

## Notice

NOTICE is hereby given that the 15<sup>th</sup> Annual General Meeting (AGM) of the Members of Bajaj Consumer Care Limited will be held on Monday, June 21, 2021 at 11.00 A.M. (IST) by Video Conferencing (VC) / Other Audio-Visual Means ("OAVM") to transact the following business: -

### ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:

(a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To (a) confirm/ratify interim dividend and (b) to declare a final dividend on equity shares for the financial year ended March 31, 2021 and, in this regard, pass the following resolution as Ordinary Resolutions:

(a) "RESOLVED THAT an interim dividend at the rate of ₹ 6/- (Six rupees only) per equity share of ₹ 1/- (One rupee) each fully paid-up of the Company declared for the financial year ended March 31, 2021 and the same be and is hereby confirmed and ratified for financial year ended March 31, 2021."

(b) "RESOLVED THAT final dividend at the rate of ₹ 4/- (Four rupees only) per equity share of the face value of ₹ 1/- (One rupee) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2021 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2021."

3. To appoint a Director in place of Mr. Kushagra Bajaj (DIN: 00017575), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Kushagra Bajaj (DIN: 00017575), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

4. To consider continuation of payment of Remuneration to Mr. Sumit Malhotra (DIN:02183825), Non-Executive, Non-Independent Director and in this regard, to pass, the following resolution as a Special Resolution: -

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(c)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the members of the Company be and is hereby accorded for payment of remuneration of ₹ 1,50,00,000 (Rupees One Crore Fifty Lac only) per annum excluding Goods & Service Tax as may be applicable by way of a monthly payment to Mr. Sumit Malhotra (DIN: 02183825), Non-Executive, Non-independent Director of the Company with effect from July 1, 2021 for a period of one (1) year."

By Order of the Board of Directors

**Chandresh Chhaya**

Company Secretary

Membership No.: FCS4813

Place: Mumbai

Dated: April 19, 2021

Registered Office:

Old Station Road,  
Sevashram Chouraha  
Udaipur 313 001  
Rajasthan

**NOTES:**

- a) Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting" / e- AGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The Company has made arrangements through KFin Technologies Private Limited (KFin), Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and for conducting of the e-AGM. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- a) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- b) Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- c) Corporate Members intending to depute their authorised representatives to attend the Meeting through VC/ OAVM are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
- d) In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- e) In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Kushagra Bajaj (DIN: 00017575), (also referred as Mr. Kushagra Nayan Bajaj in this Annual Report at many places) Director, retires by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends the aforesaid re-appointment. As per explanation to Section 152(6)(e) of the Companies Act, 2013, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.
- Information of Director proposed to be re- appointed at the forthcoming Annual General Meeting as required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings is provided in the annexure to the Notice. The Director has furnished the requisite declarations for his re-appointment, as applicable.
- f) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested are available for inspection by the Members electronically from the date of circulation of this Notice up to the date of the 15<sup>th</sup> AGM.
- g) The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, June 15, 2021 to Monday, June 21, 2021 (both days inclusive) for the purpose of 15<sup>th</sup> AGM of the Company.
- h) The Board of Directors has recommended a Final Dividend of 400 % (i.e. ₹ 4/- per equity share of ₹ 1/- each) for the Financial year ended 31<sup>st</sup> March 2021 subject to approval of the Shareholders at the ensuing Annual General Meeting. The Dividend, if approved by the members at the ensuing Annual General Meeting will be paid to those shareholders whose names stand registered:

- i) As beneficial owners as at the end of business on Monday, June 14, 2021 as per list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic form, and
- ii) As members in the Register of Members of the Company after giving effect to valid transmission/transposition in physical form lodged with the Company's Registrar and Share Transfer Agent (RTA) M/s. KFin Technologies Private Limited, Selenium Tower B, Plot No.31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, Telangana, on or before the aforesaid date i.e. Monday, June 14, 2021. The transmission/transposition requests complete in all respects should reach the Registrar and Share Transfer Agent well before the above date.

Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail Id etc., if any, immediately to the Company's Registrar and Share Transfer Agent (hereinafter referred to as "RTA") i.e. KFin Technologies Private Limited, Unit : Bajaj Consumer Care Limited, Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana. Toll Free No. : 1800-3094-001 Email Id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.

- j) Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled into the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
- k) SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
- l) Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act,

2013, dividends not en-cashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company.

