



NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of Bajaj Healthcare Limited will be held on Friday, 29th September, 2017 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, 2017 and the Profit & Loss Account for the year ended on 31st March, 2017 along with the schedules thereon and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dhananjay Hatle (DIN 00226390), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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. 107488W) Mumbai, as Auditors of the Company be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of 25th 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,2018, 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:

4. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2017 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.1,75,000/- (Rupees One Lakh Seventy Five 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 2017-2018, 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”.

5. To fix charges for service of documents on the shareholders 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 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder”.

“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.”

6. Revision in terms of remuneration of Mr. Sajankumar Bajaj (DIN: 00225950) Chairman & Managing Director of the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of resolution passed at the Extra- Ordinary General Meeting of the Company held on 28th May, 2015 approval of the members be and is hereby accorded to revise the remuneration of Mr. Sajankumar Bajaj (DIN: 00225950), Chairman & Managing Director of the Company, w.e.f. 1st April, 2017 for the balance tenor of his appointment as set out in the Statement annexed to the Notice convening this Meeting, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof”.

“RESOLVED FURTHER THAT, all other terms and conditions in relation to the appointment of Mr. Sajankumar Bajaj, Chairman & Managing Director shall remain unchanged.

“RESOLVED FURTHER THAT, the Board of Directors of the Company (including any committee thereof) and /or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matter and things as may be considered necessary, desirable, proper or expedient to give effect to this resolution.”

7. Revision in terms of remuneration of Mr. Anil jain (DIN: 00226137) Managing Director of the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of resolution passed at the Annual General Meeting of the Company held on 30th September, 2015, approval of the members be and is hereby accorded to revise the remuneration of Mr. Anil Jain (DIN: 00226137), Managing Director of the Company, w.e.f. 1st April, 2017 for the balance tenor of his appointment as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof.

“RESOLVED FURTHER THAT, all other terms and conditions in relation to the appointment of Mr. Anil Jain, Managing Director shall remain unchanged.

“RESOLVED FURTHER THAT, the Board of Directors of the Company (including any committee thereof) and /or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matter and things as may be considered necessary, desirable, proper or expedient to give effect to this resolution.”

8. Revision in terms of remuneration of Mr. Dhananjay Hatle (DIN: 00226390) Whole Time Director of the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of resolution passed at the Extra- Ordinary General Meeting of the Company held on 28th May, 2015 approval of the members be and is hereby accorded to revise the remuneration of Mr. Dhananjay Hatle (DIN: 00226390), Whole Time Director of the Company, w.e.f. 1st April, 2017 for the balance tenor of his appointment as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof.

“RESOLVED FURTHER THAT, all other terms and conditions in relation to the appointment of Mr. Dhananjay Hatle, Whole Time Director shall remain unchanged.

“RESOLVED FURTHER THAT, the Board of Directors of the Company (including any committee thereof) and /or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matter and things as may be considered necessary, desirable, proper or expedient to give effect to this resolution.”



9. Revision in terms of remuneration of Ms. Namrata Bajaj (DIN: 05327071) Whole Time Director of the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of resolution passed at the Extra- Ordinary General Meeting of the Company held on 28th May, 2015 approval of the members be and is hereby accorded to revise the remuneration of Ms. Namrata Bajaj (DIN: 05327071), Whole Time Director of the Company, w.e.f. 1st April, 2017 for the balance tenor of his appointment as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof.

“RESOLVED FURTHER THAT, all other terms and conditions in relation to the appointment of Ms. Namrata Bajaj, Whole Time Director shall remain unchanged”.

“RESOLVED FURTHER THAT, the Board of Directors of the Company (including any committee thereof) and /or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matter and things as may be considered necessary, desirable, proper or expedient to give effect to this resolution.”

10. Revision in terms of remuneration of Mr. Rupesh Nikam (DIN: 07007815) Whole Time Director & Chief Financial Officer of the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of resolution passed at the Extra- Ordinary General Meeting of the Company held on 18th January, 2016 approval of the members be and is hereby accorded to revise the remuneration of Mr. Rupesh Nikam (DIN: 07007815), Whole Time Director & Chief Financial Officer of the Company, w.e.f. 1st April, 2017 for the balance tenor of his appointment as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof”.

“RESOLVED FURTHER THAT, all other terms and conditions in relation to the appointment of Mr. Rupesh Nikam, Whole Time Director & Chief Financial Officer shall remain unchanged”.

“RESOLVED FURTHER THAT, the Board of Directors of the Company (including any committee thereof) and /or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matter and things as may be considered necessary, desirable, 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: 23rd August, 2017

Place: Thane.

