



Date: 02 April, 2019

To
The Manager
Listing Compliance Department,
BSE Limited (Bombay Stock Exchange Limited),
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Dear Sir/Madam,

Ref : Script Id "BAJAJHCARE",
Script Code "539872".

Sub: Proceeding of Postal Ballot

With reference to the above captioned subject, we are enclosing herewith the proceeding of Postal Ballot result declared on 30th March, 2019 conducted pursuant to Postal Pallot Notice dated 19th February, 2019.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

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

A handwritten signature in black ink, appearing to read 'Aakashkumar Keshari'.

Mr. Aakashkumar Keshari
Company Secretary

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



PROCEEDING OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT AT THE REGISTERED OFFICE OF THE COMPANY AT 602-606, BHOOMI VELOCITY INFOTECH PARK, PLOT NO.B-39,39A, 39A/1,RD NO.23,WAGLE IND. ESTATE THANE -400604 FOR THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 19th FEBRUARY, 2019.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had issued a Postal Ballot Notice dated 19th February, 2019 to obtain approval of shareholders through Postal Ballot / e-voting for:

- 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.

The Board of Directors had engaged services of Central Depository Service (India) Limited (CDSL) to provide e-voting facility to all the members as on cut-off date i.e. 20th February, 2019. The Voting period commenced on 28th February, 2019 at 10:00 am and ended on 29th March, 2019 at 05:00 pm.

The Board of Directors had appointed Mr. Haresh Sanghvi, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The Notice was sent to all the members as on cut-off date i.e. 20th February, 2019. The Postal Ballot Form and a self-addressed prepaid business reply envelope was also sent to the members along with Notice of Postal ballot. The said Notice was also placed on the website of the Company. The intimation about completion of dispatch of the Postal Ballot Form/e-voting and the last date for receipt of reply from shareholders was also intimated to the members by way of publication of advertisement in the newspapers namely, Navshakti (Marathi Language) and Free Press Journal (English Language) on 23rd February, 2019.

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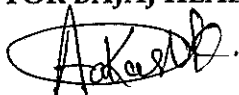
Members were advised to carefully read the instructions before casting their votes, The Scrutinizer after scrutiny of all Postal Ballot Forms / e-voting received within the scheduled time has submitted his report on 30th March, 2019,

Based on the Consolidated Scrutinizer Report dated 30th March, 2019, the results of the Postal Ballot/E-voting are as under:

| Sr. No. | Particulars of Resolutions | No. of Total Votes Polled | No. of votes in favour | % of Votes in favour | No. of Votes against | % of Votes in against | No. of invalid/ Abstained votes |
|---------|---|---------------------------|------------------------|----------------------|----------------------|-----------------------|---------------------------------|
| 1 | Increase in Authorised Share Capital and consequent amendment to Memorandum of Association | 5493200 | 5493200 | 100 | NIL | NIL | NIL |
| 2 | Issuance of Bonus Shares | 5493200 | 5493200 | 100 | NIL | NIL | NIL |
| 3 | Migration of Company's listed equity shares from BSE SME Segment to Main Board of BSE Limited | 5493200 | 852200 | 100 | NIL | NIL | 4641000 |

On the basis of Scrutinizer's report, Mr. Sajankumar Bajaj, Chairman & Managing Director declared the result of Postal ballot / e-voting on 30th March, 2019 at around 05:00 pm. The resolutions as mentioned in the Postal Ballot Notice dated 19th February, 2019, was duly passed with requisite majority on 29th March, 2019. The certified true copy of the resolution passed are attached.

FOR BAJAJ HEALTHCARE LIMITED



Aakashkumar Keshari
Company Secretary

BAJAJ HEALTHCARE LTD



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF BAJAJ HEALTHCARE LIMITED THOROUGH POSTAL BALLOT ON FRIDAY, 29th MARCH, 2019.

Increase in Authorised Share Capital

“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.”

By Order of the Board of Directors
FOR BAJAJ HEALTHCARE LIMITED


Sajankumar Bajaj
(Chairman & Managing Director)
(DIN 00225950)

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Issue of Bonus Shares

“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.”

By Order of the Board of Directors
FOR BAJAJ HEALTHCARE LIMITED



Sajankumar Bajaj
(Chairman & Managing Director)
(DIN 00225950)



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF BAJAJ HEALTHCARE LIMITED THOROUGH POSTAL BALLOT ON FRIDAY, 29th MARCH, 2019.


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

“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.”

By Order of the Board of Directors
FOR BAJAJ HEALTHCARE LIMITED


Sajankumar Bajaj
(Chairman & Managing Director)
(DIN 00225950)