



Date: 30th March, 2019.

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Dear Sir,

Ref : Script Id "BAJAJHCARE", Script Code "539872".
Sub : Submission of Postal ballot result

This has been reference to our Postal Ballot Notice dated 19th February, 2019 statement seeking the consent of the members by way of Ordinary resolution/ special resolution/vide postal ballot/ electronic voting with respect to the following business:

1. Increase in Authorised Share Capital and consequent amendment to Memorandum of Association.
2. Issuance of Bonus Shares.
3. Migration of Company's listed equity shares from BSE SME Segment to Main Board of BSE Limited.

In connection with the above and pursuant to Regulation 44(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that Resolution No. 1, 2 and 3 mentioned in the aforesaid notice have been passed by the members of the Company by requisite majority. The approval is deemed to have been received on the last date of receipt of Postal Ballot form.

Please find enclosed the voting results and scrutinizer report,

This is for your information' and records.

Thanking you,

Yours Sincerely

**For and on behalf of Board of Directors
of Bajaj Healthcare Limited**

Mr. Aakash Keshari
Company Secretary
Encl: a/a

BAJAJ HEALTHCARE LTD

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

• Tel. : + 91 22 6617 7400 - 499 • Fax : + 91 22 66177458 • Website : www.bajajhealth.com

CIN No.: L99999MH1993PLC072892



POSTAL BALLOT VOTING RESULTS

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the postal ballot	Postal ballot Notice dated 19 th February, 2019 (Voting Start: 28 th February, 2019 and end on 29 th March, 2019)
Total No. of shareholders on record date	98
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	Not Applicable



Resolution No. 1: Increase in Authorised Share Capital and consequent amendment to Memorandum of Association

Resolution required: (Ordinary/Special)		Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/ resolution?		No							
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter group	E-voting	4641000	4641000	100.00	4641000	-	100.000	0.000	
	Postal Ballot		-	0.00	-	-	0.000	0.000	
	Total	4641000	4641000	100.00	4641000	-	100.000	0.000	
Public Institutions	E-voting			0.00	-	-	0.000	0.000	
	Postal Ballot		-	0.00	-	-	0.000	0.000	
	Total	-	-	0.00	-	-	0.000	0.000	
Public Non-Institutions	E-voting	2258600	412800	18.28	412800	-	100.00	0.000	
	Postal Ballot		439400	19.45	439400	-	100.000	0.000	
	Total	2258600	852200	37.73	852200	-	100.000	0.000	
Total		6899600	5493200	79.62	5493200	-	100.000	0.000	



Resolution No. 2: Issuance of Bonus Shares

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4641000	4641000	100.00	4641000	-	100.000	0.000
	Postal Ballot		-	0.00	-	-	0.000	0.000
	Total	4641000	4641000	100.00	4641000	-	100.000	0.000
Public Institutions	E-voting			0.00	-	-	0.000	0.000
	Postal Ballot		-	0.00	-	-	0.000	0.000
	Total	-	-	0.00	-	-	0.000	0.000
Public Non-Institutions	E-voting	2258600	412800	18.28	412800	-	100.00	0.000
	Postal Ballot		439400	19.45	439400	-	100.000	0.000
	Total	2258600	852200	37.73	852200	-	100.000	0.000
Total		6899600	5493200	79.62	5493200	-	100.000	0.000



Resolution No. 3: Migration of Company's listed equity shares from BSE SME Segment to Main Board of BSE Limited.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4641000	-	0.00	-	-	0.00	0.000
	Postal Ballot		-	0.00	-	-	0.000	0.000
	Total		4641000	-	0.00	-	-	100.000
Public Institutions	E-voting		-	0.00	-	-	0.000	0.000
	Postal Ballot		-	0.00	-	-	0.000	0.000
	Total		-	-	0.00	-	-	0.000
Public Non-Institutions	E-voting	2258600	412800	0.30	412800	-	100.00	0.000
	Postal Ballot		439400	19.26	439400	-	100.000	0.000
	Total		2258600	852200	37.73	852200	-	100.000
Total		6899600	852200	12.35	852200	-	100.000	0.000

Note: Promoters voting is abstain from resolution no. 3.