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

Dividend for the Financial Year	Date of Declaration of Dividend	Tentative Date of transfer to the IEPF
2014-2015	October 16, 2014	November 21, 2021
2015-2016	January 7, 2016	February 12, 2023
2016-2017	January 12, 2017	February 18, 2024
2017-2018	January 11, 2018	February 16, 2025
2018-2019	January 9, 2019	February 14, 2026
2019-2020	September 21, 2020	October 27, 2027
2020-2021	February 03, 2021	April 10, 2028

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

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

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

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

The Company for claiming the dividend for the aforesaid years. The details of the unclaimed

dividends are available on the Company's website at [www.bajajconsumercare.com](http://www.bajajconsumercare.com) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

- n) In accordance with, the General Circular No. 20/2020 dated May 05, 2020 issued by MCA, read with circulars no. 14/2020 dated April 8, 2020, no. 17/20 dated April 13, 2020 and no. 02/21 dated January 13, 2021, Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

As physical copies of the Annual Report 2020-21 will not be sent by the modes permitted under Companies Act, 2013, the Annual Report is available on the Company's website at <https://www.bajajconsumercare.com>. for those members whose email ids are not registered with the Company/ KFin.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail Ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in 'E-communication Registration Form' appended to this Annual Report as well as available on the Company's website at <https://www.bajajconsumercare.com> under the heading "Investors" by the name "E-Communication Registration Form". Alternatively, those shareholders who have not yet registered their email address are requested to get their email addresses registered with their DP or RTA at the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for electronic and Physical folios respectively.

- o) Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, June 14, 2021, i.e. the date prior to the commencement of book closure, being the cut-off date will be paid the Final Dividend for the financial year ended 31<sup>st</sup> March, 2021, as recommended by the Board, if approved at the AGM, on or after Wednesday, June 30, 2021.

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

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

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

- i) For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during financial year 2021-22 provided PAN is registered by the Shareholder. If PAN is not registered/ invalid/ mismatched with name of members, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by them during financial year 2021-22 does not exceed ₹ 5,000. Please note that this includes the future dividends if any which may be declared by the Board in the financial year 2021-22.

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

- ii) For Non-resident Shareholders, taxes are required to be withheld in accordance with, the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
- Self declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
- Self-declaration, certifying the following points:
  - a. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2021-22.
  - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company.
  - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner.
  - iv. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
  - v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2021-22.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and submitted by Non- Resident shareholder. Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above before Monday, June 14, 2021.

Kindly note that the aforementioned documents are required to be submitted at <https://ris.kfintech.com/form15> on or before Thursday, June 10, 2021 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post Thursday, June 10, 2021. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

We shall arrange to email the soft copy of TDS certificate to you at your registered email ID in due course Also the TDS so deducted shall be reflected in Form 26AS against respective PAN, post payment of the said Dividend.

- p) Members desiring any information with regard to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.
- q) Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s), re-enactment(s) or substitution(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, the Company is providing to its Members facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") using an electronic voting system provided by KFin Technologies Private Limited (KFIN) as an alternative for all Members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting. For voting electronically, the process and



manner for generating/receiving the password and to cast vote(s) in a secure manner, the Members are requested to take note of the following:

- a) The remote e-voting period commences on Thursday, June 17, 2021 at 9.00 A.M. and ends on Sunday, June 20, 2021 at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Monday, June 14, 2021, may cast their vote by electronic means in the manner and process set out hereinbelow. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.
- b) The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Monday, June 14, 2021.
- c) Once the vote on a resolution is cast by a Member through remote e-voting, he/ she/it shall not be allowed to change it subsequently.  
  
Any person, who acquires shares and becomes Member of the Company after dispatch of Notice of AGM and holding shares as on the cut-off date, i.e. Monday, June 14, 2021, may refer to this Notice of AGM of the Company, posted on Company's website at [www.bajajconsumercare.com](http://www.bajajconsumercare.com) for detailed procedure with regard to remote e-voting. Any person, who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- d) In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of Insta Poll at the AGM for the Members attending the meeting who have not cast their vote by remote e-voting. In case of voting by Insta Poll at the AGM, the voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the date of Book Closure.
- e) A Member may participate in the AGM even after exercising his right to vote through remote e-voting but cannot vote again at the AGM.

- f) If a Member cast votes by both modes i.e. remote e-voting and Insta Poll at the AGM, then voting done through remote e-voting shall prevail and Insta Poll shall be treated as invalid.

