

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of the Shareholders of Bausch & Lomb India Private Limited will be held on Wednesday, 25th September 2024 at 11.00 A.M, at Registered Office of the Company at S-353, Ground Floor, Panchsheel Park, New Delhi, India (Pin – 110017) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2024 together with the Report of the Board of Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs. 2.73 per equity share of face value of Re. 10/- each for the financial year ended March 31, 2024 (equivalent to a total value of Rs. 90 million)
3. To declare final dividend of Rs. 0.76 (Seventy-Six Paise Only) per equity share, for financial year 2023-24 on the Equity shares of the Company.

SPECIAL BUSINESS

4. To approve the remuneration of Statutory Auditors:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the approval of the members of the Company be and is hereby given to approve the remuneration payable to M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), Statutory Auditors of the Company to Rs. 20,63,000 p.a. plus GST and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to further vary and/or revise the remuneration of Statutory Auditors of the Company from time to time as may be mutually agreed upon by the Board of Directors and the Statutory Auditors of the Company.”

5. Approval for annual increment and revised annual remuneration of Mr. Sanjay Bhutani, Managing Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an ordinary resolution:

“**RESOLVED THAT** in pursuant to the Article 20 and other enabling provisions of the Article of Association of the Company the revised annual remuneration (CTC to Company) of Rs. 2,99,18,232/- (Indian Rupees Two Crores Ninety-Nine Lacs Eighteen Thousand Two Hundred Thirty-Two only) payable to Mr. Sanjay Bhutani with effect from 1st April 2024 be and is hereby approved and adopted by the Members of the Company”

6. Approval for annual increment and revised annual remuneration of Mr. Nidhish Moghe, Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an ordinary resolution:

“**RESOLVED THAT** in pursuant to the Article 20 and other enabling provisions of the Article of Association of the Company the revised annual remuneration (CTC to Company) of Rs. 1,73,80,920/- (Indian Rupees One Crore Seventy-Three Lacs Eighty Thousand Nine Hundred Twenty only) payable to Mr. Nidhish Moghe with effect from 1st April 2024 be and is hereby approved by the Members of the Company.”

7. Ratification of Cost Auditor Remuneration for the financial year 2024-25.

To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, the remuneration of Rs. 2,00,000/- (Rupees Two Lakh Only) plus GST as applicable and reimbursement of actual out of pocket expenses as approved by the Board of Directors of the Company, to be paid to M/s Pradeep Sud & Co., Cost Accountant, represented by Mr. Pradeep Sud, Sole Proprietor (Firm Registration

Number-18204) , for the conduct of the audit of the cost accounting records of the Company, for the Financial Year ending 31st March, 2025, be and is hereby ratified and confirmed.”

**For and on behalf of Board of Directors
Bausch & Lomb India Private Limited**

**Date: 30th August, 2024
Place: Gurgaon**


**(Nidhish Moghe)
Director
DIN: 07018421**

NOTES:

1. A Member entitled to attend and vote at the meeting is also entitled to appoint a proxy and the proxy need not be a member of the Company. In order to be effective, the instrument of proxy must be lodged at the Regd. Office of the Company at least 48 hrs before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding it the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Members/ Proxies should fill the Attendances slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
3. Corporate members are requested to send a duly certified copy of the Board resolution/ authority letter, authorising their representative(s) to attend and vote on their behalf at the meeting.
4. All documents referred to in the notice are open for inspection at the registered office of the Company between 10 A.M. to 5 P.M. on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting. The register of Director's and their shareholding will be available for inspection at the meeting.
5. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least 10 (ten) days in advance of the annual general meeting.
6. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company.
7. Route map of the venue of the Annual General Meeting is attached with the Notice.
8. The Board of Directors has recommended final dividend of Rs.0.76 per equity share of the face value of Rs. 10 each for the year ended 31st March 2024 for the approval of shareholders at the ensuing Annual General Meeting ('AGM').
9. The Company has fixed September 20, 2024, as record date for the purpose of payment of the final dividend. Final dividend, if approved at the AGM will be paid within 30 days of declaration of such dividend.
10. Shareholders may note that as per Income Tax Act, 1961, (the 'IT Act') as amended from time to time, dividends paid or distributed by a Company shall be taxable in the hands of shareholders. The Company is also required to deduct Tax at Source ('TDS') in respect of approved payment of dividend to its shareholders (resident as well as non-resident).

11. To enable compliance with TDS requirements, members holding shares in electronic mode are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants and in case shares are held in physical form, with the Company, by sending documents by Friday September 20, 2024 (up to 5.30 p.m.).
12. In relation to any query/ clarification regarding the payment of dividend to the Shareholders can reach us to rahul.agarwal@bausch.com.

