



**BAJAJ HEALTHCARE LIMITED**

**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

**CIN:** L99999MH1993PLC072892

**Tel.:** 022-6617 7400; **Fax:** 022-66177458

**Website:** www.bajajhealth.com; **Email Id:** investors@bajajhealth.com

**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, that the Resolutions appended below are proposed to be passed by the Members through Postal Ballot/ voting by electronic means (“**E-voting**”).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof, is appended along with a postal ballot form (“Postal Ballot Form”). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at their meeting held on February 19, 2019, has appointed Mr. Haresh Sanghvi, Practicing Company Secretaries, (Membership No. 2259, CP No. 3675) as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) Friday, March 29, 2019. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting process.

Upon completion of the scrutiny of the Postal Ballot forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company and intimated to the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website [www.bajajhealth.com](http://www.bajajhealth.com) and on the website of Central Depository Services (India) Limited (CDSL) [www.evotingindia.com](http://www.evotingindia.com).

**SPECIAL BUSINESS**

**1. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs.

10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 40,00,000 (Forty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

*V “The Authorised Share Capital of the Company is Rs.14,00,00,000/- (Rupees Fourteen Crores Only) consisting of 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each, with power to increase or reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as maybe for the time being provided by the Articles of Association of the Company.”*

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

## **2. Issue of Bonus Shares**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT**, in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any person and/or Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs. 6,89,96,000/- (Rupees Six Crore Eighty Nine Lakh and Ninety Six Thousand Only) from and out of the capital reserve account, the securities premium account and/ or any other permitted reserves/ surplus of the Company, as may be considered appropriate by the Board for the purpose of issuance of Bonus equity shares of Rs.10/- (Rupees Ten only) each, credited as fully paid-up shares to the eligible members of the Company holding equity shares of Rs. 10/- (Rupees Ten only) each, whose names appear in the Register of Members on a ‘Record Date’ as may be determined by the Board in this regard, in the proportion of 1 (One) fully paid-up equity share for every 1 (One) existing fully paid-up equity share held by them.”

**“RESOLVED FURTHER THAT**, the Bonus Equity Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT**, in the case of members who hold shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) within such time as prescribed by law and the relevant authorities.”

**“RESOLVED FURTHER THAT**, the issue and allotment of the Bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors be subject to the approval of RBI or any other regulatory authority, as may be necessary.”

**“RESOLVED FURTHER THAT**, the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchange where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.”

**“RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

### **3. Migration of Company's listed equity shares from BSE SME Segment to the Main Board of BSE Limited**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT**, pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the members of the company be and is hereby accorded for purpose of migration of the Company's present listing from BSE SME Segment to the Main Board of BSE Limited.”

**“RESOLVED FURTHER THAT**, the Directors of the Company and the Company Secretary be and are hereby authorized jointly and/or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from BSE SME Segment to the Main Board of BSE Limited.”

**“RESOLVED FURTHER THAT**, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution.”

#### **Registered Office:**

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**Tel:** 022-6617 7400;  
**Fax:** 022-66177458  
**CIN:** L99999MH1993PLC072892  
**Website:** [www.bajajhealth.com](http://www.bajajhealth.com)  
**Email:** [investors@bajajhealth.com](mailto:investors@bajajhealth.com)

By Order of The Board of Directors  
**FOR BAJAJ HEALTHCARE LIMITED**

Sd/-  
**Sajankumar Bajaj**  
**(Chairman & Managing Director)**  
**(DIN 00225950)**

**Date:** 19<sup>th</sup> February, 2019  
**Place:** Thane

#### **NOTES**

1. The following are annexed with the Notice:
  - i. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standards issued by the Institute of Company Secretaries of India in respect of the Special Business.
  - ii. Instructions for remote e-voting;
  - iii. Postal Ballot Form; and
  - iv. Prepaid envelope
2. Documents referred in the accompanying Notice and Explanatory Statement thereto, are open for inspection by members, at the Registered Office of the Company during office hours i.e. between 11:00 a.m. and 1:00 p.m., on all working days, except Saturday(s)/Sunday(s)/Holiday(s).
3. Pursuant to the Regulation 44 of the SEBI (LODR) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing to its members facility to exercise their right to vote on all resolutions set forth in the Notice by electronic means. The members may cast their votes using an electronic voting system ('remote e-voting'). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility.
4. The Postal Ballot Notice is being sent to all the members, whose names appear as Beneficial Owner(s) holding shares in electronic mode, details as furnished by the Depository viz. Central Depository Services (India) Limited (CDSL) and as the member(s) holding shares in physical mode, in the Register of Members of the Company as on the close of business hours on Wednesday, February 20, 2019
5. Any Member who has not received the Postal Ballot form may write to the Company or Registrar & Share Transfer Agent (RTA) of the Company for obtaining a duplicate / additional form.
6. The Scrutinizer shall not later than two days from the last date of receipt of Postal Ballot forms, prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any. The said report will be countersigned by the

Chairman or a person authorized by him in writing and declare the result of the voting forthwith. The date of declaration of result shall be deemed to be the date of passing of the resolution(s) forming part of the postal ballot notice.

