



BAJAJ HEALTHCARE LTD.

Registered Office : N-216, M.I.D.C. Tarapur, Boisar - 401 506. Dist - Tal. Palghar. Maharashtra

Corporate Office : 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, Road No. 23, Above ICICI Bank, Wagle Industrial Estate, Thane - 400 604. • Tel.: +91 22 6617 7400 / 401 • Fax : +91 22 66177458 • E-mail : investors@bajajhealth.com • Website : www. bajajhealth.com

CIN No.: U99999MH1993PLC072892

Postal Ballot Notice

Dear Member(s),

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, to transact the following business by passing the Special Resolution set out below through Postal Ballot and electronic voting (e-voting).

The Company is desirous of seeking your consent/confirmation for the aforesaid proposals as contained in the resolutions appended below. An Explanatory Statement under section 102, pertaining to the said resolutions setting out the material facts and the reasons thereof is also annexed. The said Special Resolutions and the Explanatory Statement is being sent to you along with a Postal Ballot Form for your consideration. You are requested to read carefully the instructions given in the Postal Ballot Form and return the said Form duly completed and signed, in the postage prepaid self-addressed envelope so as to reach the Scrutinizer on or before 5:00 p.m on Monday, 29th August, 2016 at the Corporate office of the Company at 602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39A, B-39A/1, Road No.23, Wagle Industrial Estate, Thane (West) 400 604.

In accordance with Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has engaged Central Depository Services (India) Limited, an agency authorized by Ministry of Corporate Affairs, to provide electronic voting facility to its members. You have the option to vote either by Postal Ballot or through e-voting, the procedure for which is set out in the Postal Ballot Form.

Mr. Haresh Sanghvi, Practising Company Secretary, has been appointed as Scrutinizer for conducting the postal ballot process. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny, and the results of the Postal Ballot will be placed on the website of the Company: www.bajajhealth.com on August 31, 2016. The Results will be communicated to the Stock Exchanges on which the Company's equity shares are listed.

In the event the Special Resolutions, as set out hereinbelow, is assented to by the requisite majority of Members by means of Postal Ballot, the date of announcement of the results of the Postal Ballot shall be considered to be the date of passing of the said Special Resolutions.

Items of special business requiring consent of Members through Postal Ballot:

1. Shifting of Registered Office of the Company:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

"RESOLVED THAT, pursuant to the provisions of Section 12 (5) and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereunder, the Registered Office of the Company be shifted from "N-216 MIDC, Tarapur Boisar, Dist Palghar " to "602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39A/1, Road No.23, Wagle Industrial Estate, Thane (West), Thane- 400 604" within the State of Maharashtra".

RESOLVED FURTHER THAT, any directors of the Company be and are hereby, authorized to file the e-forms with the Registrar of Companies, Maharashtra, Mumbai, being the notice for change in situation of the Registered Office of the Company from Tarapur Boisar to Thane and to take all such actions and do all such things as may be deemed prudent in this regard from time to time."

2. Alteration of Object Clause of Memorandum of Association:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, and subject to necessary approval(s), if any from the competent authorities, Clause III (A) of main objects of the Memorandum of Association of the Company be and is hereby altered by inserting the following new clause 1 (a) and 1(b) after the existing Clause III (A) (1) of the Memorandum of Association:

- 1.(a) To carry on the business in India or abroad to manufacture, process, buy, sell, import, export, market, trade and otherwise deal in agricultural and plantation produce. and edible and non-edible products and derivatives made and manufactured therefrom, grains such as wheat, rice, cereals, pulses, fruits, vegetables, flowers, spices, cotton, coffee, coco, tobacco, , rubber, indigo, lakh, sugarcane, raw sugar, sugar and its derivatives, essential and non-essential, edible and non-edible oils and oilseeds, plants, herbs, drugs, medicinal plants, timber and all types and kind of forest produce and to do all types of operations of farming, cultivation, glass house farming, growing trees & plantations and to produce, buy, sell, import, export, market, trade and deal in agri and forest produce and products made therefrom and to carry on the business of live stocks breeding, and dairy farming and dairy products including milk products such as milk, butter, cheese and like milk made products and to act as producer, manufacturers, buyers, sellers, wholesalers, retailers, importers, exporters, re-exporters, principals or agents, brokers, representatives, traders and dealers in all kind of agri, forest, plantation and dairy products and goods and products made therefrom.
- 1.(b) To establish, construct, build, provide infrastructure facilities for food processing industries, units for all types of agro-based products, foods, vegetables, horticulture, fruits, food products and dairy products and further to construct , build, equip, own, and maintain and to carry on business of providing warehousing and storage facilities like cold storage, silos storage chambers, ice-plants, go-downs, warehouses, refrigerators, freezing houses and room coolers for preserving all types of fruits and vegetables, perishable agri products, dehydrated food, fruits, commodities, articles, things and preparation of all kinds and descriptions whatsoever and to provide infrastructure and common facilities including logistics, tetra packing, bottling and caning, sorting and grading, cleaning and washing, weightment facilities, water, power utilities and any other facilities for food processing industries for packaged and non-packaged food products and to act as transporters of foods and products made therefrom and to own, hire and operate fleet of refrigerated vehicles.

For and On Behalf of Board of Directors
sd/-
Sajankumar Bajaj
Chairman and Managing Director
DIN: 00225950

Registered office: N-216 MIDC Tarapur
Boisar, Dist Palghar.

Date: 20th July, 2016.

Place: Thane.