NOTES:

1. 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.
2. 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.
3. A person can act as proxy on behalf of members not exceeding fifty and further a 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22nd September 2017 to Friday, 29th September, 2017 (both days inclusive) for annual closing.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. Members are requested to intimate to Sharex Dynamic (I) Private Limited, Registrar and Transfer Agents of the Company their e-mail address for sending notice /documents through e-mail as per directives issued by Government of India, Ministry of Corporate Affairs , vide Circular No 17/2011 dated 21.04.2011 Members are requested to address all correspondences including dividend matters to the Registrar and Transfer Agents, Unit no.1, Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai-400072, Email- sharexindia@vsnl.com .
12. 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.
13. 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.
14. Members are requested to bring their copies of Annual Report to the Meeting. 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.



15. Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to send their queries in writing to Company at its' Registered Office at least 7 days before the date of the meeting, so that the required information to the extent possible can be made available at the meeting.
16. 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 General Meeting.
17. 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 2017 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 2017 and this Notice of 24th 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.
18. 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, 26th September, 2017 at 10.00 am and ends on Thursday, 28th September, 2017 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, 22nd September, 2017 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.
- (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 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*)	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

	<p>the First two characters of the name in CAPITAL letters.</p> <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"> 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).

- (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 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.
 - 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com

(A) Other Instructions

- i. 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 casted through remote e-voting facility shall prevail and voting at the Meeting will be treated invalid.
- ii. 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, 22nd September 2017.
- iii. 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. 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.
- iv. Mr. Haresh Sanghvi of H. P. Sanghvi & Co., Practicing Company Secretaries (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.
- v. The Chairman shall, at the AGM, at the end of discussion 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.
- vi. The Scrutinizer shall, 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 forthwith.
- vii. The Results declared along-with the Scrutinizer’s Report shall be placed on the Company’s website www.bajajhealth.com and on the website of CDSL www.cdslindia.com within 48 hours of passing of the resolutions at the 24th 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: 23rd August, 2017
Place: Thane.

ANNEXURE TO NOTICE

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

Item No. 4:

The Board, on the recommendation of the Audit Committee, has approved the Reappointment and remuneration of NNT & Co, Cost Auditors, 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. 4 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.

Item No. 5:

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the company.

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.

The Board of Directors recommends the resolution as set out of Item no.5 of the Notice for the approval of the shareholders.

Item No. 6:

The members of the Company at Extraordinary General Meeting of the Company held on 28th May, 2015, had approved the appointment of Mr. Sajankumar Bajaj, Chairman & Managing Director of the Company and the terms of remuneration payable to him for a period of five years commencing from 1st April, 2015.

The members had inter alia approved, salary in the scale of Rs.2,00,000/- to Rs.4,00,000/- per month with the authority to the Board to fix the salary within the said scale from time to time. Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 30th May, 2017 decided to revise the salary scale applicable to Mr. Mr. Sajankumar Bajaj from the existing Rs.2,00,000 to Rs. 4,00,000 per month to Rs. 4,00,000/-- to Rs.10,00,000/-per month w.e.f. 1st April, 2017 The details of remuneration payable to Mr. Sajankumar Bajaj and the terms and conditions of the revision in remuneration is given below:

a) Basic Salary

In the scale of Rs. 4,00,000/-- to Rs.10,00,000/- per month w.e.f. 1st April, 2017.

b) Perquisites

In addition to the aforesaid salary the said appointee shall be entitled to the following perquisites:

Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and CMD such perquisites and allowances will, however, be subject to a maximum of 40.00% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be not be included in the computation of perquisites for the purpose of Calculating the said ceiling.

c. Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

d. Minimum Remuneration:

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to MD by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule V and Sec 197 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force.

This may be treated as an abstract of the terms of remuneration between the Company and Mr. Sajankumar Bajaj under and pursuant to Section 197 of the Companies, Act, 2013. This explanatory statement may also be regarded as a disclosure under regulation of SEBI (Listing and Obligations Disclosure Requirement) Regulation, 2015.

Disclosures Pursuant to sub clause (i) under the proviso to sub paragraph (B) of Paragraph 1 under section II of Part II of Schedule V of the Companies Act, 2013

Nature of Industry	The Company operates in the Bulks Drugs & Pharmaceuticals Intermediates.			
Date or expected date of commencement of commercial production	Not applicable			
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
Financial Performance based on given indicators for the financial year ended 31/03/15, 31/03/16 & 31/03/2017	Amount in Lakhs (Rs.)			
	Particulars	31/03/2015	31/03/2016	31/03/2017
	Total Income	21837.63	22321.81	23304.57
	Expenses	20635.95	20971.92	21935.60
	Profit	751.21	820.03	782.47
	EPS	11.13	12.15	11.37
	Total Assets	18870.97	20902.22	20902.23
Accumulated Loss	NIL	NIL	NIL	
Export performance and net foreign exchange collaborations	The Company had foreign exchange outgo as under for the following financial years (Rs in Lakhs):			
	31/03/2017	31/03/2016	31/03/2015	
	6603.69	7129.02	6392.95	
Foreign Investment or Collaboration, if any	NA			

