



Date: 07/09/2019

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

Dear Sir/Madam,

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

Sub: Notice of Annual general Meeting – Intimation under Regulation 30 of the Securities and Exchange of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The exchange are hereby intimated with respect to the details pursuant to Regulation 30 read with SEBI circular CIR/CFD/CMD/4/2015 dated 09th September 2015 as mentioned below:

1. Date of AGM : Monday, September 30, 2019
2. Time : 04.00 PM
3. Venue : 602–606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39 A/1,
Road No.23, Wagle Ind. Estate Thane (West), Thane 400604.
4. Items proposed to be transacted, resolutions to be passed, manner of approval proposed, etc;

Sr. No.	Items (Description)	Resolution to be passed	Manner of approval
1	Consider and adopt the audited Balance Sheet as at 31 st March, 2019 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 Resolution	Voting through Electronic means and polling at AGM.
2	Appoint a Director in place of Ms. Namrata Bajaj (DIN: 05327071) who retires by rotation and is eligible for reappointment.	Ordinary Resolution	Voting through Electronic means and polling at AGM.
3	Ratification of appointment of Paresh Rakesh & Associates, Chartered Accountants, Mumbai as Statutory Auditors and to fix their remuneration.	Ordinary Resolution	Voting through Electronic means and polling at AGM.
4	Ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2020.	Ordinary Resolution	Voting through Electronic means and polling at AGM.
5	Appointment of Shri Avinash Dalal as an Independent Director	Ordinary Resolution	Voting through Electronic means and polling at AGM.

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



6	Appointment of Shri Loukik Tipnis as an Independent Director	Ordinary Resolution	Voting through Electronic means and polling at AGM.
---	--	---------------------	---

The Notice of AGM is enclosed herewith.

This is for your information and record. Request you to take note of same.

Thanking you,

Yours faithfully,

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

Aakash Keshari
Company Secretary

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Bajaj Healthcare Limited will be held on Monday, 30th September, 2019 at 4.00 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 businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 and the Profit & Loss Account for the year ended on 31st March, 2019 along with the schedules thereon and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Namrata Bajaj (DIN 05327071), who retires by rotation and being eligible, offers herself 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 the following resolution 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, (including any statutory modification (s) or re-enactment thereof, for the time being in force), the appointment of M/s. Paresh Rakesh & Associates, Chartered Accountants (Firm Reg. No. 119728W) Mumbai, as Auditors of the Company be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting of the Company, and the Board (which expression shall be deemed to include any Committee thereof), be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2020, as recommended by the Audit Committee.”

“RESOLVED FURTHER THAT 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, 2020 and in this regard to consider and if thought fit, to pass, 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), remuneration of Rs.2,10,000/-/- (Rupees Two lakh Ten Thousand Only) plus taxes as applicable and reimbursement of actual expenses, to be paid to N. Ritesh and Associates, Cost Accountants, Mumbai, who are appointed by the Board of Directors of the Company (the ‘Board’) as Cost Auditors of the Company, for the financial year 2019-2020, , be and is hereby ratified and approved”.

“RESOLVED FURTHER THAT, the Board (which expression shall be deemed to include any Committee thereof), be and is 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 appoint Shri Avinash Dalal (DIN: 03574325) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Avinash Dalal (DIN: 03574325), who was appointed by the Board of Directors as an Additional Independent Director w.e.f. April 22, 2019, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from 30th September, 2019 upto 30th September, 2024.”



6. To appoint Shri Loukik Tipnis (DIN: 08188583) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Loukik Tipnis (DIN: 08188583), who was appointed by the Board of Directors as an Additional Independent Director w.e.f. April 22, 2019, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from 30th September, 2019 upto 30th September, 2024.”

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: 14th August, 2019.

Place: Thane.

NOTES:

- 1) A statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") relating to Special Businesses to be transacted at the Meeting is annexed hereto and forms part of this Notice.
- 2) 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 this notice.

3) Voting & Proxy:

- a. 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.
- b. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company Carrying Voting Rights. 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.
- c. 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.. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/authority letter/power of attorney, as applicable, issued by the member organization.
- d. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified true copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- e. Members and Proxies are requested to bring their copies of Annual Report for reference along with the enclosed Attendance Slip, duly filled in for handing over at the venue of the meeting.
- f. 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.

