

**Date: 06/10/2020**

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 09<sup>th</sup> September 2015 as mentioned below:

1. Date of AGM : Friday, October 30, 2020
2. Time : 01.00 PM
3. Venue : VC/OACM.
4. Items proposed to be transacted, resolutions to be passed, manner of approval proposed, as per attached notice.

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**

**Encl: Notice of 27<sup>th</sup> Annual General Meeting**

# Notice of Annual General Meeting

NOTICE is hereby given that the 27<sup>th</sup> (Twenty Seventh) Annual General Meeting of the Members of **Bajaj Healthcare Limited** will be held on Friday, 30<sup>th</sup> October, 2020 at 01.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

## Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2020 together with 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 appoint Statutory Auditors and 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Chaturvedi & Agarwal, Chartered Accountants (Firm Registration No. 101717W) be and is hereby appointed as the Statutory Auditors of the Company in the place of retiring auditors M/s. Paresh Rakesh & Associates, Chartered Accountants (Firm Registration No. 119728W) to hold office from the conclusion of this 27<sup>th</sup> Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2025 at a remuneration, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

**"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 31<sup>st</sup> March, 2021 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 ₹ 2,50,000/- (Rupees Two lakh Fifty 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 2020-2021, be and is hereby ratified and approved".

**"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."

5. To appoint Mr. Luke Fernandez (DIN: 08188583) as an Independent Director of the Company 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), Mr. Luke Fernandez (DIN: 08188583), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director w.e.f. 30<sup>th</sup> June, 2020, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who has submitted a declaration of meeting with criteria for independence as provided under Section 149(6) of the Act along with rules framed thereunder and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 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 30<sup>th</sup> June, 2020 upto 29<sup>th</sup> June, 2025, whose office shall not be liable to retire by rotation."

**"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. To appoint Mrs. Kejal Shah (DIN: 08608399) as an Independent Director of the Company 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), Mrs. Kejal Shah (DIN: 08608399), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director w.e.f. 30<sup>th</sup> June, 2020, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who has submitted a declaration of meeting with criteria for independence as provided under Section 149(6) of the Act along with rules framed thereunder and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 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 her 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 30<sup>th</sup> June, 2020 upto 29<sup>th</sup> June, 2025, whose office shall not be liable to retire by rotation.”

**“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.”

7. To appoint Mr. Pakshal Jain (DIN: 08776385) as Whole Time Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT,** pursuant to the provisions of Sections 149, 152, 196, 197 read with schedule V, the rules made there under and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Pakshal Jain (DIN: 08776385), who was appointed by the Board of Directors as an Additional Director w.e.f. 30<sup>th</sup> June, 2020, 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 Whole Time Director of the Company for a period of 3 (Three) years with effect from 30<sup>th</sup> June, 2020 to 29<sup>th</sup> June, 2023, on the terms and conditions including remuneration as set out in the Explanatory 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) which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Pakshal Jain.”

**“RESOLVED FURTHER THAT,** the remuneration payable to Mr. Pakshal Jain, shall not exceed the overall ceiling of the

total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

**“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.”

8. To re- appoint Mr. Hemant Karnik (DIN: 07377151) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT,** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee, Mr. Hemant Karnik (DIN: 07377151), who holds office of Independent Director up to 7<sup>th</sup> January, 2021 and who has submitted a declaration of meeting with the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Hemant Karnik (DIN: 07377151) candidature for the office of Director, be and is hereby re-appointed as Non Executive Independent Director of the Company, for a second term of five consecutive years commencing from 8<sup>th</sup> January 2021 upto 7<sup>th</sup> January , 2026 and whose office shall not liable to retire by rotation.”

**“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.”

9. To re- appoint Mr. Ram Banarse (DIN: 07405486) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT,** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee Mr. Ram Banarse (DIN: 07405486), who holds office of Independent Director up to 13<sup>th</sup> January, 2021 and who has submitted a declaration of meeting with the criteria for independence as provided under Section

149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Shri Ram Banarse (DIN: 07405486) candidature for the office of Director, be and is hereby re-appointed as Non Executive Independent Director of the Company, for a second term of five consecutive years commencing from 14<sup>th</sup> January 2021 upto 13<sup>th</sup> January, 2026 and whose office shall not liable to retire by rotation..”