Information about Mr. Sajankumar Bajaj:

Background details	Mr. Sajankumar Bajaj is re-appointed as Managing Director of the Company for the period of 5 years w.e.f from 1st April, 2015. Approval of revised Remuneration is now sought from the shareholders for the balance of his tenor. Further details are set out in the explanatory statement to item No 6 of the accompanying notice.
Gross Annual remuneration with last employer	None
Recognition or awards	None
Job Profile and his suitability	Mr.. SajanKumar Bajaj, a Commerce Graduate, is a well organized CMD of the Company. He is looking after all the business activity of the Company. He has long vision - be it production planning, marketing or finance, for him challenges and progress of company is a gateway to company's future. He is a multifaceted personality with a strong will and a vision and mission to achieve the goal of the company he intends. He is having the vast experience of 30 years in this field.
Remuneration Proposed	In the scale of Rs 4,00,000/- to Rs. 10,00,000/- per month, not exceeding Rs. 1,20,00,000/- per annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The company is the largest domestic manufacturer of Vitamin C and has a market share of more than 70%. It supplies Vitamin C to the customers spread across India. The proposed remuneration is comparable with the other companies of similar size and nature.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any	Being the Major Stakeholder of the Company, he has pecuniary relationship apart from remuneration drawn from the company.

Other information:

Reasons of loss or inadequate profits	Primarily due to the general Economy slowdown of the country at large and increase in depreciation on account of Capitalization of Capital Work in Progress during the year.
Steps taken or proposed to be taken for improvement	The Company will try to bring down the financial cost and introduce new products which will contribute to the profitability in the years to come.
Expected increase in Productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in upcoming financial years.

Disclosures: Not Applicable

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Ms. Namrata Bajaj, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board of Directors recommends the resolution as set out of Item no.6 of the Notice for the approval of the shareholders.

Item No. 7:

The members of the Company at Annual General Meeting of the Company held on 30th September, 2015, had approved the appointment of Mr. Anil Jain, as Managing Director of the Company and the terms of remuneration payable to him for a period of five years commencing from 1st April, 2015.



The members had inter alia approved, salary in the scale of Rs.1,00,000/- to Rs.1,50,000/- per month with the authority to the Board to fix the salary within the said scale from time to time. Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 30th May, 2017 decided to revise the salary scale applicable to Mr. . Anil Jain from the existing Rs.1,00,000 to Rs.1,50,000 per month to Rs. 1,50,000/-- to Rs.8,00,000/-per month w.e.f. 1st April, 2017. The details of remuneration payable to Mr. Anil Jain and the terms and conditions of the revision in remuneration is given below:

a) Basic Salary

In the scale of Rs. 1,50,000/-- to Rs.8,00,000/- per month w.e.f. 1st April, 2017.

b) Perquisites

In addition to the aforesaid salary the said appointee shall be entitled to the following perquisites:

Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and MD such perquisites and allowances will, however, be subject to a maximum of 40.00% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be not be included in the computation of perquisites for the purpose of Calculating the said ceiling.

c. Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites.

d. Minimum Remuneration:

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to MD by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule V and Sec 197 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force.

This may be treated as an abstract of the terms of remuneration between the Company and Mr. Anil Jain, under and pursuant to Section 197 of the Companies, Act, 2013. This explanatory statement may also be regarded as a disclosure under regulation of SEBI (Listing and Obligations Disclosure Requirement) Regulation, 2015.

Disclosures Pursuant to sub clause (i) under the proviso to sub paragraph (B) of Paragraph 1 under section II of Part II of Schedule V of the Companies Act, 2013

Nature of Industry	The Company operates in the Bulks Drugs & Pharmaceuticals Intermediates.						
Date or expected date of commencement of commercial production	Not Applicable						
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable						
Financial Performance based on given indicators for the financial year ended 31/03/15, 31/03/16 & 31/03/2017	Amount in Lakhs (Rs.)						
	Particulars	31/03/2015	31/03/2016	31/03/2017			
	Total Income	21837.63	22321.81	23304.57			
	Expenses	20635.95	20971.92	21935.60			
	Profit	751.21	820.03	782.47			
	EPS	11.13	12.15	11.37			
	Total Assets	18870.97	20902.22	20902.23			
	Accumulated Loss	NIL	NIL	NIL			
Export performance and net foreign exchange collaborations	The Company had foreign exchange outgo as under for the following financial years (Rs in Lakhs): <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">31/03/2017</td> <td style="text-align: center;">31/03/2016</td> <td style="text-align: center;">31/03/2015</td> </tr> <tr> <td style="text-align: center;">6603.69</td> <td style="text-align: center;">7129.02</td> <td style="text-align: center;">6392.95</td> </tr> </table>	31/03/2017	31/03/2016	31/03/2015	6603.69	7129.02	6392.95
31/03/2017	31/03/2016	31/03/2015					
6603.69	7129.02	6392.95					
Foreign Investment or Collaboration, if any	NA						