4) Closure of Books:

The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2019 to 30th September, 2019 (both days inclusive) for Annual General Meeting.

5) Inspection:

- a) Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company atleast seven days before the date of the Meeting to enable the Company to keep the information ready at the meeting.
- b) 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.
- c) All the 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 Meeting.

6) Green Initiative:

- a) The Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 allows paperless compliances and permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the said purpose. The Members can now receive various notices and documents including Annual Reports through electronic mode.

- b) Members who have not registered their e-mail address are encouraged to participate in this green initiative by registering their e-mail id for e-communication. Even after registering for e-communication, Member(s) are entitled to receive communication(s) including Annual Report in physical form, free of cost, on receipt of written request for the same on investors@bajajhealth.com.
- c) In case of any change in e-mail ID already registered by the Company, members are requested to immediately notify such change to the Registrar and Transfer Agent of the Company in respect of shares held in physical form and to their respective DP in respect of Shares held in electronic form.

7) Nomination:

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.

8) Demat :-

Members holding shares in physical form are requested to consider converting their holding to dematerialized form. Members can contact the Company or RTA for assistance in this regard.

9) AGM Route:

The Route Map to the venue of the meeting is also annexed with the Notice for the convenience of the members.

10) Updation of Records:

- a) 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 C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400 083, Email- support@sharexindia.com.
- b) 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.
- c) 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.
- d) 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) E-voting:

- a. 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 2018 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 2019 and this Notice of 26th 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.

- b. 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.
- c. 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 Friday, 27th September, 2019 at 10.00 am and ends on Sunday, 29th September, 2019 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 Monday, 23rd September, 2019 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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*)	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the First two characters of the name in CAPITAL letters. <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, Apple and Windows phone. 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

In case of members receiving the physical copy:

- a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- b) The voting period begins on Friday 27th September, 2019 and ends on Sunday, 29th September, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date



Monday, 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

12) Voting at AGM:

- a) The Chairman shall, at the end of discussion in AGM 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
- b) 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 cast through remote e-voting facility shall prevail and voting at the Meeting will be treated invalid.
- c) 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, Monday, 23rd September, 2019.

13) Scrutinizer:

- a) Mr. Haresh Sanghvi, Practicing Company Secretary (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.
- b) The Scrutinizer shall, immediately 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.
- c) 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 26th 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: 14th August, 2019

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 appointment of N. Ritesh and Associates, Cost Accountants, Mumbai to conduct the Audit of the Cost records of the company for the financial year ending 31st March, 2020 at a remuneration of Rs.2,10,000/-/- (Rupees Two lakh Ten Thousand Only) plus taxes as applicable and reimbursement of actual expenses.

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 and approved by the shareholders of the Company.

Therefore, consent of the members of the Company is being sought by way of an ordinary resolution for ratification of the remuneration payable to the Cost Auditors . 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 this resolution.

Item No.5 & 6:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on April 22, 2019, have appointed Shri Avinash Dalal and Shri Loukik Tipnis as Additional Independent Directors of the Company, in accordance with the provisions of Section 161 of the Companies Act, 2013, to hold office upto the date of the ensuing Annual General Meeting of the Company..

The Company has received a declaration from Shri Avinash Dalal and Shri Loukik Tipnis that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")..

Shri Avinash Dalal and Shri Loukik Tipnis are not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given their consent to act as Director.

Shri Avinash Dalal and Shri Loukik Tipnis possesses appropriate skills, experience and knowledge, inter alia, in the field of finance and law respectively.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Avinash Dalal and Shri Loukik Tipnis for the office of Independent Directors of the Company.

In the opinion of the Board, Shri Avinash Dalal and Shri Loukik Tipnis fulfills the conditions for their appointment as Independent Directors as specified in the Act and SEBI (LODR) Regulation, 2015. Shri Avinash Dalal and Shri Loukik Tipnis are independent of the management. Keeping in view their expertise and knowledge, it will be in the interest of the Company that Shri Avinash Dalal and Shri Loukik Tipnis are appointed as Independent Directors .