**“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.”

10. To continue directorship of Mr. Avinash Dalal (DIN 03574325) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), approval of the Members of the Company be and is hereby granted to Mr. Avinash Dalal (DIN 03574325), who will attain the age of seventy five (75) years on 15<sup>th</sup> April, 2021, to continue to be a Non-Executive Independent Director of the Company up to 21<sup>st</sup> April, 2024, being the date of expiry of his current term of office.”

**“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.”

11. To consider and, if thought fit, to pass the following Resolution under Section 180(1) (c) of the Companies Act, 2013, as a Special Resolution:

**“RESOLVED THAT,** in supersession of resolution passed by the shareholders in their Annual General Meeting held on 30<sup>th</sup> September, 2014, and pursuant to Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 (herein after referred to as the “Act”) or any statutory modification or reenactment thereof and Rules made there under for the time being in force and as may be amended from time to time and Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors or Committee thereof (the “Board”) to borrow moneys, from time to time, as it may deem think fit by way of loan , whether as rupee loans, foreign currency loans and/or any other financial facilities including non-fund based facilities or issue of any debt securities including without limitations Bonds, debentures, and/ or other instruments whether convertible into equity/preference

shares or not and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity /preference shares or in any other form from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, non-resident Indians, Foreign Institutional Investors or other Bodies Corporate or any other persons whether shareholders or not or from any other source, located in India or abroad, whether unsecured or secured, and on such terms and conditions as may be considered suitable by the Board of Directors any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 500 crores (Rupees Five Hundred Crores Only).”

**“RESOLVED FURTHER THAT,** the Borrowing already availed by the Board within the limit of ₹ 500 crores and all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect.”

**“RESOLVED FURTHER THAT,** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of such borrowings, finalize and execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these power to Committee of the Company or any other person.”

12. To consider and, if thought fit, to pass the following Resolution under Section 180 (1) (a) of the Companies Act, 2013, as a Special Resolution:

**“RESOLVED THAT,** in supersession of resolution passed by the shareholders in their Annual General Meeting held on 30<sup>th</sup> September, 2014, and pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (herein after referred to as the “Act”) or any statutory modification or reenactment thereof and Rules made there under for the time being in force and as may be amended from time to time and Articles of Association of the Company , consent of the Company be and is hereby accorded to the Board of Directors or Committee thereof (the “Board”) to sell, lease or transfer and/or otherwise dispose of the whole or substantially the whole of the undertaking of the company and or to create charge either by way of mortgage / hypothecation / pledge in any form or manner on the properties and assets of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities

borrowed by the Company from time to time including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non- fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time, together with interest, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings."

**"RESOLVED FURTHER THAT**, the charge already created by the Company on its assets to secure loans already availed, be and are hereby approved, ratified and confirmed."

**"RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of security, finalize and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to committee of the Company or any other person."

13. To re-appoint Mr. Sajankumar Bajaj (DIN 00225950) as Chairman & Managing Director and in this regard to consider and if thought fit, to pass, the following resolution as an Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and approval of the Board at its meeting held on 30<sup>th</sup> June, 2020, Mr. Sajankumar Bajaj (DIN 00225950), be and is hereby reappointed as Chairman & Managing Director of the Company, for a period of 3 (Three) years with effect from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023, on the terms and conditions including remuneration as set out in the Explanatory 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 re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Sajankumar Bajaj."

**"RESOLVED FURTHER THAT**, the remuneration payable to Mr. Sajankumar Bajaj , shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**"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."

14. To re-appoint Mr. Anil Jain (DIN 00226137) as Managing Director and in this regard to consider and if thought fit, to pass, the following resolution as an Special Resolution:

**"RESOLVED THAT**, Pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and approval of the Board at its meeting held on 30<sup>th</sup> June, 2020, Mr. Anil Jain (DIN 00226137), be and is hereby re-appointed as Managing Director of the Company, for a period of 3 (Three) years with effect from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023, on the terms and conditions including remuneration as set out in the Explanatory 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 re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Anil Jain."