Information about Mr. Anil Jain:

Background details	Mr. Anil Jain is appointed as Managing Director of the company for the period of 5 years w.e.f from 30th May, 2015. Approval of revised Remuneration is now sought from the shareholders for the balance of his tenor. Further details are set out in the explanatory statement to item No 7 of the accompanying notice.
Gross Annual remuneration with last employer	None
Recognition or awards	None
Job Profile and his suitability	Mr. Anil C Jain, having a Diploma in D.Pharm, is a dynamic, young in age with experience like old in age is a Managing Director of the Company with whose tremendous synergy, inputs, sheer hard work, keen interest and extra-ordinary talent and all round knowledge led company to a leaps and bound position. He is having a good experience of 20 years in this field.
Remuneration Proposed	In the scale of Rs 1,50,000/- to Rs. 8,00,000/- per month, not exceeding Rs. 96,00,000/- per annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The company is the largest domestic manufacturer of Vitamin C and has a market share of more than 70%. It supplies Vitamin C to the customers spread across India. The proposed remuneration is comparable with the other companies of similar size and nature.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any	Being the Major Stakeholder of the Company, he has pecuniary relationship apart from remuneration drawn from the company.

Other information:

Reasons of loss or inadequate profits	Primarily due to the general Economy slowdown of the country at large and increase in depreciation on account of Capitalization of Capital Work in Progress during the year.
Steps taken or proposed to be taken for improvement	The Company will try to bring down the financial cost and introduce new products which will contribute to the profitability in the years to come.
Expected increase in Productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in upcoming financial years.

Disclosures: Not Applicable

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

The Board of Directors recommends the resolution as set out of Item no.7 of the Notice for the approval of the shareholders..

Item No. 8:

The members of the Company at Extraordinary General Meeting of the Company held on 28th May, 2015, had approved the appointment of Mr. Dhananjay Hatle, as Whole Time Director of the Company and the terms of remuneration payable to him for a period of five years commencing from 1st April, 2015.

The members had inter alia approved, salary in the scale of Rs. 70,400/- to Rs 92,000 per month with the authority to the Board to fix the salary within the said scale from time to time. Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 30th May, 2017 decided to revise the salary scale applicable to Mr. Dhananjay Hatle from the existing Rs. 70,400/- to Rs 92,000 per month to Rs.90,000/-- to Rs.3,00,000/- per month w.e.f. 1st April, 2017. The details of remuneration payable to Mr. Dhananjay Hatle and the terms and conditions of the revision in remuneration is given below:

a) Basic Salary

In the scale of Rs. Rs.90,000/-- to Rs.3,00,000/- per month w.e.f. 1st April, 2017.

b) Perquisites

In addition to the aforesaid salary the said appointee shall be entitled to the following perquisites:

Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Whole Time Director such perquisites and allowances will, however, be subject to a maximum of 40.00% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be not be included in the computation of perquisites for the purpose of Calculating the said ceiling.

c. Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

d. Minimum Remuneration:

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to Whole Time Director by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule V and Sec 197 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force.

This may be treated as an abstract of the terms of remuneration between the Company and Mr. Dhananjay Hatle, under and pursuant to Section 197 of the Companies, Act, 2013. This explanatory statement may also be regarded as a disclosure under regulation of SEBI (Listing and Obligations Disclosure Requirement) Regulation, 2015.

Disclosures Pursuant to sub clause (i) under the proviso to sub paragraph (B) of Paragraph 1 under section II of Part II of Schedule V of the Companies Act, 2013

Nature of Industry	The Company operates in the Bulks Drugs & Pharmaceuticals Intermediates.									
Date or expected date of commencement of commercial production	Not applicable									
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable									
Financial Performance based on given indicators for the financial year ended 31/03/15, 31/03/16 & 31/03/2017	Amount in Lakhs (Rs.)									
	Particulars	31/03/2015	31/03/2016	31/03/2017						
	Total Income	21837.63	22321.81	23304.57						
	Expenses	20635.95	20971.92	21935.60						
	Profit	751.21	820.03	782.47						
	EPS	11.13	12.15	11.37						
	Total Assets	18870.97	20902.22	20902.23						
Accumulated Loss	NIL	NIL	NIL							
Export performance and net foreign exchange collaborations	The Company had foreign exchange outgo as under for the following financial years (Rs in Lakhs): <table border="1" style="margin-left: 20px;"> <tr> <td>31/03/2017</td> <td>31/03/2016</td> <td>31/03/2015</td> </tr> <tr> <td>6603.69</td> <td>7129.02</td> <td>6392.95</td> </tr> </table>				31/03/2017	31/03/2016	31/03/2015	6603.69	7129.02	6392.95
31/03/2017	31/03/2016	31/03/2015								
6603.69	7129.02	6392.95								
Foreign Investment or Collaboration, if any	NA									

