



## NOTICE

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of Bajaj Healthcare Limited will be held on Friday, 28<sup>th</sup> September, 2018 at 04.00 pm at 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39 A/1, Rd No.23, Wagle Ind. Estate Thane (West), Thane -400604 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and the Profit & Loss Account for the year ended on 31<sup>st</sup> March, 2018 along with the schedules thereon and the Reports of the Directors and Auditors thereon.
2. To declare a final dividend of Rs. 1/- per equity shares for the financial year ended 31<sup>st</sup> March, 2018.
3. To appoint a Director in place of Mr. Rupesh Nikam (DIN 07007815), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution, which will be proposed as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to the provisions of section 139,141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules,2014 and other applicable rules, if any, framed thereunder, as may be amended from time to time, the appointment of Paresh Rakesh & Associates, Chartered Accountants (Firm Reg. No. 119728W) Mumbai, as Auditors of the Company be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of 26<sup>th</sup> Annual General Meeting of the Company, and the board be and is hereby authorized to fix the remuneration payable to them for financial year ending 31st March, 2019, as may be recommended by the Audit Committee.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2019 and in this regard 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 148 and all other applicable provisions, if any of the Companies Act, 2013 and read with Companies (Audit and Auditors) Rules, 2014 [including any statutory Modification (s) or re-enactment thereof, for the time being in force], the remuneration of Rs.1,90,000/-/- (Rupees One Lakh Ninety Thousand Only) plus service tax as applicable and reimbursement of actual expenses, to be paid to N. Ritesh and Associates, Cost Accountants, Mumbai, Cost Auditors of the Company, for the financial year 2018-2019, as approved by the Board of Directors of the Company, be and is hereby ratified”.

**“RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

### **For and On Behalf of Board of Directors**

Sd/-

Sajankumar Bajaj

Chairman and Managing Director

DIN: 00225950

**Registered office:** 602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane (West),Thane -400604.

**Date:** 21<sup>st</sup> August, 2018.

**Place:** Thane.

**NOTES:**

- 1) A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.
- 2) Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
- 3) **Voting & Proxy:**
  - a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
  - b. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company Carrying Voting Rights. Member holding more than 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 proxy for any other person or Member.
  - c. Proxy Form and Attendance Slip are enclosed. Proxies, duly stamped and executed, must reach at the Registered Office of the Company not less than 48 Hours before the commencement of the Annual General Meeting. The instrument appointing Proxy as per the format included in the Annual Report, duly completed, stamped and signed should be returned to the Registered Office of the Company not less than Forty Eight hours before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/authority letter/power of attorney, as applicable, issued by the member organization.
  - d. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified true copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
  - e. Members and Proxies are requested to bring their copies of Annual Report to the Meeting.
  - f. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote. Members /proxies attending the meeting should bring the Attendance Slip, duly filled in for handing over at the venue of the meeting.
- 4) **Closure of Books:**
  - a. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both days inclusive) for Annual General Meeting and payment of dividend.
- 5) **Dividend:**
  - a. The Final Dividend as recommended by the Board, if approved at the AGM, in respect of equity shares held, will be payable to the beneficial owners whose name appears on the Register of members on closure of business hours of 21<sup>st</sup> September, 2018.
  - b. Members holding shares in Electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing System (ECS). The dividend would be credited to their bank account as per the mandate given by the members to their Depository Participant (DPs). In the absence of availability of NECS/ECS facility, the dividend will be paid through dividend warrants.
  - c. Members desirous of availing NECS/ECS facility are requested to submit bank particulars to the Registrar and Transfer Agent.

**6) Inspection:**

- a) Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company atleast seven days before the date of the Meeting to enable the Company to keep the information ready at the meeting.
- b) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- c) All the relevant documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection for eligible members on all working days except on Saturdays and holidays between 11.00 a.m. to 01.00 p.m. up to the date of the Meeting.