7. Resolution(s) passed by the members through Postal Ballot and remote e-voting are deemed to have been passed effectively at a general meeting.
8. The results declared along with the Scrutinizer’s Report will be hosted on the Company’s website [www.bajajhealth.com](http://www.bajajhealth.com). The results shall simultaneously be communicated to the Stock Exchange.

**9. Voting Through Electronic Means**

- a) In compliance with the provision of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the company is pleased to provide members facility of Physical Postal Ballot and the items of business as detailed in this Postal Ballot Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).
- b) The e-voting period begins on Thursday, February 28, 2019 at 10:00 a.m. and ends on Friday, March 29, 2019 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of Wednesday February 20, 2019, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c) Mr. Haresh Sanghvi, Practicing Company Secretaries (Membership No. FCS 2259, CP No. 3675), has been appointed as the Scrutinizer to scrutinize votes cast either electronically or through Postal Ballot in a fair and transparent manner.
- d) Members can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Physical Postal Ballot shall be treated as invalid.

**The instructions for shareholders voting electronically are as under:**

- (a) The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- (b) Click on “Shareholders/Members” tab.
- (c) 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.
- (d) Next, enter the “Image Verification” as displayed and Click on Login.
- (e) 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.
- (f) If you are a first time user, follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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 (c).</li> </ul>

- (g) After entering these details appropriately, click on “SUBMIT” tab.
- (h) 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.
- (i) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (j) Click on the EVSN for Bajaj Healthcare Limited on which you choose to vote.
- (k) 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.
- (l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (m) 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.
- (n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting Page.
- (p) If demat account holder has forgotten the login password, then enter the User ID and the “Image Verification Code” and click on Forgot Password and enter the details as prompted by the system.
- (q) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (r) Notes for non-individual Shareholders and Custodians:
- Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians 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 signature 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 emailed 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, 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.
- (s) In case you have any queries or issues regarding remote 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).

**By Order of the Board of Directors  
For Bajaj Healthcare Limited**  
Sd/-

**Registered Address of the Company:**  
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

**Mr. Sajankumar Bajaj**  
**Chairman & Managing Director**  
**(DIN: 00225950)**  
**Date: 19<sup>th</sup> February, 2019**  
**Place: Thane.**



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

### **ITEM NO: 1**

Presently, the Authorized Share Capital of your Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) Shares of Rs.10 (Rupees Ten Only) each.

The Board of Directors of the Company at their Meeting held on 19<sup>th</sup> February, 2019 have recommended issue of Bonus Shares in the ratio of 1:1 to the existing members of the Company.

The Board of Directors have also considered it necessary to increase the Authorised Share Capital of the Company which is presently at Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 40,00,000 (Forty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each. In view of the above, it is necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs.10 Crores to Rs.14 Crores.

The Board recommends the resolution as set out at Item No.1 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

### **ITEM NO. 2**

The Board of Directors at their meeting held on 19<sup>th</sup> February, 2019 have recommended the issue of Bonus shares in the proportion of 1 (One) equity share of Rs. 10/- (Rupees Ten only) each fully paid-up for every 1 (One) existing equity share of Rs. 10/- (Rupees Ten only) each of the Company by capitalization of a sum of Rs. 6,89,96,000/- (Rupees Six Crore Eighty Nine Lakh and Ninety Six Thousand Only) standing to the credit of capital reserve account, securities premium / free reserves of the Company as may be considered appropriate by the Board for the purpose of issuance of Bonus equity shares of Rs.10/- (Rupees Ten only) each.

The proposed Bonus Issue is not in lieu of Dividend.

The proposed issue of Bonus shares will be made subject to approval of the shareholders and in accordance with the provisions of Companies Act, 2013 and subject to such approvals, if required, from the statutory authorities.

The Board recommends the resolution as set out at Item No.2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

### **ITEM NO: 3**

The equity shares of the Company has been listed and traded on the BSE SME Segment for more than two years and hence, the Company is eligible to migrate to the Main Board of BSE Limited as per guidelines specified by SEBI vide their circular dated 18<sup>th</sup> May, 2010 and as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018.

The proposed listing on the Main Board of BSE Limited will take the Company to different league altogether with enhanced recognition and increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listed equity shares from BSE SME Segment to Main Board of BSE Limited as set out in the resolution.

The Board recommends the resolutions set out at Item No.3 of the Notice for approval by the Members.