Information about Mr. Dhananjay Hatle:

Background details	Mr. Dhananjay Hatle is re-appointed as Whole Time Director of the company for the period of 5 years w.e.f from 1st April, 2015. Approval of revised Remuneration slab is now sought from the shareholders for the balance of his tenor. Further details are set out in the explanatory statement to item No 8 of the accompanying notice.
Gross Annual remuneration with last employer	None
Recognition or awards	None

Job Profile and his suitability	Mr. Dhananjay S Hatle, Whole Time Director is a graduate of B.A. & B.Ed. and having an experience of 20 years in the field of marketing and purchasing.
Remuneration Proposed	In the scale of Rs 90,000/- to Rs. 3,00,000/- per month, not exceeding Rs. 36,00,000/- per annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The company is the largest domestic manufacturer of Vitamin C and has a market share of more than 70%. It supplies Vitamin C to the customers spread across India. The proposed remuneration is comparable with the other companies of similar size and nature.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any	Being the Minor Stakeholder of the Company, he has pecuniary relationship apart from remuneration drawn from the company.

Other information:

Reasons of loss or inadequate profits	Primarily due to the general Economy slowdown of the country at large and increase in depreciation on account of Capitalization of Capital Work in Progress during the year.
Steps taken or proposed to be taken for improvement	The Company will try to bring down the financial cost and introduce new products which will contribute to the profitability in the years to come.
Expected increase in Productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in upcoming financial years.

Disclosures: Not Applicable

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, is/are concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

The Board of Directors recommends the resolution as set out of Item no.8 of the Notice for the approval of the shareholders.

Item No. 9:

The members of the Company at Extra- Ordinary General Meeting of the Company held on 28th May, 2015, had approved the appointment of Ms. Namrata Bajaj, as Whole Time Director of the Company and the terms of remuneration payable to him for a period of five years commencing from 1st April, 2015.

The members had inter alia approved, salary in the scale of Rs. 50,000/- to Rs. 75,000/- per month with the authority to the Board to fix the salary within the said scale from time to time. Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 30th May, 2017 decided to revise the salary scale applicable to Ms. Namrata Bajaj from the existing Rs. 50,000/- to Rs 75,000/- per month to Rs.75,000/- to Rs.3,00,000/-per month w.e.f. 1st April, 2017. The details of remuneration payable to Ms. Namrata Bajaj and the terms and conditions of the revision in remuneration is given below:

a) Basic Salary

In the scale of Rs. Rs.75,000/-- to Rs.3,00,000/- per month w.e.f. 1st April, 2017.

b) Perquisites

In addition to the aforesaid salary the said appointee shall be entitled to the following perquisites:

Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as

aforesaid, medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Whole Time Director such perquisites and allowances will, however, be subject to a maximum of 40.00% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be not be included in the computation of perquisites for the purpose of Calculating the said ceiling.

c. Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites.

d. Minimum Remuneration:

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to Whole Time Director by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule V and Sec 197 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force.

This may be treated as an abstract of the terms of remuneration between the Company and Ms. Namrata Bajaj, under and pursuant to Section 197 of the Companies, Act, 2013. This explanatory statement may also be regarded as a disclosure under regulation of SEBI (Listing and Obligations Disclosure Requirement) Regulation, 2015.

Disclosures Pursuant to sub clause (i) under the proviso to sub paragraph (B) of Paragraph 1 under section II of Part II of Schedule V of the Companies Act, 2013:

Nature of Industry	The Company operates in the Bulks Drugs & Pharmaceuticals Intermediates.			
Date or expected date of commencement of commercial production	Not Applicable			
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable			
Financial Performance based on given indicators for the financial year ended 31/03/16, 31/03/15 & 31/03/2017	Amount in Lakhs (Rs.)			
	Particulars	31/03/2015	31/03/2016	31/03/2017
	Total Income	21837.63	22321.81	23304.57
	Expenses	20635.95	20971.92	21935.60
	Profit	751.21	820.03	782.47
	EPS	11.13	12.15	11.37
	Total Assets	18870.97	20902.22	20902.23
	Accumulated Loss	NIL	NIL	NIL
Export performance and net foreign exchange collaborations	The Company had foreign exchange outgo as under for the following financial years (Rs in Lakhs):			
	31/03/2017	31/03/2016	31/03/2015	
	6603.69	7129.02	6392.95	
Foreign Investment or Collaboration, if any	NA			