**7) Green Initiative:**

- a) The Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 allows paperless compliances and permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the said purpose. The Members can now receive various notices and documents including Annual Reports through electronic mode.
- b) Members who have not registered their e-mail address are encouraged to participate in this green initiative by registering their e-mail id for e-communication. Even after registering for e-communication, Member(s) are entitled to receive communication(s) including Annual Report in physical form, free of cost, on receipt of written request for the same on [investors@bajajhealth.com](mailto:investors@bajajhealth.com).
- c) In case of any change in e-mail ID already registered by the Company, members are requested to immediately notify such change to the Registrar and Transfer Agent of the Company in respect of shares held in physical form and to their respective DP in respect of Shares held in electronic form.

**8) Nomination:**

- a) As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form are requested to submit the forms to the Company. Members holding shares in electronic form must submit the forms to their respective Depository Participants.

**9) Demat :-**

- a) Members holdings shares in physical form are requested to consider converting their holding to dematerialized form. Members can contact the Company or RTA for assistance in this regard.

**10) AGM Route:**

- a) The Route Map to the venue of the meeting is also annexed with the Notice for the convenience of the members.

**11) Updation of Records:**

- a) Members whose shareholding is in the electronic mode are requested to notify immediately the change in their address, bank mandates and e-mail IDs to their respective depository participants. Member holding shares in physical form are requested to intimate any change in address, bank mandates and e-mail IDs immediately to Company/ Sharex Dynamic (I) Private Limited Unit no.1, Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai-400072, Email-[sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)
- b) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and

holdings should be verified.

- c) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- d) SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities

## 12) E-voting:

- a. In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report of the Company for the financial year 2018 and this Notice inter-alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and Route Map are being sent by email, unless any Member has requested for a physical copy of the same, to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. For Members who have not registered their e-mail address, physical copies of the Annual Report for the financial year 2018 and this Notice of 25th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and Route map are being sent through the permitted mode.
- b. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Ownership maintained by the RTA/Depositories, as the case may be, as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM. Any person who has ceased to be the Member of the Company as on the cut-off date will not be entitled for remote e-voting or voting at the AGM and should treat this Notice for information purpose only. Any person, who becomes Member of the Company after dispatch of the Notice and holding shares as of the cutoff date, may obtain the login ID and password by sending a request to CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- c. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means i.e. remote e-voting, through the e-voting services provided by Central Depository Services (India) Ltd ("CDSL") on all resolutions set forth in this Notice.

The Instruction for Members for voting electronically is as under:

- (i) The voting period begins on Tuesday, 25<sup>th</sup> September, 2018 at 10.00 am and ends on Thursday, 27<sup>th</sup> September, 2018 at 05.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 21<sup>st</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
Permanent Account Number (PAN*)	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the First two characters of the name in CAPITAL letters.</li> </ul> <p>E.g.: If your name is Ramesh Kumar with folio number R12345 then enter RA00R12345 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the "Bajaj Healthcare Limited" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**In case of members receiving the physical copy:**

- a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- b) The voting period begins on Tuesday 25<sup>th</sup> September, 2018 and ends on Thursday 27<sup>th</sup> September, 2018. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 21<sup>st</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**13) Voting at AGM:**

- a) The Chairman shall, at the end of discussion in AGM on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of polling paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility
- b) The Members who have not casted their vote by remote e-voting prior to the Annual General Meeting (“AGM”) can exercise their voting rights at the AGM. The Members who have already exercised their right to vote by remote e-voting may attend the AGM but shall not be entitled to vote at the AGM. If a Member casts vote again at the AGM, then votes cast through remote e-voting facility shall prevail and voting at the Meeting will be treated invalid.
- c) The Voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, Friday, 21<sup>st</sup> September 2018.

**14) Scrutinizer:**

- a) Mr. Haresh Sanghvi, Practicing Company Secretary (Membership No. 2259) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- b) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.



- c) The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website [www.bajajhealth.com](http://www.bajajhealth.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within 48 hours of passing of the resolutions at the 25<sup>th</sup> Annual General Meeting of the Company and shall be communicated to BSE Limited, where the shares of the Company are listed.