**"RESOLVED FURTHER THAT**, the remuneration payable to Mr. Anil Jain, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

**"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."

15. To re-appoint Mr. Dhananjay Hatle (DIN 00226390) as Whole Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT**, Pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and approval of the Board at its meeting held on 30<sup>th</sup> June, 2020, Mr. Dhananjay Hatle (DIN 00226390) be and is hereby re-appointed as Whole Time Director of the Company, for a period of 3 (Three) years with effect from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023, on the terms and conditions including remuneration as set out in the Explanatory 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 re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Dhananjay Hatle."

**"RESOLVED FURTHER THAT,** the remuneration payable to Mr. Dhananjay Hatle, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

**"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."

16. To re-appoint Ms. Namrata Bajaj (DIN 05327071) as Whole Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

**"RESOLVED THAT,** Pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and approval of the Board at its meeting held on 30<sup>th</sup> June, 2020, Ms. Namrata Bajaj (DIN 05327071) be and is hereby re-appointed as Whole Time Director of the Company, for a period of 3 (Three) years with effect from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023, on the terms and conditions including remuneration as set out in the Explanatory 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 re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Ms. Namrata Bajaj."

**"RESOLVED FURTHER THAT,** the remuneration payable to Ms. Namrata Bajaj, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

**"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."

17. To re-appoint Mr. Rupesh Nikam (DIN 07007815) as Whole Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

**"RESOLVED THAT,** Pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and approval of the Board at its meeting held on 30<sup>th</sup> June, 2020, Mr. Rupesh Nikam (DIN 07007815) be and is hereby re-appointed as Whole Time Director of the Company, for a period of 3 (Three) years with effect from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023, on the terms and conditions including remuneration as set out in the Explanatory 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 re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rupesh Nikam."

**"RESOLVED FURTHER THAT,** the remuneration payable to Mr. Rupesh Nikam, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

**"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."

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: 14/09/2020

Place: Thane

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD1/CIR /P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 27<sup>th</sup> (Thirty Second) AGM of the Company is being conducted through Video Conference (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue. In terms with the Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the venue of the the 27th (Twenty Seventh) AGM shall be deemed to be the Registered Office of the Company situated 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 MH 400604.
2. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 27<sup>th</sup> (Twenty Seventh) AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization can be sent to the Company at investors@bajajhealth.com.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books will remain closed from Friday, 23<sup>rd</sup> October, 2020 to Friday, 30<sup>th</sup> October, 2020 (both days inclusive) for the purpose of the AGM.
7. 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.
8. The details required under Regulation 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Directors / persons proposed to be appointed / re-appointed at this AGM form a part of this Notice.
9. The Company's Registrar and Share Transfer Agents for its Share Registry Work are Link Intime India Private Limited, having their office at C-101, 247 Park, L.B.S. Marg, Vikhroli West Mumbai Mumbai City MH 400083.

**DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs:**

10. In compliance with MCA Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and SEBI Circular No. SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and owing to the difficulties involved in dispatching of physical copies of the Financial Statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as "Annual Report"), the Annual Report for Financial Year 2019-20 and Notice of AGM are being sent in electronic mode to Members whose e-mail address(es) are registered with the Company or the Depository Participant(s) and no physical copies will be dispatched to the Members.
11. Green Initiative:
  - a. To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically..
  - b. 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.
12. Nomination:
  - a. 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.
13. Submission of PAN:

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number

(PAN) by every participant in securities market. Members holding shares in electronic form, who have not updated their PAN with the Company are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company or directly to the Company.

Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:-

- a) Transferees and Transferors PAN Cards for transfer of shares
  - b) Legal Heirs'/Nominees' PAN Card for transmission of shares
  - c) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
  - d) Joint Holders' PAN Cards for transposition of shares.
14. Share Transfer permitted only in Demat:  
As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to consider dematerialization of shares held by them in physical form.
15. 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 / Link Intime India Private Limited C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400 083, Email-investors@bajajhealth.com/rnt.helpdesk@linkintime.co.in.
  - 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.
16. Voting:  
All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained

by the Depositories as on the cut-off date, i.e. 23<sup>rd</sup> October, 2020 only shall be entitled to vote at the AGM by availing the facility of remote e-voting or by voting at the AGM.