Information about Ms. Namrata Bajaj:

Background details	Ms. Namrata Bajaj is appointed as Whole Time Director of the company for the period of 5 years w.e.f from 1st April, 2015. Approval of revised Remuneration slab is now sought from the shareholders for the balance of his tenor. Further details are set out in the explanatory statement to item No 9 of the accompanying notice.
Gross Annual remuneration with last employer	None
Recognition or awards	None
Job Profile and his suitability	Ms Namrata Bajaj is a graduate of B.A. & B.Ed. and having an experience of 10 years in the field of marketing and purchasing.
Remuneration Proposed	In the scale of Rs 75,000/- to Rs. 3,00,000/- per month, not exceeding Rs. 36,00,000/- per annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The company is the largest domestic manufacturer of Vitamin C and has a market share of more than 70%. It supplies Vitamin C to the customers spread across India. The proposed remuneration is comparable with the other companies of similar size and nature.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any	Being the Major Stakeholder of the Company, she has pecuniary relationship apart from remuneration drawn from the Company.

Other information:

Reasons of loss or inadequate profits	Primarily due to the general Economy slowdown of the country at large and increase in depreciation on account of Capitalization of Capital Work in Progress during the year.
Steps taken or proposed to be taken for improvement	The Company will try to bring down the financial cost and introduce new products which will contribute to the profitability in the years to come.
Expected increase in Productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in upcoming financial years.

Disclosures: Not Applicable

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sajankumar Bajaj, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 9 of the Notice

The Board of Directors recommends the resolution as set out of Item no.9 of the Notice for the approval of the shareholders.

Item No. 10:

The members of the Company at Extra- Ordinary General Meeting of the Company held on 18th January, 2016, had approved the appointment of Mr. Rupesh Nikam, as Whole Time Director & Chief Financial Officer of the Company and the terms of remuneration payable to him for a period of five years commencing from 18th January, 2016.

The members had inter alia approved, salary in the scale of Rs.1,00,000/- to Rs. 2,00,000/- per month with the authority to the Board to fix the salary within the said scale from time to time. Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 30th May, 2017 decided to revise the salary scale applicable to Mr. Rupesh Nikam from the existing Rs. 1,00,000/- to Rs. 2,00,000 per month to Rs.1,00,000/- to Rs. 3,00,000/-per month w.e.f. 1st April, 2017. The details of remuneration payable to Mr. Rupesh Nikam and the terms and conditions of the revision in remuneration is given below:

a) Basic Salary

In the scale of Rs. Rs.1,00,000/-- to Rs.3,00,000/- per month w.e.f. 1st April, 2017.

b) Perquisites

In addition to the aforesaid salary the said appointee shall be entitled to the following perquisites:

Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Whole Time Director such perquisites and allowances will, however, be subject to a maximum of 40.00% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be not be included in the computation of perquisites for the purpose of Calculating the said ceiling.

c. Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

d. Minimum Remuneration:

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to Whole Time Director by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule V and Sec 197 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force.

This may be treated as an abstract of the terms of remuneration between the Company and Mr. Rupesh Nikam, under and pursuant to Section 197 of the Companies, Act, 2013. This explanatory statement may also be regarded as a disclosure under regulation of SEBI (Listing and Obligations Disclosure Requirement) Regulation, 2015.

Disclosures Pursuant to sub clause (j) under the proviso to sub paragraph (B) of Paragraph 1 under section II of Part II of Schedule V of the Companies Act, 2013:

Nature of Industry	The Company operates in the Bulks Drugs & Pharmaceuticals Intermediates.
Date or expected date of commencement of commercial production	Not applicable
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable

Financial Performance based on given indicators for the financial year ended 31/03/15, 31/03/16 & 31/03/2017	Amount in Lakhs (Rs.)			
	Particulars	31/03/2015	31/03/2016	31/03/2017
	Total Income	21837.63	22321.81	23304.57
	Expenses	20635.95	20971.92	21935.60
	Profit	751.21	820.03	782.47
	EPS	11.13	12.15	11.37
	Total Assets	18870.97	20902.22	20902.23
Accumulated Loss	NIL	NIL	NIL	
Export performance and net foreign exchange collaborations	The Company had foreign exchange outgo as under for the following financial years (Rs in Lakhs): 31/03/2017 31/03/2016 31/03/2015 6603.69 7129.02 6392.95			
Foreign Investment or Collaboration, if any	NA			

Information about Mr. Rupesh Nikam:

Background details	Mr. Rupesh Nikam is appointed as Whole Time Director & Chief Financial Officer of the company for the period of 5 years w.e.f from 18th January, 2016. Approval of revised Remuneration slab is now sought from the shareholders for the balance of his tenor. Further details are set out in the explanatory statement to item No 10 of the accompanying notice.
Gross Annual remuneration with last employer	None
Recognition or awards	None
Job Profile and his suitability	Mr. Rupesh Nikam, is a Chartered Accountant by professional and is contributing in the field of accountancy and finance since more than a decade. Presently he is serving as Whole Time Director- Finance in the Company and his scope of work includes all work relating to accounts and finance in the Company.
Remuneration Proposed	In the scale of Rs 1,00,000/- to Rs. 3,00,000/- per month, not exceeding Rs. 36,00,000/- per annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The company is the largest domestic manufacturer of Vitamin C and has a market share of more than 70%. It supplies Vitamin C to the customers spread across India. The proposed remuneration is comparable with the other companies of similar size and nature.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any	No pecuniary relationship apart from remuneration drawn from the Company. There is no relationship with any Management of the Company.

Other information:

Reasons of loss or inadequate profits	Primarily due to the general Economy slowdown of the country at large and increase in depreciation on account of Capitalization of Capital Work in Progress during the year.
Steps taken or proposed to be taken for improvement	The Company will try to bring down the financial cost and introduce new products which will contribute to the profitability in the years to come.
Expected increase in Productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in upcoming financial years.



Disclosures: Not Applicable

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, is/are concerned or interested in the Resolution mentioned at Item No. 10 of the Notice.

The Board of Directors recommends the resolution as set out of Item no.10 of the Notice for the approval of the shareholders..

For and on Behalf of Board of Directors

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

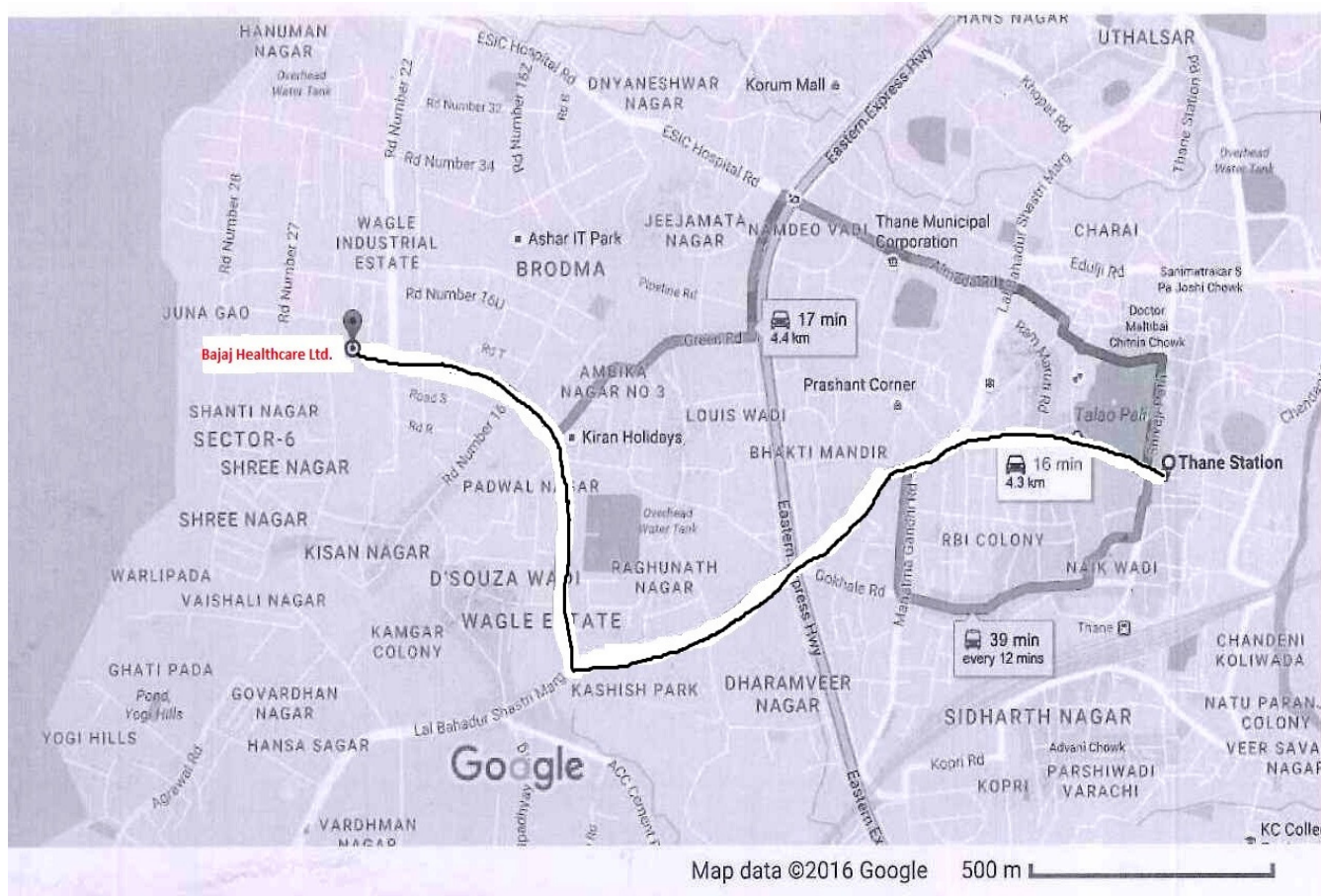
Registered office: 602-606, Bhoomi Velocity Infotech Park,
Plot No. B-39, B-39A, B-39 A/1, Rd No.23,
Wagle Ind. Estate Thane (West), Thane -400604.