NOTES:

1. A statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Corporate Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/ Record of Depositories as on Friday, 22nd July, 2015.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules issued thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their

vote by electronic means through the e-voting platform provided by Central Depository Services (India) Limited (CDSL). The process for e-voting is provided under point no. 15.

5. The Board of Directors, at its meeting held on Wednesday, 20th July, 2015 has appointed Mr. Haresh Sanghvi, Practising Company Secretary, Mumbai, as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
6. Members who do not have access to e-voting facility may send duly completed Ballot form and return the Form duly completed in the attached self-addressed business reply envelope so as to reach the Scrutinizer before 5:00 pm, 29th August, 2016 at the following address:

Mr. Haresh Sanghvi, Scrutinizer
C/o, Bajaj Healthcare Limited
602-606, Bhoomi Velocity Infotech Park,
Plot No.B-39, B-39A, B-39A/1, Road No.23,
Wagle Industrial Estate, Thane (West) 400 604.

7. Members can cast their vote online from Sunday, 31st July, 2016 (10:00 am onwards) till Monday, 29th August, 2016 (upto 5:00 p.m) as the e-voting module shall be disabled for voting by CDSL, thereafter. No voting shall be allowed beyond 5:00 p.m. of 29th August, 2016. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Tuesday, 29th August, 2016. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
8. Electronic copy of the Postal Ballot Notice of the Company along with its Annexures is being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
9. Corporate members are requested to send a duly completed Ballot form accompanied by a certified copy of the Board Resolution together with attested signature(s) of the authorized signatory (ies), giving requisite authority to the person voting on the Postal Ballot form.
10. A shareholder may request for a duplicate Postal Ballot form, if so, required. However, the duly filled in duplicate form should reach the Scrutinizer not later than the date as specified at item no. 7 above.
11. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
12. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman or in his absence by any one authorized by the Chairman, on or after Wednesday, 31st August, 2016 at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The result will also be put up on the Company's website www.bajajhealth.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of the result.
13. Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a general meeting of the Members.
14. In case of any queries, you may contact the Company at email: investors@bajajhealth.com or contact the Registrar and Transfer Agent, M/s. Sharex Dynamic (India) Private Limited, at Email id: sharexindia@vsnl.com or at following address:

M/s. Sharex Dynamic (India) Pvt. Ltd.
Unit no.1, Luthra Ind.Premises, Safed Pool,
Andheri Kurla Road, Andheri (East),
Mumbai - 400072. Tel. No. 022 -2851 5606.

15. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 "Amended Rules and Regulation 44 of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Instruction for Members for voting electronically is as under:

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on “Shareholders” tab.
- iii. Now, select the “COMPANY NAME” i.e. Bajaj Healthcare Limited, from the drop down menu and click on “SUBMIT”.
- 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.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company. (6 Digit Alpha-Numeric).
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in de-mat form and had logged on to 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

For Members holding shares in Demat Form and Physical Form	
Permanent Account Number (PAN*)	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. • 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. Eg. If your name is Ramesh Kumar with folio number R12345 then enter RA00R12345 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly 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 relevant <Company Name> i.e. 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.
- (B) The voting period begins on Sunday, 31st July 2016 at 10.00 AM and will end Monday, 29th August 2016 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of (record date) of Friday, July 22, 2016, 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

For and On Behalf of Board of Directors
sd/-
Sajankumar Bajaj
Chairman and Managing Director
DIN: 00225950

Registered office: N-216 MIDC Tarapur
Boisar, Dist Palghar.

Date: 20th July, 2016.

Place: Thane.

ANNEXURE TO NOTICE

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

ITEM NO. 1:

The Registered Office of the Company is presently situated at N-216, MIDC, Tarapur Boisar, Dist. Palghar. With a view to improve the operational efficiency and convenience, the Board of Directors considered and subject to approval of the Members, proposed to shift the registered office to Thane. The proposed registered office is outside the local limits of City, Town or village of which registered office is situated and therefore requires approval of the Members by way of special resolution. If approved, the registered office will be shifted to "602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39A/1, Road No.23, Wagle Industrial Estate, Thane (West), Thane- 400 604".

As per provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, shifting of registered office of a company outside the local limits of any city or town requires approval of the Members by way of Special Resolution passed through postal ballot.

The Directors recommend the approval of the special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

ITEM NO. 2

In view of expansion of business activity of the Company, the Board of Directors recommends to alter the Main object clause of Memorandum of Association by inserting the new object clause 1 (a) and 1(b) after the existing Clause III (A) (1) of the Memorandum of Association, to include the objects of food processing & storage, food park, and agro based products.

The Memorandum of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the Corporate office of the company at 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39A/1, Road No.23, Wagle Industrial Estate, Thane (West), Thane- 400 604 on all working days (Monday to Friday) between 2.00 P.M. to 4.00 P.M. excluding Saturday up to Monday the 29th day of August, 2016 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

As per provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 relating to the Procedure to be followed for conducting business through postal ballot, change in object clause of MOA requires approval of the Shareholders by means of a Special Resolution and accordingly the approval of the Shareholders is being sought through Postal Ballot.

The Board of Directors in its meeting held on July 20, 2016 has accorded its approval for alteration of MOA. Your Directors recommend the same for approval of the Shareholders by way of Special Resolution passed through postal ballot.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

For and On Behalf of Board of Directors

sd/-

Sajankumar Bajaj

Chairman and Managing Director

DIN: 00225950

Registered office: N-216 MIDC Tarapur
Boisar, Dist Palghar.

Date: 20th July, 2016.

Place: Thane.

Encl:-

1. Postal Ballot Form
2. Self-Addressed Postage Pre-Paid Envelope