**The instructions for remote e-voting are as under:**

For Non Individual Shareholders and Shareholders holding shares in physical form:

- A. In case a Member receiving Notice of AGM by email from KFin [for Members whose email Ids are registered with the Company/ Depository Participant(s)]:

Launch internet browser by typing the URL: <https://evoting.kfintech.com>.

- i) Enter the login credentials (i.e., User ID and Password). In case of physical folio, user ID will be EVEN Number 5912 followed by Folio No. In case of Demat Account, user ID will be your DP ID and Client ID. However, if you are already registered with KFin for remote e-voting, you can use your existing User ID and password to cast your vote.
- ii) After entering these details appropriately, Click on "LOGIN".
- iii) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email Id, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- iv) You need to login again with the new credentials.
- v) On successful login, the system will prompt you to select the "EVENT" i.e., Bajaj Consumer Care Limited.
- vi) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/ AGAINST" or alternatively, you may partially enter any

number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- vii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.

viii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

ix) You may then cast your vote by selecting an appropriate option and click on "Submit".

x) A confirmation window will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they confirm voting on the Resolution(s).

**The instructions for remote e-voting are as under for Individual Shareholders holding shares in demat mode:**

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility: **</b></p> <p>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>III. On the new page, enter existing User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> (Select "Register Online for IDeAS") or <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>II. Proceed with completing the required fields.</p> <p><small>**{Post registration is completed , follow the process as stated in point no.1 above}</small></p>	<p><b>1. Existing user who have opted for Easi / Easiest **</b></p> <p>I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p><small>**{Post registration is completed , follow the process as stated in point no.1 above}</small></p>

NSDL	CDSL
<p><b>3. First time users can visit the e-Voting website directly and follow the process below:</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>	<p><b>3. First time users can visit the e-Voting website directly and follow the process below:</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</li> <li>V. Click on company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>

**Individual Shareholders (holding securities in demat mode) login through their depository participants.**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail Id: [prasanjit@gbcs.co.in](mailto:prasanjit@gbcs.co.in) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."

In case a person has become the Member of the Company after the dispatch of Notice of AGM

but on or before the cut-off date Monday, June 14, 2021, may write to KFin on the email Id: [evoting@kfintech.com](mailto:evoting@kfintech.com) or to Ms. C. Shobha Anand, General Manager, KFin Technologies Private Limited, Unit: Bajaj Consumer Care Limited, Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, Toll Free No. : 1800-3454-001, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.



## **B. INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE e-AGM THROUGH VIDEO CONFERENCE / OTHER AUDIO-VISUAL MODE:**

- i. Attending the e-AGM: Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
- ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iii. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Facility of joining the AGM through VC / OAVM shall be open 15 minutes before the time scheduled for the AGM.
- vi. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

### **Submission of Questions / queries prior to e-AGM:**

Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's email-id i.e. [complianceofficer@bajajconsumer.com](mailto:complianceofficer@bajajconsumer.com) at least 2 days before the date of the 15<sup>th</sup> AGM, so as to enable the Management to keep the information ready. Please note that, member's questions will be answered only if they continue to hold the shares as of cut-off date. Alternatively, shareholders holding shares as on cut-off date may also visit <https://evoting.kfintech.com/> and click on the tab "Post Your Queries Here" to post

their views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

### **Speaker Registration before e-AGM:**

Shareholder who wishes to register as speakers are requested to visit <https://emeetings.kfintech.com/> the shareholders are requested to get registered themselves between June 17, 2021 (09.00 Hours IST) and June 18, 2021 (17.00 Hours IST).

Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at [https://emeetings.kfintech.com](https://emeetings.kfintech.com/) by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

Members who need technical assistance before or during the AGM, can contact KFin at <https://evoting.kfintech.com/>

Corporate members intending to send their authorized representatives to attend the Annual General Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution to the Company.

## **INSTRUCTIONS FOR MEMBERS FOR VOTING DURING THE E-AGM SESSION-INSTA POLL:**

1. The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.
2. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-AGM.
3. Members / shareholders, attending the e-AGM through Video Conference and who have not cast

their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.

4. Members who have voted through Remote e-Voting will be eligible to attend the e-AGM, however, they shall not be allowed to cast their vote again during the e-AGM.
- C. In case of Members whose email Ids are not registered with the Company/ Depository Participant(s):
- Please visit Help & FAQ's section of <https://evoting.kfintech.com>.
- D. The Company has appointed Mr. Prasanjit Kumar Baul, (Membership No. A34347) or failing him Mr. Hitesh Gupta (Membership No. A33684) Company Secretaries in Practice, as the Scrutinizer to scrutinize the remote e-voting and voting by way of Polling Paper/ Ballot Paper in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting forthwith.
- F. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s).