Haresh Sanghvi
Practicing Company Secretary

306-308, K Building, W. H. Marg, Ballard Estate, Fort, Mumbai- 400 001
Phone: 022-4002 1712 e-mail: hpsanghvi@gmail.com

To,
The Chairman,
Bajaj Healthcare Limited,
602-606, Bhoomi Velocity Infotech Park,
Plot No. B-39, B-39A, B-39 A/1,
Rd No.23, Wagle Ind. Estate
Thane West 400604

SR. NO. 3/19

Dear Sir,

Re: Scrutinizer's Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated 19th February, 2019 through postal ballot

1. I, Haresh Sanghvi, Company Secretary in whole-time practice, Mumbai, has been appointed by the Board of Directors of **Bajaj Healthcare Limited** ("the Company") at its meeting held on 19th February, 2019 for the purpose of scrutinizing:
 - (i) E-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules); and
 - (ii) Voting through Postal Ballot forms under the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014,in respect of passing of the resolutions contained in the postal ballot notice dated 19th February, 2019 ("Postal Ballot Notice").
2. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and rules thereunder and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to postal ballot voting including e-voting and voting by Ballot papers for the resolutions as stated in the Postal Ballot Notice.
3. My responsibility as a scrutinizer is restricted to ensure that the voting process by e-voting and voting by Postal Ballot forms are conducted in a fair and transparent manner and presenting Consolidated Scrutinizer's report of the total votes cast "in favour" or "Against" the resolutions in the Postal Ballot Notice. My report is based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), an agency appointed by the Company to provide e-voting facilities and the postal ballot received through post till the time fixed for closing of the voting process i.e. till 5 p.m. on 29th March, 2019.

Scrutinizer's Report on Postal Ballot of Bajaj Healthcare Limited



Page 1 of 3

Hareesh Sanghvi

Practicing Company Secretary

306-308, K Building, W. H. Marg, Ballard Estate, Fort, Mumbai- 400 001
Phone: 022-4002 1712 e-mail: hpsanghvi@gmail.com

4. I submit my consolidated Scrutinizer's Report on the results of voting through remote e-voting and voting by Postal Ballot forms as under:

Item No.1: Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

Particulars	E-Voting		Voting by Postal Ballot forms		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	5053800	3	439400	19	5493200	100.00
Dissent	0	0	0	0	0	0	0.00
Total	16	5053800	3	439400	19	5493200	100.00

Invalid Votes / Abstained from voting	E-Voting		Voting by Postal Ballot forms		Total	
	Number	Votes	Number	Votes	Number	Votes
	0	0	0	0	0	0

Based on the aforesaid results, I report that an Ordinary Resolution as set out in Item No. 1 of the Postal Ballot Notice has been passed with requisite majority.

Item No.2: Issue of Bonus Shares

Particulars	E-Voting		Voting by Postal Ballot forms		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	5053800	3	439400	19	5493200	100.00
Dissent	0	0	0	0	0	0	0.00
Total	16	5053800	3	439400	19	5493200	100.00

Invalid Votes / Abstained from voting	E-Voting		Voting by Postal Ballot forms		Total	
	Number	Votes	Number	Votes	Number	Votes
	0	0	0	0	0	0

Based on the aforesaid results, I report that the Special Resolution as set out in Item No. 2 of the Postal Ballot Notice has been passed with requisite majority.



Scrutinizer's Report on Postal Ballot of Bajaj Healthcare Limited

Hareesh Sanghvi

Practicing Company Secretary

306-308, K Building, W. H. Marg, Ballard Estate, Fort, Mumbai- 400 001

Phone: 022-4002 1712 e-mail: hpsanghvi@gmail.com

Item No.3: Migration of Company's listed equity shares from BSE SME Segment to the Main Board of BSE Limited

Particulars	E-Voting		Voting by Postal Ballot forms		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	7	412800	3	439400	10	852200	100.00
Dissent	0	0	0	0	0	0	0.00
Total	7	412800	3	439400	10	852200	100.00

Invalid Votes / Abstained from voting	E-Voting		Voting by Postal Ballot forms		Total	
	Number	Votes	Number	Votes	Number	Votes
	9	4641000	0	0	9	4641000

Based on the aforesaid results, I report that the Special Resolution as set out in Item No. 3 of the Postal Ballot Notice has been passed with requisite majority.

Note:

Percentage of votes cast in favour or against the resolutions, are calculated based on the valid votes cast through E-Voting and Voting by Postal Ballot Forms.

- I hereby confirm that the electronic data along with the postal ballots and all other records relating to E-voting and the postal ballot received is under my safe custody. I shall be arranging to handover all the postal ballot forms as well as all other relevant records to the Company Secretary or any other person as authorized by the Board of Directors for safe keeping.
- This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed on website of the Company and (iii) on the website of CDSL. This Report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.



Hareesh Sanghvi
HAREESH SANGHVI
Practicing Company Secretary
CoP No. 3675/FCS 2259

Place: Mumbai

Date: March 30, 2019

Scrutinizer's Report on Postal Ballot of Bajaj Healthcare Limited

Page 3 of 3