#### **I) INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM**

- a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by Shareholders using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- b. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- c. Mr. Haresh Sanghvi, Practicing Company Secretary (Membership no. 2259; FCS 3675) is appointed as the Scrutinizers to scrutinize the remote e-voting process as well as the e-voting process to be conducted at the AGM, in a fair and transparent manner.
- d. The Scrutinizer, after scrutinizing the e-voting completed at the Meeting and through remote e-voting will not later than 48 (Forty- Eight) hours of conclusion of the Meeting, make the Scrutinizer's Report and submit the same to the Chairman or a person duly authorised by the Chairman. The Results shall be declared within 48 (Forty-Eight) hours after the conclusion of the AGM.
- e. The Results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company, viz., www.bajajhealth.com immediately after the Results are declared and will simultaneously be communicated to CDSL, viz., www.evotingindia.com and the Stock Exchanges, viz., BSE Limited, where the Equity Shares of the Company are listed.
- f. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., Friday, 23<sup>rd</sup> October, 2020 may obtain the login details in the manner as mentioned below.

The Instruction for Members for voting electronically is as under:

- (i) The voting period begins on Tuesday, 27<sup>th</sup> October, 2020 at 10.00 am and ends on Thursday, 29<sup>th</sup> October, 2020 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, 23<sup>rd</sup> October, 2020 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" module.
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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)  Shareholders who have not updated their PAN with the <ul style="list-style-type: none"> <li>• Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (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](http://www.evotingindia.com) and register themselves as Corporates modules.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@bajajhealth.com](mailto:investors@bajajhealth.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## II) INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY DURING THE AGM ARE AS UNDER:

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- c. If any Votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC/ OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.
- d. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

## III) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

- a. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.
- b. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders / Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder / Members login where the EVSN of Company will be displayed. Click on live streaming appearing beside the EVSN.
- c. The Shareholders can join the AGM in the VC/OAVM mode 30 (thirty) minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the Shareholders on first come first served basis.
- d. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

### Suggested System requirements for best VC experience:

Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more  
Microphone and speakers – built-in or USB plug-in or wireless Bluetooth

Browser: Google Chrome : Version 72 or latest  
Mozilla Firefox: Version 72 or latest  
Microsoft Edge Chromium: Version 72 or latest  
Safari: Version 11 or latest  
Internet explorer: Not Supported

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches

- e. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice can be obtained for inspection by writing to the Company at its email ID [investors@bajajhealth.com](mailto:investors@bajajhealth.com) till the date of the AGM.
- f. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to [investors@bajajhealth.com](mailto:investors@bajajhealth.com) from Tuesday, 20<sup>th</sup> October, 2020 (9:00 a.m. IST) to Friday, 23<sup>rd</sup> October, 2020 (5:00 p.m. IST). Other Shareholders may send in their queries at least a week in advance to the Company at [investors@bajajhealth.com](mailto:investors@bajajhealth.com) to facilitate clarifications during the Meeting.
- g. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the Meeting.
- h. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- i. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
- j. As the AGM shall be conducted through VC / OAVM, the Route Map is not annexed to this Notice.
- k. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on Wednesday, 30<sup>th</sup> October, 2020, subject to receipt of the requisite number of votes in favour of the Resolutions.

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: 14/09/2020

Place: Thane

## ANNEXURE TO NOTICE

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

#### Item No. 3:

As per the provisions of Section 139 of the Companies Act, 2013, a Company cannot appoint an audit firm as statutory auditors for more than two terms of five consecutive years. At the Annual General Meeting held on September 30, 2015, M/s. Paresh Rakesh & Associates, Chartered Accountants (Firm Registration No. 119728W), Statutory Auditors of the Company, were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2020.

M/s. Paresh Rakesh & Associates are completing their term as statutory auditors in the Company at the ensuing Annual General Meeting.

In view of above, and based on recommendation of Audit Committee, the Board of Directors has, at its meeting held on September 14, 2020, proposed the appointment of M/s. Chaturvedi & Agarwal, Chartered Accountants (Firm Registration No. 101717W), statutory auditor for a period of five years to hold office from the conclusion of this AGM till the conclusion AGM of the Company to be held in the year 2025, subject to approval of members of the Company. Accordingly, the Board commends the resolution as set out of Item no. 3 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.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 31<sup>st</sup> March, 2021 at a remuneration of ₹ 2,50,000/- (Rupees Two lakh Fifty 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 30<sup>th</sup> June, 2020, have appointed

Mr. Luke Fernandez (DIN 01110174) and Mrs. Kejal Shah (DIN 08608399) as Additional Non Executive 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 Mr. Luke Fernandez and Mrs. Kejal Shah 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").