**For and on Behalf of Board of Directors**

Sd/-  
Sajankumar Bajaj  
Chairman and Managing Director  
DIN: 00225950

**Registered office:** 602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane (West), Thane -400 604.

**Date:** 21<sup>st</sup> August, 2018  
**Place:** Thane.



## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

#### **Item No.5:**

The Board, on the recommendation of the Audit Committee, has approved the Re-appointment and remuneration of N. Ritesh and Associates, Cost Accountants, Mumbai to conduct the Audit of the Cost records of the company for the financial year ending 31st March, 2018.

In accordance with the provisions of Section 148 of The Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the company

Accordingly, the Board commends the resolution as set out of Item no. 5 of the Notice for the approval of the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

#### **For and on Behalf of Board of Directors**

Sd/-

Sajankumar Bajaj  
Chairman and Managing Director  
DIN: 00225950

**Registered office:** 602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane (West), Thane -400604.

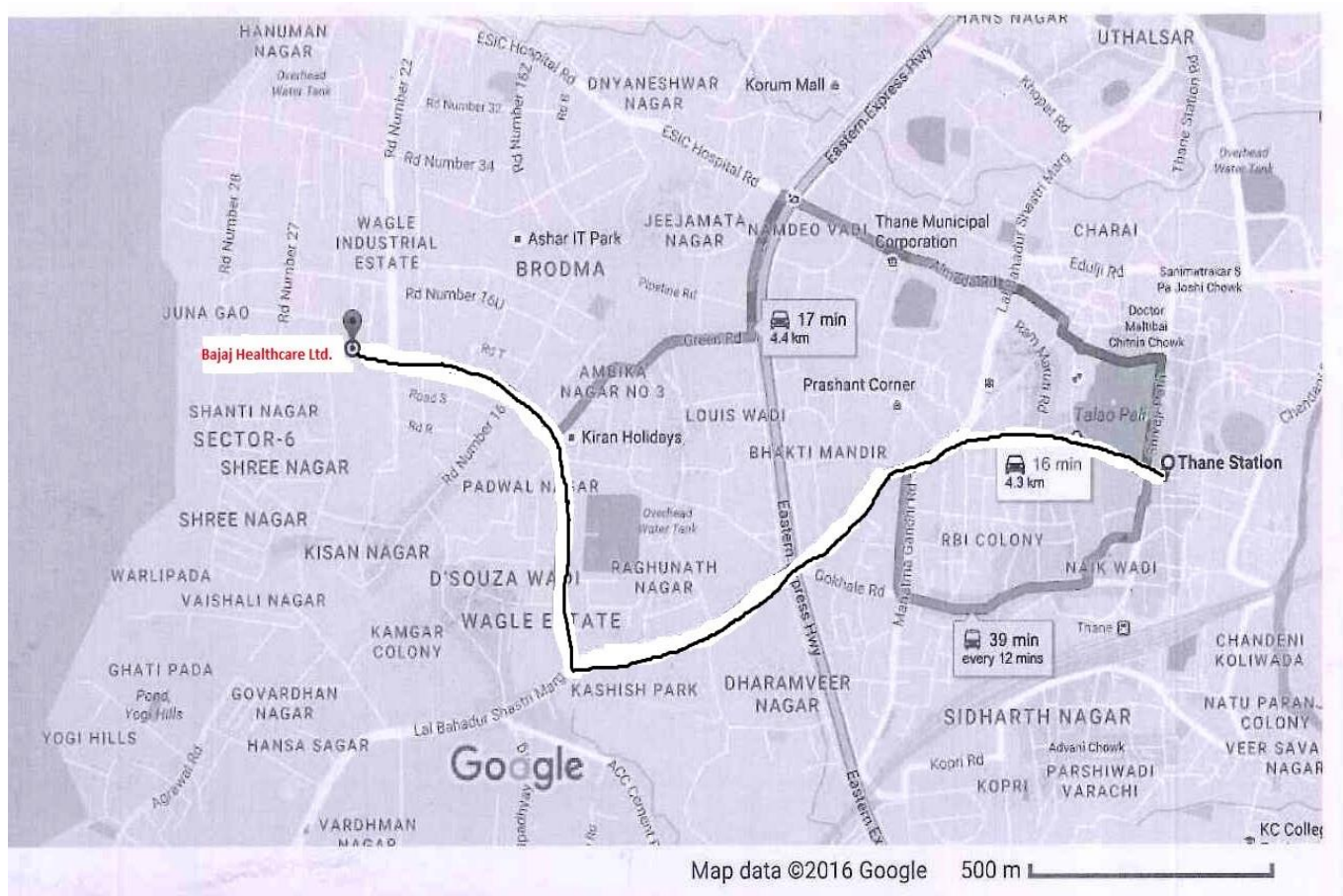
**Date:** 21<sup>st</sup> August, 2018

**Place:** Thane.



**Route Map:**

**Venue:** 602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39a, B-39 A/1, Road No.23 Wagle Industrial Estate, Thane (West), Thane - 400 604.



Land Mark: Road No. 23, Wagle Industrial Estate, Above ICICI Bank

Distance from Thane Station: 16 min (4.3 km) via Lal Bahadur Shastri Marg and Barve Road.

Particulars of the Directors seeking appointment / reappointment at the ensuing Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

<b>Name</b>	Mr. Rupesh Nikam
<b>Nationality</b>	India
<b>Date of Birth</b>	12/11/1983
<b>Age</b>	35 Years
<b>Brief Resume &amp; Qualification</b>	Mr. Rupesh Nikam is a Member of the Institute of Chartered Accountants of India (ICAI). He is working with the Company since last 11 years and handling the entire portfolio of Accounts, Finance, Taxation, Costing, Auditing of Bajaj Healthcare Limited.
<b>Date of Appointment / Re-appointment</b>	01/11/2014