None of its Directors, Key Managerial Personnel and/or relatives thereof are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

**By Order of the Board of Directors**  
**For Bajaj Healthcare Limited**  
Sd/-

**Registered Address of the Company:**  
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

**Mr. Sajankumar Bajaj**  
**(Chairman & Managing Director)**  
**(DIN: 00225950)**  
**Date: 19<sup>th</sup> February, 2019**  
**Place: Thane.**

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**BAJAJ HEALTHCARE LIMITED**

**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

**CIN:** L99999MH1993PLC072892

**Tel.:** 022-6617 7400; **Fax:** 022-66177458

**Website:** www.bajajhealth.com; **Email Id:** investors@bajajhealth.com

**POSTAL BALLOT FORM**

1.	Name(s) of Shareholder(s) (including joint holders, if any)	
2.	Registered address of the Sole/First named Shareholder	
3.	Registered Folio No./*DP ID & Client ID (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	

I/We hereby exercise my/ our vote in respect of the Resolution to be passed through Postal Ballot/ E-voting for the business stated in the Postal Ballot Notice of the Company dated February 19, 2019 by conveying my/our assent or dissent to the said Resolution by placing tick (√) mark in the appropriate box below:

Sr. No.	Resolution Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association			
2.	Issuance of bonus shares			
3.	Migration of Company's listed equity shares from BSE SME Segment to the Main Board of BSE Limited			

Place:

Date:

.....  
(Signature of the Shareholder/Authorized representative)

**Note:**

- Please read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, there is no need to use this form.
- Last date for receipt of Postal Ballot Form by Scrutinizer is on or before 5.00 P.M Friday, March 29, 2019. Please note that any Postal Ballot Form (s) received after the said date and time will be strictly treated as if reply from the Member has not received.

**E-VOTING PARTICULARS**

EVSN (Electronic Voting Sequence Number)	User ID	Password
190219016		

## INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED

- (a) A Form other than one issued by the company has been used or the Form has not been signed by or on behalf of the Member;
- (b) Signature on the postal ballot form doesn't match the specimen signatures with the company / Depository;
- (c) Neither assent nor dissent is mentioned or it is not possible to determine without any doubt the assent or dissent of the Member;
- (d) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (e) The envelope containing the postal ballot form is received after the last date prescribed;
- (f) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (g) It is received from a Member who is in arrears of payment of calls;
- (h) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- (i) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

## INSTRUCTIONS FOR POSTAL BALLOT

- ❖ Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Assent or Dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice dated February 19, 2019 is being sought through Postal Ballot Process.
- ❖ Any Member desiring to exercise his/her vote by Physical Postal Ballot, may send duly completed Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope. The envelope bears the name of Mr. Hareesh Sanghvi, Practicing Company Secretary, appointed as the 'Scrutinizer' for Postal Ballot Process by the Board of the Company & the address of the Corporate Office of the Company.
- ❖ **The Voting period will commence on and from Thursday, February 28, 2019 at 10:00 A.M. and ends on Friday, March 29, 2019 at 5:00 P.M.** The envelopes containing Postal Ballot Form should reach the Scrutinizer not later than 5:00 PM on Friday, March 29, 2019. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. Postal Ballot Form(s) may also be deposited personally at the Corporate Office.
- ❖ Consent must be accorded by placing a tick mark (√) in the column 'I / we assent to the resolution' or dissent must be accorded by placing a tick mark.
- ❖ (√) in the column 'I / we dissent to the resolution'. Postal ballot form bearing (√) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
- ❖ The Postal Ballot form should be completed and signed by the shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- ❖ In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the duly Authorised Signatory(ies).
- ❖ A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- ❖ An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
- ❖ The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- ❖ Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on the cut-off date viz. Wednesday, February 20, 2019 .
- ❖ A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- ❖ No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares have been paid.
- ❖ Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as all Postal Ballot(s) will be sent to Scrutinizer & any extraneous paper found in such envelope would be destroyed by Scrutinizer.
- ❖ Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
- ❖ The resolution, if assented by requisite majority, shall be considered as passed on **Friday, March 29, 2019** (i.e. last date specified by the Company for receipt of duly completed Postal Ballot form or e-voting).
- ❖ The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot and shall be placed on the website of the Company viz. [www.bajajhealth.com](http://www.bajajhealth.com), be communicated to the Stock Exchanges viz. BSE Limited & also displayed on website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com). The result of the Postal Ballot shall also be communicated through Newspaper Advertisement.
- ❖ In case of any query and grievances in relation to the resolutions proposed to be passed may be addressed to Mr. Aakash Keshari, Company Secretary, 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 or email to [investors@bajajhealth.com](mailto:investors@bajajhealth.com)
- ❖ Any query or grievance connected with the voting by Postal Ballot, other than E-Voting, may be addressed to the Company Secretary at [investors@bajajhealth.com](mailto:investors@bajajhealth.com) or at the registered office or members may contact M/s Sharex Dynamic (I) Limited, the Registrar & Transfer Agent of the Company at Unit No.1, Luthra. Ind Premises, 1<sup>st</sup> Floor, 44 E. M. Vasanji Marg, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai-400072
- ❖ 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).
- ❖ **E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 & provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-Voting facility (through E-Voting Platform of CDSL), as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to E-Voting.**