Mr. Luke Fernandez and Mrs. Kejal Shah 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. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Luke Fernandez and Mrs. Kejal Shah for the office of Independent Directors of the Company.

Mr. Luke Fernandez and Mrs. Kejal Shah possesses appropriate skills, experience and knowledge, inter alia, in the field of finance and law respectively. In the opinion of the Board, Mr. Luke Fernandez and Mrs. Kejal Shah fulfills the conditions for their appointment as Independent Directors as specified in the Act and SEBI (LODR) Regulation, 2015 and are independent of the management. Keeping in view their expertise and knowledge, it will be in the interest of the Company that Mr. Luke Fernandez and Mrs. Kejal Shah are appointed as Independent Directors. The Board recommends the Ordinary Resolution set out at Item No. 5 & 6 of the Notice for approval by the shareholders.

Brief resume of Mr. Luke Fernandez and Mrs. Kejal Shah, nature of their expertise in specific functional areas and names of companies in which they hold 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 Mr. Luke Fernandez and Mrs. Kejal Shah and their relatives, 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.

#### Item No.7:

The Board of Directors of the Company at its meeting held on 30<sup>th</sup> June, 2020 has appointed Mr. Pakshal Jain (DIN No: 08776385) on recommendation of Nomination and Remuneration Committee, as Additional Director who holds their office only upto this Annual General Meeting. Pursuant to the provisions of section 161(1) and other applicable provisions of the Companies Act, 2013 and Articles of Association, the Company has received a notice

from a shareholder proposing their candidature for the office of Director.

Mr. Pakshal Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Further, the Board appointed, subject to the approval of Members, Mr. Pakshal Jain as Whole-time Director of the Company, for a period of three years with effect from 30<sup>th</sup> June, 2020 to 29<sup>th</sup> June, 2023 on the terms and conditions as set out below:

1. **Period of Appointment:** Three Years with effect from 30<sup>th</sup> June, 2020.
2. **Basic Salary per Month:** In the scale of ₹ 50,000/- to ₹ 2,00,000/-

3. **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, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), 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 Director such perquisites and allowances will, however, be subject to a maximum of 40% 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.

4. **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.

5. **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 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.
6. **General:** The aforesaid appointment of the CMD may be terminated by either party by giving three months' prior notice of termination in writing to the other party.

The terms and conditions of the said appointments may be altered and varied from time to time by the Board, as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Act or any amendments made hereinafter in that regard.

Mr. Pakshal Jain, satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment. Brief Resume under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure-I to the Explanatory Statement. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Pakshal Jain as Whole Time Director of the Company w.e.f. 30<sup>th</sup> June, 2020 to 29<sup>th</sup> June, 2023.

It is proposed to seek Members' approval for the appointment of and remuneration payable to Mr. Pakshal Jain, as Whole-time Director, in terms of the applicable provisions of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Anil Jain and his relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

#### **Item No. 8:**

Mr. Hemant Karnik (DIN: 07377151) was appointed as an Independent Non-Executive Director of the Company by the members at the Extra Ordinary General Meeting of the Company held on of the Company held on 8<sup>th</sup> January, 2016 for a period of five (5) consecutive years commencing from 8<sup>th</sup> January, 2016 upto 7<sup>th</sup> January, 2021.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



Regulations, 2015, Mr. Hemant Karnik, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five (5) consecutive years from 8<sup>th</sup> January, 2021 upto 7<sup>th</sup> January, 2026.

In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Board has received declaration from Mr. Hemant Karnik and is also of opinion that he fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

Brief Resume in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting is provided in the Annexure-I to the Notice.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Hemant Karnik as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Hemant Karnik as an Independent Director for another term of five (5) consecutive years with effect from 8<sup>th</sup> January, 2021 upto 7<sup>th</sup> January, 2026 for the approval by the shareholders of the Company.

Except Mr. Hemant Karnik, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the accompanying Notice of the AGM. Mr. Hemant Karnik is not related to any Director of the Company.