<b>Directorship held in other Entities</b>	<ol style="list-style-type: none"> <li>1. Bajaj Sindhudurg Rice Mills Limited.</li> <li>2. Bajaj Coldchain Limited.</li> <li>3. Bajaj Mega Food Park Limited</li> <li>4. Bajaj Agro Food India Limited</li> </ol>
<b>Membership / Chairmanship of other Public Companies</b>	NIL
<b>Number of shares held in the Company</b>	NIL
<b>Disclosure of relationship</b>	None



**BAJAJ HEALTHCARE LIMITED**  
Reg. Off.: 602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39A, B-39 A/1,  
Road No.23 Wagle Industrial Estate,Thane (West), Thane - 400 604  
E-mailId:investors@bajajhealth.com; Phn 022-6617 7400/01  
CIN L99999MH1993PLC072892

**ATTENDANCE SLIP**  
**(To be presented at the entrance)**

I hereby record my presence at the 25<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Friday, 28<sup>th</sup> September, 2018 at 04:00 p.m. at 602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39 A/1, Road No.23 Wagle Industrial Estate, Thane (West), Thane - 400 604.

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

DP ID No	Regd. Folio No	Client ID No	No. of shares held

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Name of Proxy: \_\_\_\_\_

(To be filled in, if the Proxy attends instead of the member)

\_\_\_\_\_  
Member's/ Proxy's name in BLOCK Letters

\_\_\_\_\_  
Signature of Member/Proxy

**NOTE:**

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

**BALLOT FORM**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies  
(Management and Administration) Rules, 2014]

<b>Name of the Company</b> : BAJAJ HEALTHCARE LIMITED
<b>Registered Office</b> : 602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39a, B-39 A/1, Road No.23 Wagle Industrial Estate, Thane (West), Thane - 400 604.
<b>CIN</b> : L99999MH1993PLC072892

Sr. No.	Particulars	Details
1	Name of the First Named Shareholder (In Block Letter)	
2	Name (s) of the Joint Holder(s) (If any)	
3	Postal Address	
4	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
5	Number of Share(s) held	

I hereby exercise my vote in respect of the Ordinary/Special resolution(s) enumerated below by recoding my assent or dissent to the said Resolution(s) in the following manner:

