

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company	: Bajaj Consumer Care Limited
Quarter ending	: September 30, 2023

<b>I. Composition of Board of Directors</b>																			
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee <sup>&amp;</sup> )	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (in Months)	Date of Birth	Whether the director is disqualified	Start date of Disqualification	End date of Disqualification	Details of Disqualification	Current Status	Whether special resolution passed? (Refer Reg. 17[1A] of Listing Regulation)	Date of passing special resolution	No of Directorship in listed entities including this listed entity. [In reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity. [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kushagra Bajaj	00017575	Chairperson Non-Executive	14.09.2007	21.06.2021	-	-	04.02.1977	No	-	-	-	Active	NA	NA	2	0	2	0
Mr.	Jaideep Nandi	06938480	Executive	01.07.2020	21.09.2020	-	-	01.07.1965	No	-	-	-	Active	NA	NA	1	0	1	0
Mr.	Sumit Malhotra	02183825	Non-Executive	01.04.2008	21.09.2020	-	-	28.09.1961	No	-	-	-	Active	NA	NA	1	0	1	0
Mr.	Aditya Vikram Somani	00046286	Non-Executive - Independent Director	04.02.2010	01.04.2019	-	54	04.11.1973	No	-	-	-	Active	Yes	19.12.2018	1	1	1	0
Mr.	Dilip Cherian	00322763	Non-Executive - Independent Director	04.02.2010	01.04.2019	-	54	10.04.1956	No	-	-	-	Active	Yes	19.12.2018	2	2	2	1
Mr.	Gaurav Dalmia	00009639	Non-Executive - Independent Director	04.02.2010	01.04.2019	-	54	26.09.1965	No	-	-	-	Active	Yes	19.12.2018	2	1	2	1
Ms.	Lilian Jessie Paul	02864506	Non-Executive - Independent Director	19.03.2019	NA	-	54	02.05.1970	No	-	-	-	Active	NA	NA	4	4	3	0
Whether Regular Chairperson appointed : Yes																			
Whether Chairperson is related to MD or CEO : No																			
<sup>&amp;</sup> Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen. <sup>*</sup> to be filled only for independent director. Tenure would mean total period from which independent director is serving on board of directors of the listed entity in continuity without any cooling off period.																			

II. Composition of Committees					
Name of the Committee	Whether Regular chairperson appointed	Name of Committee members	Category Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>§</sup>	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Gaurav Dalmia	Chairperson (Non-Executive Independent Director)	01.08.2014	-
		Mr. Aditya Vikram Somani	Member (Non-Executive Independent Director)	01.08.2014	-
		Mr. Dilip Cherian	Member (Non-Executive Independent Director)	01.08.2014	-
		Ms. Lilian Jessie Paul	Member (Non-Executive Independent Director)	19.03.2019	-
2. Nomination, Remuneration and Corporate Governance Committee	Yes	Mr. Gaurav Dalmia	Chairperson (Non-Executive Independent Director)	01.08.2014	-
		Mr. Aditya Vikram Somani	Member (Non-Executive Independent Director)	01.08.2014	-
		Mr. Dilip Cherian	Member (Non-Executive Independent Director)	16.10.2014	-
3. Stakeholders Relationship Committee	Yes	Mr. Dilip Cherian	Chairperson (Non-Executive Independent Director)	04.02.2010	-
		Mr. Kushagra Bajaj	Member (Non-Executive, Non-Independent Director)	26.09.2014	-
		Mr. Jaideep Nandi	Member (Executive Director)	17.07.2020	-
		Mr. Sumit Malhotra	Member (Non-Executive, Non-Independent Director)	04.02.2010	-
4. Risk Management Committee	Yes	Mr. Aditya Vikram Somani	Chairperson (Non-Executive Independent Director)	19.03.2019	-
		Mr. Jaideep Nandi	Member (Executive Director)	17.07.2020	-
		Ms. Lilian Jessie Paul	Member (Non-Executive Independent Director)	19.03.2019	-
		Rajesh Menon	Member (Head-Supply Chain, Operations and IT)	01.08.2022	-
5. Corporate Social Responsibility Committee	Yes	Mr. Gaurav Dalmia	Chairperson (Non-Executive Independent Director)	01.08.2014	-
		Mr. Dilip Cherian	Member (Non-Executive Independent Director)	01.08.2014	-
		Mr. Jaideep Nandi	Member (Executive Director)	17.07.2020	-
		Mr. Sumit Malhotra	Member (Non-Executive, Non-Independent Director)	01.08.2014	-
<sup>§</sup> Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.					

III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors as on date of the meeting	Number of directors present* (All directors including independent directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
03.05.2023		Yes	7	5	3	
	09.08.2023	Yes	7	5	3	97

IV. Meeting of Committees						
A) Audit Committee						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors as on date of the meeting	Number of directors present* (All directors including independent directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)**
03.05.2023		Yes	4	3	3	
	09.08.2023	Yes	4	3	3	97
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings						

<b>B) Stakeholders Relationship Committee</b>						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors as on date of the meeting	Number of directors present* (All directors including independent directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)**
03.05.2023		Yes	4	3	1	
	09.08.2023	Yes	4	3	1	97
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional						
**to be filled in only for the current quarter meetings						

<b>C) Nomination, Remuneration and Corporate Governance Committee</b>						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors as on date of the meeting	Number of directors present* (All directors including independent directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)**
03.05.2023		Yes	3	2	2	-
	09.08.2023	Yes	3	3	3	97
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional						
**to be filled in only for the current quarter meetings						

<b>D) Corporate Social Responsibility (CSR) Committee</b>						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors as on date of the meeting	Number of directors present* (All directors including independent directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)**
03.05.2023		Yes	4	3	1	-
	09.08.2023	Yes	4	4	2	97
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional						
**to be filled in only for the current quarter meetings						

<b>V. Related party Transactions</b>	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
Note	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	

VI. Affirmations		
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
2.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: a. Audit Committee b. Nomination, Remuneration and Corporate Governance Committee c. Stakeholders Relationship Committee d. Risk Management Committee e. CSR Committee	Yes
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5.	The report and/or the report submitted to the previous quarter has been placed before the Board of Directors.	Yes
6.	Any comments/observations/advice of the board of directors may be mentioned here	No comments/observations were received from the Board of Directors.

For Bajaj Consumer Care Limited  
Sd/-  
D. K. Maloo  
Chief Financial Officer

Mumbai  
12.10.2023

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

(Format to be submitted by listed entity at the end of 6 months from the close of financial year)

<b>I Affirmations</b>			
S.No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1.	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes
2.	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3.	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4.	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5.	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
6.	Submission of Annual Secretarial Compliance Report	24A(2)	Yes
7.	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here</p>			

<b>Details of Cyber security incidence</b>	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the Event: NA	Brief details of the event : NA

For Bajaj Consumer Care Limited

Sd/-

D. K. Maloo

Chief Financial Officer

Mumbai

12.10.2023

**Format of Additional Half yearly Disclosure**
**Half year ending – September 30, 2023**

<b>Applicability of disclosure</b>	<b>:</b>	<b>Applicable</b>	<b>Reason for Non applicability</b>	<b>:</b>	<b>NA</b>
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**I. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)**
**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:**

Entity	Aggregate amount advanced during six months (In Rs.)	Balance outstanding at the end of six months (In Rs.)
Promoter or any other entity controlled by them	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00

**(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0.00	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00	0.00

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0.00	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00	0.00

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Compliance Status: Yes

Sd/-  
D. K. Maloo  
Chief Financial Officer

Mumbai  
12.10.2023

**Note**

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - by a government company to/ for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company; and
  - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.