#### Item No. 9

Mr. Ram Banarse (DIN: 07377151) was appointed as an Independent Non-Executive Director of the Company by the members at the Extra Ordinary General Meeting of the Company held on of the Company held on 14<sup>th</sup> January, 2016 for a period of five (5) consecutive years commencing from 14<sup>th</sup> January, 2016 upto 13<sup>th</sup> January, 2021.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ram Banarse, being eligible for re-appointment as an Independent Director and offering himself for

reappointment, is proposed to be re-appointed as an Independent Director for second term of five (5) consecutive years from 14<sup>th</sup> January, 2021 upto 13<sup>th</sup> January, 2026.

In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Board has received declaration from Mr. Ram Banarse and is also of opinion that he fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

Brief Resume in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting is provided in the Annexure-I to the Notice.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ram Banarse as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Ram Banarse as an Independent Director for another term of five (5) consecutive years with effect from 14<sup>th</sup> January, 2021 upto 23<sup>th</sup> January, 2026 for the approval by the shareholders of the Company.

Except Mr. Ram Banarse, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.9 of the accompanying Notice of the AGM. Mr. Ram Banarse is not related to any Director of the Company.

#### Item No. 10

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from 1<sup>st</sup> April, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

The Members of the Company, at their 26<sup>th</sup> (Twenty Sixth) Annual General Meeting held on 30<sup>th</sup> September, 2019, had granted approval for appointment of Mr. Avinash Dalal (DIN: 03574325), as Non-Executive, Independent Directors of the Company for a term of 5 (five) years, w.e.f. 22<sup>nd</sup> April, 2019 upto 21<sup>st</sup> August, 2024, not liable to retire by rotation. Mr. Avinash Dalal will be attaining 75 yrs of age as on 14<sup>th</sup> April, 2021 and accordingly, the continuing as Non-Executive Independent Directors with effect from 15<sup>th</sup> April, 2021 shall require approval of the Members by way of passing Special Resolution(s).

Except Mr. Avinash Dalal, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the



Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.10 of the accompanying Notice of the AGM. Mr. Avinash Dalal is not related to any Director of the Company.

#### Item No. 11

The existing borrowing limit for the Company was approved by the members in their General Meeting held on 30<sup>th</sup> September, 2014, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013. The current borrowing limit as approved by the shareholders is ₹ 300 crores.

Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from ₹ 300 crores to ₹ 500 crores. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

The Board recommends the special resolution at Item No. 11 for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.11 of the accompanying Notice of the AGM

#### Item No. 12

As explained in Item no. 11, consequent to increase in the borrowing limits of the Company it would be necessary to revise the approval for creation of charge on properties of the Company given by the members in their General Meeting held on 30<sup>th</sup> September, 2014, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

The Board had in its meeting held on 30<sup>th</sup> June, 2020, accorded consent to create security to secure borrowings up to ₹ 500 crores. Creation of security on the assets of the Company which may mean or include whole or substantially the whole of undertaking of the Company requires consent of shareholders. Accordingly, matter has been put forward for members' approval.

The Board recommends the special resolution at Item no. 12 for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.12 of the accompanying Notice of the AGM

#### Item No. 13

Mr. Sajankumar Bajaj, (DIN: 00225950) was appointed as Chairman & Managing Director (CMD) of the Company for a term of Five (5) years which expired on 31<sup>st</sup> March, 2020. Mr. Sajankumar Bajaj is associated with the Company since more than last two decades and looks after overall affairs of the Company. The terms of appointment & ceiling of remuneration are as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 30<sup>th</sup> June, 2020. Consent of the Members was sought for the re-appointment of Mr. Sajankumar Bajaj as a Chairman and Managing Director of the Company for

further period of 3 years w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023, on the terms and conditions as set out below:

- a. **Period of Appointment:** Three Years with effect from 01/04/2020
- b. **Basic Salary per Month:** In the scale of ₹ 4,00,000/- to ₹ 10,00,000/-
- c. **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, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), 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% 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.
- d. **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.
- e. **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 CMD 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.

- f. **General:** The aforesaid appointment of the CMD may be terminated by either party by giving three months' prior notice of termination in writing to the other party. If at any time Shri Sajankumar Bajaj ceases to be a Director of the Company, he shall cease to be the Chairman and Managing Director.

The terms and conditions of the said appointments may be altered and varied from time to time by the Board, as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Act or any amendments made hereinafter in that regard.

Mr. Sajankumar Bajaj satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure-I to the Explanatory Statement. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Sajankumar Bajaj as Chairman & Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023.

