.05	June 20, 2022	4,00,325	136.02	72,43,668
July 2022	167.15	July 15, 2022	7,62,437	136.50	July 01, 2022	1,77,590	154.11	1,98,75,238
August 2022	173.90	August 01, 2022	3,664,413	157.10	August 23, 2022	3,07,618	162.52	1,24,19,944
September 2022	170.55	September 13, 2022	1,321,997	153.10	September 30, 2022	1,38,194	160.82	77,77,482
October 2022	161.95	October 31, 2022	8,63,320	145.55	October 20, 2022	9,58,269	154.02	50,20,055
November 2022	168.20	November 30, 2022	6,30,011	151.85	November 10, 2022	9,22,633	158.60	81,44,736

* High is the highest price recorded for the Equity Share of the Company during the said period.

® Low is the lowest price recorded for the Equity Share of the Company during the said period.

*Arithmetic average of the closing prices of all trading days during the said period.

10.3 The stock prices on the Stock Exchanges on relevant dates are:

Date	Description	BSE			NSE		
		High (₹)	Low (₹)	Closing (₹)	High (₹)	Low (₹)	Closing (₹)
December 02, 2022	Day prior to notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	171.20	165.10	169.20	171.30	165.10	169.30
December 05, 2022	Day on which Notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	177.45	169.25	175.40	177.45	169.30	175.50
December 08, 2022	One day before the Board Meeting	179.15	177.30	178.15	179.45	177.25	178.10
December 12, 2022	First trading day post Board Meeting day	180.60	176.70	177.05	180.80	176.50	176.95

(Source: www.nseindia.com and www.bseindia.com)

11. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

11.1 The capital structure of the Company as on the date of this Public Announcement and the proposed capital structure of the Company post completion of the Buyback is set forth below:

Particulars	Pre-Buyback (As on the date of this Public Announcement) (In ₹)	Post-Buyback (Post completion of the Buyback) (In ₹)*
Authorised share capital: 20,00,00,000 Equity Shares	20,00,00,000	20,00,00,000
Issued, subscribed and paid-up share capital: Pre-Buyback: 14,75,40,159 Equity Shares Post-Buyback: 14,41,69,743* Equity Shares	14,75,40,159	14,41,69,743

*Assuming that the indicative Maximum Buyback Shares are bought back. However, the post Buyback issued, subscribed and paid-up capital will differ depending upon the actual number of Equity Shares bought back.

11.2 As on the date of this Public Announcement, there are no Equity Shares which are partly paid-up, or with call-in-arrears and there are no outstanding instruments convertible into Equity Shares.

11.3 The shareholding pattern of the Company as on December 9, 2022, ("Pre-Buyback") and the proposed shareholding pattern of the Company post completion of the Buyback are given below:

Shareholder	Pre-Buyback		Post Buyback#	
	No. of Equity Shares	% of Equity Shares	No. of Equity Shares	% of Equity Shares
(A) Promoter & Promoter Group	5,61,25,000	38.04	5,61,25,000	38.93
(B) Public	9,14,15,159	61.96	8,80,44,743	61.07
(C1) Shares underlying DRs	0	0.00	0	0.00
(C2) Shares held by Employee Trust	0	0.00	0	0.00
(C) Non-Promoter-Non-Public (C=C1+C2)	0	0.00	0	0.00
Grand Total (A+B+C)	14,75,40,159	100%	14,41,69,743	100%

*Assuming that the indicative Maximum Buyback Shares are bought back. However, the shareholding post completion of the Buyback, may differ depending upon the actual number of Equity Shares bought back in the Buyback.

11.4 No scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company as on the date of this Public Announcement.

12. DETAILS OF PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL SHAREHOLDING AND OTHER DETAILS

12.1 For the details of the aggregate shareholding of the promoters, promoter group and of persons who are in control of the Company as on the date of this Public Announcement, please refer to paragraph 4.1 of Part A above.

12.2 No Equity Shares or other specified securities in the Company were either purchased or sold by the (i) promoters/ promoter group; and (ii) persons who are in control of the Company, during a period of 12 (twelve) months preceding the date of this Public Announcement.

13. MANAGEMENT'S DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

13.1 The Buyback is expected to enhance overall long-term shareholders' value for continuing shareholders, without compromising on the future growth opportunities of the Company, as well as provide an exit opportunity to the public shareholders. The Buyback is not likely to cause any material adverse impact on the earnings of the Company, except a reduction in the treasury income which the Company could have otherwise earned from investments in fixed deposits and mutual funds. The Company will also bear the cost of the Buyback transaction.

13.2 The Buyback is proposed, considering the accumulated surplus funds available with the Company being in excess of the surplus amount needed to be retained by the Company for future growth of the Company as envisaged by the Board.

13.3 The Buyback will be funded out of the internal accruals of the Company including free reserves of the Company, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations.

13.4 The Buyback will lead to reduction in existing Equity Shares and consequently, is expected to improve the earnings per Equity share and enhance return on equity, assuming that the Company would earn similar profits as in the past.