Sr. No	Item No (Description)	Type of Resolution	No of Shares held by me	I assent to the resolution (For)	I dissent to the resolution (Against)
	<b>ORDINARY BUSINESS</b>				
1	Receive, consider and adopt the audited Balance Sheet as at 31st March, 2018 and the profit & loss account for the year ended on that date along with the schedules thereon and the Reports of the Directors and Auditors thereon.	Ordinary			
2	To Declare Dividend on Equity Shares.				
3	Appoint a Director in place of Mr. Rupesh Nikam (DIN: 07007815) who retires by rotation and is eligible for re-appointment.	Ordinary			
4	Ratification of appointment of Paresh Rakesh & Associates, Chartered Accountants, Mumbai as Statutory Auditors and to fix their remuneration.	Ordinary			
	<b>SPECIAL BUSINESS</b>				
5	Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2019.	Ordinary			

Place :

Date :

Signature of the Member

**Form No. SH-13**  
**Nomination Form**  
**[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies**  
**(Share Capital and Debentures) Rules 2014]**

To,  
**BAJAJ HEALTHCARE LIMITED**  
602-606, Bhoomi Velocity Infotech  
Park, Plot No.B-39, B-39a, B-39 A/1,  
Road No.23 Wagle Industrial Estate,  
Thane (West), Thane - 400 604.

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No	No.of Securities	Certificates No	Distinctive No.

(2) PARTICULARS OF NOMINEE/S –

- (a) Name :
- (b) Date of Birth :
- (c) Father's/Mother's/Spouse's name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail id :
- (h) Relationship with the security holder :

(3) IN CASE NOMINEE IS A MINOR--

- (a) Date of birth :
- (b) Date of attaining majority :
- (c) Name of guardian :
- (d) Address of guardian :

Name : \_\_\_\_\_

Address : \_\_\_\_\_

Name of the SecurityHolder(s) : \_\_\_\_\_

Signature : \_\_\_\_\_

Witness with name and address: : \_\_\_\_\_



**BAJAJ HEALTHCARE LIMITED**  
 Reg. Off.: 602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39A, B-39 A/1,  
 Road No.23 Wagle Industrial Estate,Thane (West), Thane - 400 604  
 E-mailId:investors@bajajhealth.com; Phn 022-6617 7400/01  
 CIN L99999MH1993PLC072892

**PROXY FORM**

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

<b>Name of the member(s)</b>	
<b>Registered address</b>	
<b>E-mail ID</b>	
<b>Folio No / Client ID</b>	
<b>DP ID</b>	

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

1 \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him,

2 \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him,

3 \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company, to be held on the 28<sup>th</sup> Day of September, 2018 at 4.00 p.m. at 602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39, B-39 A/1, Road No.23, Wagle Industrial Estate, Thane (West), Thane - 400 604 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No	Item No (Description)	Type of Resolution	No of Shares held by me	I assent to the resolution (For)	I dissent to the resolution (Against)
	<b>ORDINARY BUSINESS :</b>				
1	Receive, consider and adopt the audited Balance Sheet as at 31st March, 2018 and the profit & loss account for the year ended on that date along with the schedules thereon and the Reports of the Directors and Auditors thereon.	Ordinary			
2	To Declare Dividend on Equity Shares.				
3	Appoint a Director in place of Mr. Rupesh Nikam (DIN: 07007815) who retires by rotation and is eligible for re-appointment.	Ordinary			
4	Ratification of appointment of Paresh Rakesh & Associates, Chartered Accountants, Mumbai as Statutory Auditors and to fix their remuneration.	Ordinary			
	<b>SPECIAL BUSINESS :</b>				
5	Ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2019.	Ordinary			

Affix Revenue Stamp of Rs 1
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Signed this .....day of ..... 2018

Signature of shareholder.....

Signature of Proxy holder(s) \_\_\_\_\_  
 (first proxy holder) (second proxy holder) (third proxy holder)

**NOTES:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39A, B-39 A/1, Road No.23, Wagle Industrial Estate, Thane (West), Thane - 400 604 not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. For the Resolutions, Statement setting out material facts concerning items of special business, please refer to the Notice convening the Twenty Fifth Annual General Meeting.