Date: 23rd August, 2017

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 Bahudur 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.

Name	Mr. Dhananjay Hatle
Nationality	India
Date of Birth	25/03/1971
Age	46 yrs
Brief Resume & Qualification	Mr. Dhananjay Sabaji Hatle, aged 46 years, is the Whole-Time Director of our Company. He is Art Graduate in the year 1994 from University of Mumbai. Working with the Company since last 2 decades earned experience in sales & Marketing.
Date of Appointment / Re-appointment	28th May, 2015
Directorship held in other Listed Entities	1. Bajaj Health and Nutritions Private Limited 2. Bansal Pharma Limited 3. Bajaj Sindhudurg Rice Mills Limited. 4. Bajaj Coldchain Limited. 5. Bajaj Mega Food Park Limited 6. Bajaj Agro Food India Limited
Membership / Chairmanship of Committees	NIL
Number of shares held in the Company	6000 Equity Shares
Disclosure of relationship	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 24th ANNUAL GENERAL MEETING of the Company held on Friday, 29th September, 2017 at 04:00 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.

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.

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]

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

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 24th Annual General Meeting of the Company, to be held on the 29th Day of September, 2017 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)
	ORDINARY BUSINESS :				
1	Receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 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	Appoint a Director in place of Mr. Dhananjay Hatle (DIN 00226390) who retires by rotation and is eligible for re-appointment.	Ordinary			
3	Ratification of appointment of Paresh Rakesh & Associates, Chartered Accountants, Mumbai as Statutory Auditors and to fix their remuneration.	Ordinary			
	SPECIAL BUSINESS :				
4	Ratification the remuneration of the Cost Auditors for the financial year ending March 31, 2018.	Ordinary			
5	Authorising Company to charge for service of documents to members of the Company.	Ordinary			

SPECIAL BUSINESS					
6	Revision in terms of remuneration of Mr. Sajankumar Bajaj (DIN:00225950) Chairman & Managing Director.	Special			
7	Revision in terms of remuneration of Mr. Anil Jain (DIN:00226137) Managing Director of the Company.	Special			
8	Revision in terms of remuneration of Mr. Dhananjay Hatle (DIN: 00226390) Whole Time Director of the Company.	Special			
9	Revision in terms of remuneration of Ms. Namrata Bajaj (DIN: 05327071) Whole Time Director of the Company.	Special			
10	Revision in terms of remuneration of Mr. Rupesh Nikam (DIN: 07007815) Whole Time Director & Chief Financial Officer.	Special			

Affix Revenue Stamp of Rs. 1

Signed thisday of 2017

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-39, 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 Fourth Annual General 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]

Name of the Company : BAJAJ HEALTHCARE LIMITED
Registered Office : 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.
CIN : 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)
	ORDINARY BUSINESS				
1	Receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 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	Appoint a Director in place of Mr. Dhananjay Hatle (DIN: 00226390) who retires by rotation and is eligible for re-appointment.	Ordinary			
3	Ratification of appointment of Paresh Rakesh & Associates, Chartered Accountants, Mumbai as Statutory Auditors and to fix their remuneration.	Ordinary			
	SPECIAL BUSINESS				
4	Ratification the remuneration of the Cost Auditors for the financial year ending March 31, 2018	Ordinary			
5	Authorising Company to charge for service of documents to members of the Company.	Ordinary			

6	Revision in terms of remuneration of Mr. Sajankumar Bajaj (DIN:00225950) Chairman & Managing Director.	Special			
7	Revision in terms of remuneration of Mr. Anil jain (DIN:00226137) Managing Director of the Company.	Special			
8	Revision in terms of remuneration of Mr. Dhananjay Hatle (DIN: 00226390) Whole Time Director of the Company.	Special			
9	Revision in terms of remuneration of Ms. Namrata Bajaj (DIN: 05327071) Whole Time Director of the Company.	Special			
10	Revision in terms of remuneration of Mr. Rupesh Nikam (DIN: 07007815) Whole Time Director & Chief Financial Officer.	Special			

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: : _____