The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at [www.bajajconsumercare.com](http://www.bajajconsumercare.com) and Service Provider's website at <https://evoting.kfintech.com> and the communication will be sent to the BSE Limited and National Stock Exchange of India Limited.

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

**Item No. 4: Continuation of Payment of Remuneration to Mr. Sumit Malhotra, Non-Executive, Non-Independent Director**

As you are aware, Mr. Sumit Malhotra (DIN: 02183825) who was the Managing Director of the Company since August 8, 2016, had volunteered to demit executive responsibilities

of the Company with effect from June 30, 2020 as a part of succession plan. However, the Board of Directors had, on the recommendation of the Nomination & Remuneration Committee at the Board meeting held on June 16, 2020, decided to take advantage of the continued advice and guidance of Mr. Sumit Malhotra in the Company's growth strategy and appointed him as Non – Executive Director and designated him as Director and Advisor with effect from July 01, 2020 for a period of 5 years subject to approval of members.

The Board had also, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members of the Company, approved payment of remuneration to Mr. Sumit Malhotra in his capacity as Non-executive Director. Subsequently, the Members of the Company had at the 14<sup>th</sup> Annual General Meeting of the Company held on September 21, 2020, ratified change of Mr. Malhotra's designation and the payment of remuneration of ₹ 1,50,00,000 per annum excluding Goods & Service Tax as may be applicable, payable to Mr. Sumit Malhotra for a period of five years commencing from July 01, 2020.

Regulation 17(6)(c)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended with effect from April 01, 2019, mandates a Company to obtain consent of the Members by way of Special Resolution if the remuneration payable to a single Non-Executive Director in a year exceeds fifty per cent of the aggregate remuneration payable to all Non-Executive Directors taken together. At present, other non-executive directors of the Company, except Mr. Malhotra, are not entitled to any remuneration. Approval of Members by way of a Special Resolution is sought, to the resolution as set out at Agenda Item No 4 of the notice, approving the aforesaid annual remuneration payable to Mr. Sumit Malhotra for a period of one (1) year effective July 1, 2021, which will exceed fifty percent of the total annual remuneration payable to all non-executive directors.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Sumit Malhotra are interested or concerned, financially or otherwise in the Resolution set out at Item No. 4. The Board recommends the Special resolution set out at Item No. 4 of the Notice for approval of the Members.

By Order of the Board of Directors

**Chandresh Chhaya**

Company Secretary

Membership No.: FCS 4813

Place : Mumbai

Dated : April 19, 2021

**ANNEXURE TO ITEM NO. 3 OF THE NOTICE DATED APRIL 19, 2021**

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

<b>Name of the Director</b>	Mr. Kushagra Bajaj
<b>Director Identification Number (DIN)</b>	00017575
<b>Designation</b>	Chairman
<b>Date of Birth</b>	04.02.1977
<b>Age</b>	44 Years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	14.09.2009
<b>Date of re-appointment by the Members</b>	15.07.2019
<b>Qualifications</b>	Bachelor of Science (Hons.) degree in Economics, Political Philosophy and Finance from the Carnegie Mellon University, Pittsburgh, USA. Master of Science degree in Marketing from the Northwestern University, Chicago, USA.
<b>Expertise in functional area</b>	Mr. Bajaj has more than 20 years of experience in the consumer and sugar industry.
<b>Number of Equity Shares held in the Company as on 31.03.2021</b>	Nil
<b>List of Directorships and Committee Memberships held in other entities as on 31.03.2021</b>	<p><b>Directorships:</b></p> <ol style="list-style-type: none"> <li>1. Bajaj Hindusthan Sugar Limited</li> <li>2. Bajaj Energy Limited</li> <li>3. Lalitpur Power Generation Company Limited</li> </ol> <p><b>Committee Positions:</b> Bajaj Hindusthan Sugar Limited:</p> <ol style="list-style-type: none"> <li>1. Risk Management Committee</li> <li>2. Corporate Social Responsibility Committee</li> <li>3. Stakeholders Relationship Committee</li> </ol>
<b>Number of Board Meetings attended during the year</b>	5
<b>Relationship with other Directors, Manager and KMP</b>	Nil
<b>Remuneration Last Drawn</b>	He is not drawing any remuneration except sitting fees for attending Board and Committee Meetings.
<b>Terms and conditions of appointment</b>	Liable to retire by rotation.