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting.

Brief resume of Shri Avinash Dalal and Shri Loukik Tipnis, nature of their expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated to the provisions of (i) SEBI (Listing Observations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, is provided in the "Annexure" to the Notice. .



Save and except Shri Avinash Dalal and Shri Loukik Tipnis and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 & 6 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 5 & 6 of the Notice for approval by 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.

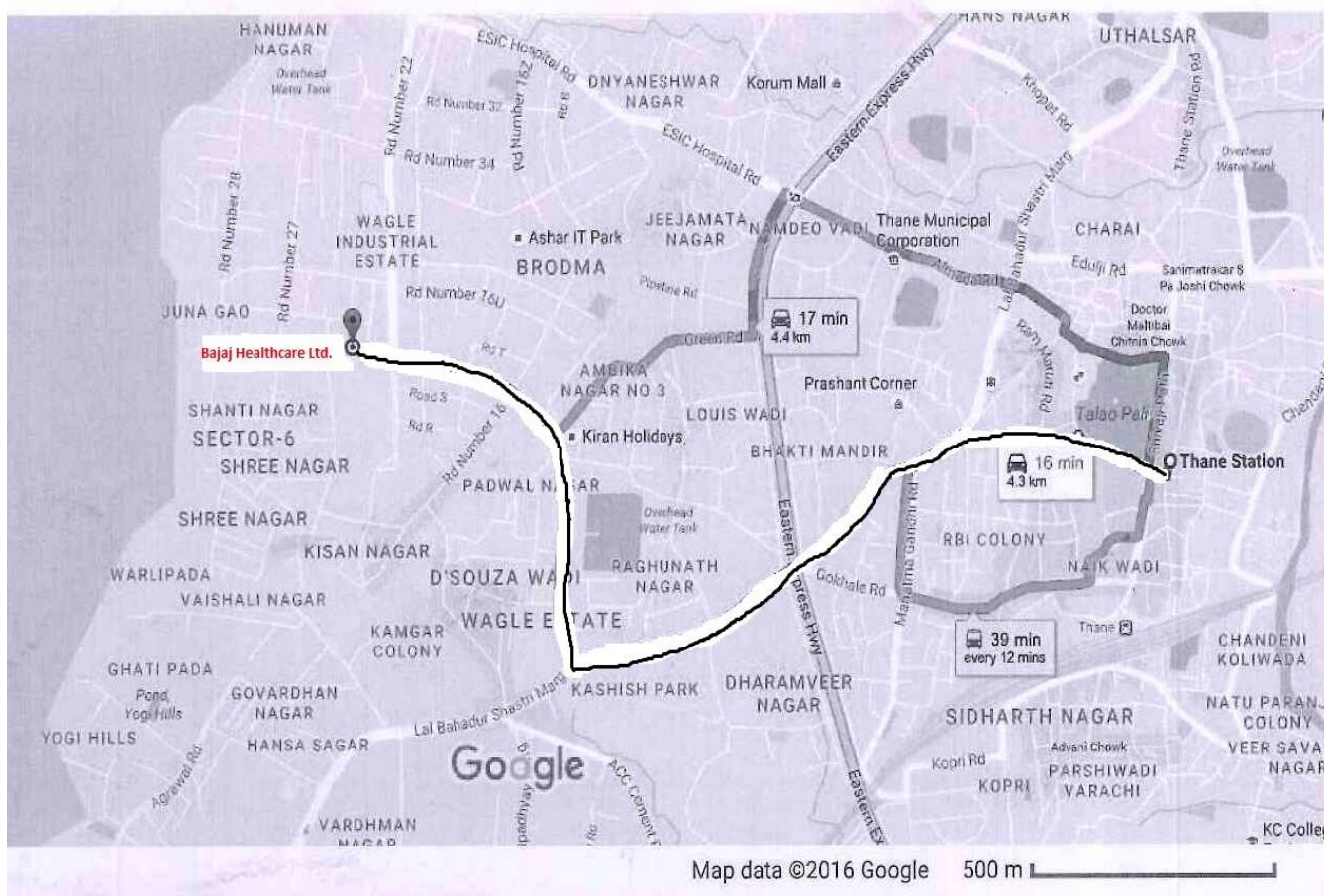
Date: 14th August, 2019.
Place: Thane.