13.5 Pursuant to Regulation 16(ii) of the Buyback Regulations, the promoters, promoter group and persons in control of the Company will not participate in the Buyback. The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.

13.6 Consequent to the Buyback (which excludes participation by the promoters, promoter group and persons in control of the Company) and based on the number of Equity

Shares bought back by the Company from the shareholders including those resident outside India, erstwhile overseas corporate bodies, foreign portfolio investors and non-resident Indian shareholders, the shareholding pattern of the Company would undergo a change; however public shareholding shall not fall below 25% of the total fully paid up equity share capital of the Company.

13.7 In accordance with Section 68(2)(d) of the Companies Act and Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves post the Buyback based on audited financial statements of the Company.

13.8 The Company shall not issue any Equity Shares or other securities including by way of bonus issue, till the date of expiry of the Buyback period in accordance with the applicable provisions of the Companies Act and the Buyback Regulations. The Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. Further, unless otherwise specifically permitted by any relaxation circular issued by SEBI, in accordance with Regulation 24(i)(f) of the Buyback Regulations, the Company shall not raise further capital for a period of 1 (one) year from the expiry of the buyback period, except in discharge of its subsisting obligations.

13.9 Unless otherwise determined by the Board or Buyback Committee or as may be directed by the Appropriate Authorities, the Buyback will be completed within a maximum period of 6 (six) months from the date of opening of the Buyback. In accordance with Buyback Regulations, the Company shall not withdraw the Buyback once this Public Announcement has been made.

14. STATUTORY APPROVALS

14.1 Pursuant to Sections 68, 69, 70, and all other applicable provisions of the Companies Act and applicable Rules thereunder and the provisions of the Buyback Regulations and Article 63 of the Articles of Association of the Company, the Company has obtained the Board approval as mentioned above.

14.2 The Buyback from each shareholder is subject to all statutory consents and approvals as may be required by such shareholder under applicable laws and regulations. The shareholders shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India and / or SEBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Company's Broker.

14.3 The Buyback shall be subject to such necessary approvals as may be required, and the Buyback from erstwhile overseas corporate bodies and other applicable categories shall be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended from time to time.

14.4 To the best of the knowledge of the Company, no other statutory approvals are required by it for the Buyback as on the date of this Public Announcement. Subject to the obligation of the shareholders to obtain the consents and approvals necessary for transfer of their Equity Shares to the Company as set out in paragraph 13.2 of Part B above, the Company shall obtain such statutory approvals as may be required, from time to time, if any, for completion of the Company's obligations in relation to the Buyback.

15. COLLECTION AND BIDDING CENTERS

The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges using their nationwide trading terminals. Therefore, the requirement of having collection centres and bidding centres is not applicable.

16. COMPLIANCE OFFICER

Investors may contact Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 10:00 a.m. to 6:00 p.m. on all working days except Saturday, Sunday and public holidays.

Mr. Vivek Mishra

Head - Legal and Company Secretary

Bajaj Consumer Care Limited

Corporate Office: 1231, 3rd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai 400 093

Tel No.: 022 66919477 / 78

Email: complianceofficer@bajajconsumer.com

17. INVESTOR SERVICE CENTRE

In case of any query, the shareholders may also contact KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 3:00p.m. at the following address:



KFin Technologies Limited

Selenium Tower B, Plot No. 31 & 32,

Gachibowli, Financial District, Nanakramguda,

Serilingampally, Hyderabad - 500 032

Tel No.: 040 67162222 | Toll Free No. 1800 309 4001

Fax No.: 040 23001153 **Contact Person:** PSRCH Murthy (Ramu)

Email: murthy.psrch@kfintech.com | **Website:** www.kfintech.com

Investor Grievance Id: einward.ris@kfintech.com

SEBI Registration No.: INR000000221

Validity Period: Permanent

CIN: U72400TG2017PTC117649

18. MANAGER TO THE BUYBACK



ICICI Securities Limited

ICICI Venture House,

Appasaheb Marathe Marg, Prabhadevi,

Mumbai-400 025

Maharashtra, India

Tel. No.: +91 22 6807 7100; **Fax No.:** +91 22 6807 7801

Email: harsh.thakkar@icicisecurities.com / sumitkumar.singh@icicisecurities.com

Website: www.icicisecurities.com

Investor grievance e-mail: customercare@icicisecurities.com

Contact persons: Harsh Thakkar / Sumit Singh

SEBI Registration No.: INM000011179

Validity Period: Permanent

CIN: L67120MH1995PLC086241

19. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of

Bajaj Consumer Care Limited

Sd/-	Sd/-	Sd/-
Mr. Kushagra Bajaj Chairman & Non-Executive Director DIN: 00017575	Mr. Jaideep Nandi Managing Director DIN: 06938480	Mr. Vivek Mishra Head - Legal and Company Secretary ICSI Membership Number: A21901

Date : December 12, 2022

Place : Mumbai