**For and on behalf of Board of Directors
Bausch & Lomb India Private Limited**

**Date: 30th August, 2024
Place: Gurgaon**


**(Nidhish Moghe)
Director
DIN: 07018421**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM No. 4:

In accordance of the terms of provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the members of the Company, on the recommendation of Board, at its 23rd Annual General meeting appointed M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company to hold office for a term of 5 consecutive years from the conclusion of the 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company, at a remuneration to be decided by the shareholders in consultation with the Auditors plus applicable taxes and reimbursement of out of pocket expenses incurred by them for the purpose of audit.

The Board based on recommendations and review process, recommended to pay audit fees to M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), Statutory Auditors of the Company of Rs. 20,63,000 p.a. plus GST and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company for the financial year ending March 31, 2024. Accordingly, the Members are requested to approve the remuneration payable to the Statutory Auditors of the Company, as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommends the Resolution set out at Item No.4 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution

ITEM No. 5:

In accordance with the requirement of Article 20 of Articles of Association of Company read with applicable provisions of the Companies Act, 2013 and the rules made thereunder, an annual review of performance of Mr. Sanjay Bhutani, Managing Director of the Company was conducted and any increase in the existing remuneration structure is subject to the approval of Members of the Company in the general Meeting, therefore this approval is set out.

Furthermore, the Board based on recommendations and review process, recommended to increase the annual remuneration of Mr. Sanjay Bhutani, Managing Director of the Company from the existing remuneration of Rs. 2,77,02,036/- (Indian Rupees Two Crores Seventy-Seven Lacs Two Thousand Thirty-Six only) to the increased remuneration as provided in the proposed resolution as set out in Item No. 5.

Except Mr. Sanjay Bhutani, Managing Director, none of the Directors of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s).

ITEM No.6:

In accordance with the requirement of Article 20 of Articles of Association of Company read with applicable provisions of the Companies Act, 2013 and the rules made thereunder, an annual review of performance of Mr. Nidhish Moghe, Director of the Company was conducted and any increase in the existing remuneration structure is subject to the approval of Members of the Company in the general Meeting, therefore this approval is set out.

Furthermore, the Board based on recommendations and review process, recommended to increase the annual remuneration of Mr. Nidhish Moghe, Director of the Company from the existing remuneration of Rs. 1,59,16,560/- (Indian Rupees One Crore Fifty-Nine Lacs Sixteen Thousand Five Hundred Sixty only) to the increased remuneration as provided in the proposed resolution as set out in Item No.6.

Except Mr. Nidhish Moghe, Director, none of the Directors of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s).

ITEM No.7:

The Board of Directors of the Company approved the appointment and remuneration of M/s Pradeep Sud & Co., Cost Accountant, represented by Mr. Pradeep Sud, Sole Proprietor firm to conduct the audit of the Cost records of the Company for the financial year ending March 31, 2025.

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost

Auditor for the financial year 2024-25, as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommends the Resolution set out at Item No.7 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

**For and on behalf of Board of Directors
Bausch & Lomb India Private Limited**

Date: 30th August, 2024

Place: Gurgaon


(Nidhish Moghe)
Director
DIN: 07018421

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U33119DL2000PTC105978
Name of the company:	Bausch & Lomb India Private Limited
Registered office:	S-353, Ground Floor, Panchsheel Park, New Delhi, India (Pin – 110017)

Name of the member(s) :	
Registered address :	
Email Id :	
Folio No./Client Id :	
DP ID :	

I/We, being the member (s) of shares of the above-named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual general meeting of the company, to be held on on Wednesday, 25th September 2024 at 11.00 AM at S-353, Ground Floor, Panchsheel Park, New Delhi, India (Pin – 110017) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 st March 2024 together with the Report of the Board of Directors and the Auditors thereon;
2.	To confirm the payment of Interim Dividend of Rs. 2.73 per equity share (Equivalent to a value of Rs. 90 million) of face value of Re. 10/- each for the financial year ended March 31, 2024;
3.	To declare final dividend of Rs. 0.76 (Seventy-Six Paise Only) per equity share, for financial year 2023-24 on the Equity shares of the Company;
4.	To approve the remuneration of Statutory Auditors
5.	Approval for annual increment and revised annual remuneration of Mr. Sanjay Bhutani, Managing Director of the Company;
6.	Approval for annual increment and revised annual remuneration of Mr. Nidhish Moghe, Director of the Company;
7.	Ratification of Cost Auditor Remuneration for the financial year 2024-25.

Signed this..... day of..... 2024

Affix Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company.

ATTENDANCE SLIP

Regd. Folio No.
No. of Shares held:

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Annual General Meeting of the Company at its Registered Office on athours.

.....Member's/Proxy's name in
Block Letters

Signature of Member/Proxy

Note:

Kindly fill up this attendance slip and hand over at the entrance of the meeting hall.

ROUTE MAP:

S-353, Ground Floor, Panchsheel Park, New Delhi, India (Pin – 110017)