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 read with Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Name	Ms. Namrata Bajaj	Mr. Avinash Dalal	Mr. Loukik Tipnis
Nationality	India	India	India
Date of Birth	07/07/1985	14/04/1946	12/12/1986
Age	33 Years	63 Years	33 Years
Brief Resume & Qualification	Ms. Namrata Bajaj, aged 33 years, is the Whole Time Director of our Company. She completed Bachelor of Business Administration from Indian Institution of Planning and Management, Mumbai. She is working with the Company since last 8 years and handling the business of “Bajaj Medicare” a division of Bajaj Healthcare Limited earned experience in sales & Marketing.	Mr. Avinash Dalal, aged 63 year, is Non-Executive Independent Director of our Company. He has completed Diploma in Business Management (DBM). He is a founder of All India Micro Small Medium Enterprises and also member of various association such as Association of Small & Medium Chemical Manufacturers, Federation of Association of Maharashtra (FAM- Maharashtra) Maharashtra Chamber of Commerce, Industry and agriculture (MCCIA), etc. He was also a director in Dena Bank from the year 2000 to 2003 as representative of Shareholders.	Mr. Loukik Tipnis, aged about 33 year, is Non-Executive Independent Director of our Company. He has graduated in law from Mumbai University and practicing as Advocate. He has knowledge and experience in legal also in accounting. He is an Independent Director of Sky Gold Limited and a member of various committee in Sky Gold Limited.
Date of Appointment / Re-appointment	11/01/2013	22/04/2019	22/04/2019
Directorship held in other Entities	1. Bajaj Sindhudurg Rice Mills Limited. 2. Bajaj Coldchain Limited. 3. Bajaj Mega Food Park Limited 4. Bajaj Agro Food India Limited 5. Bajaj Healthcare Social Foundation	1. Make-Fine Chemicals And Engineering LLP. 2. Britacel Silicones Limited.	1. Sky Gold Limited
Membership / Chairmanship of other Public Companies	NIL	NIL	1
Number of shares held in the Company	808000	NIL	NIL
Disclosure of relationship	Daughter of Mr. Sajankumar Bajaj	N.A.	N.A.

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.



Landmark: Road No. 23, Wagle Industrial Estate, Above ICICI Bank

Distance from Thane Station: 16 min (4.3 km) via Lal Bahadur Shastri Marg and Barve Road.

This page intentionally left blank

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 26th ANNUAL GENERAL MEETING of the Company held on Monday, 30th September, 2019 at 04:00 p.m. at 602-606, Bhoomi Velocity Infotech Park, Plot No.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.

This page intentionally left blank

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 26th Annual General Meeting of the Company, to be held on the 30th Day of September, 2019 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	Consider and adopt the audited Balance Sheet as at 31st March, 2019 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 Ms. Namrata Bajaj (DIN: 05327071) 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 :				
5	Ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2020.	Ordinary			
5	Appointment of Shri Avinash Dalal as an Independent Director	Ordinary			
6	Appointment of Shri Loukik Tipnis as an Independent Director	Ordinary			

Affix
Revenue
Stamp of
Rs 1

Signed thisday of 2019

Signature of shareholder.....

Signature of Proxy holder(s) _____

(first proxy holder) (second proxy holder) (third proxy holder)

NOTES:

- 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-39A, 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.
- A proxy need not be a Member of the Company.
- For the Resolutions, Statement setting out material facts concerning items of special business, please refer to the Notice convening the Twenty Sixth Annual General Meeting.

This page intentionally left blank

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	Consider and adopt the audited Balance Sheet as at 31st March, 2019 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 Ms. Namrata Bajaj (DIN: 05327071) 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 of remuneration of the Cost Auditors for the financial year ending March 31, 2020.	Ordinary			
5	Appointment of Shri Avinash Dalal as an Independent Director	Ordinary			
6	Appointment of Shri Loukik Tipnis as an Independent Director	Ordinary			

Place :
Date :

Signature of the Member

This page intentionally left blank

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: : _____

This page intentionally left blank