Except Ms. Namrata Bajaj, being a relative of Mr. Sajankumar Bajaj and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.13 of the accompanying Notice of the AGM.

#### Item No. 14

Mr. Anil Jain, (DIN:00226137) was appointed as Managing Director (MD) of the Company for a term of Five (5) years which expired on 31<sup>st</sup> March, 2020. Mr. Anil Jain is associated with the Company since more than last two decades and looks after manufacturing activities of the Company. The terms of appointment & ceiling of remuneration are as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 30<sup>th</sup> June, 2020. Consent of the Members was sought for the re-appointment of Mr. Anil Jain as a Managing Director of the Company for further period of 3 years w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023, on the terms and conditions as set out below:

- Period of Appointment:** Three Years with effect from 01/04/2020
- Basic Salary per Month:** In the scale of ₹ 4,00,000/- to ₹ 10,00,000/-
- 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, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), 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% 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.

- 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.
- 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.
- General:** The aforesaid appointment of the MD may be terminated by either party by giving three months' prior notice of termination in writing to the other party. If at any time Mr. Anil Jain ceases to be a Director of the Company, he shall cease to be the Managing Director of the Company.

The terms and conditions of the said appointments may be altered and varied from time to time by the Board, as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Act or any amendments made hereinafter in that regard.

Mr. Anil Jain satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

#### Brief Resume

under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure-I to the Explanatory Statement. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Anil Jain as Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023.

Except Mr. Pakshal Jain, being a relative of Mr. Anil Jain and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.14 of the accompanying Notice of the AGM.

#### Item No. 15

Mr. Dhananjay Hatle, (DIN: 00226390) was appointed as Whole Time Director (WTD) of the Company for a term of Five (5) years which expired on 31<sup>st</sup> March, 2020. Mr. Dhananjay Hatle is associated with the Company since more than last two decades and looks after local sales of the Company. The terms of appointment & ceiling of remuneration are as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 30<sup>th</sup> June, 2020. Consent of the Members was sought for the re-appointment of Mr. Dhananjay Hatle as a Whole Time Director of the Company for further period of 3 years w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023, on the terms and conditions as set out below:

- g. **Period of Appointment:** Three Years with effect from 01/04/2020
- h. **Basic Salary per Month:** In the scale of ₹ 90,000/- to ₹ 3,00,000/-
- i. **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, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), 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 WTD such perquisites and allowances will, however, be subject to a maximum of 40% 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.

- j. **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.
- k. **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 WTD 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.
- l. **General:** The aforesaid appointment of the WTD may be terminated by either party by giving three months' prior notice of termination in writing to the other party. If at any time Mr. Dhananjay Hatle ceases to be a Director of the Company, he shall cease to be the Whole Time Director of the Company.

The terms and conditions of the said appointments may be altered and varied from time to time by the Board, as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Act or any amendments made hereinafter in that regard.

Mr. Dhananjay Hatle satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment. Brief Resume under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure-I to the Explanatory Statement. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Dhananjay Hatle as Whole Time Director of the Company w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023.

Except Mr. Dhananjay Hatle, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.15 of the accompanying Notice of the AGM. Mr. Dhananjay Hatle is not related to any Director of the Company.

#### Item No. 16

Ms. Namrata Bajaj, (DIN: 05327071) was appointed as Whole Time Director (WTD) of the Company for a term of Five (5) years which expired on 31<sup>st</sup> March, 2020. Ms. Namrata Bajaj is associated with the Company since more than 8 years and looks after sales of the Company. The terms of appointment & ceiling of remuneration are as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 30<sup>th</sup> June, 2020. Consent of the Members was sought for the re-appointment of Mr. Ms. Namrata Bajaj as a Whole Time Director of the Company for further period of 3 years w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023, on the terms and conditions as set out below:

- a. **Period of Appointment:** Three Years with effect from 01/04/2020
- b. **Basic Salary per Month:** In the scale of ₹ 75,000/- to ₹ 3,00,000/-
- c. **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, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), 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 WTD such perquisites and allowances will, however, be subject to a maximum of 40% 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.

- d. **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.
- e. **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 WTD 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.
- f. **General:** The aforesaid appointment of the WTD may be terminated by either party by giving three months' prior notice of termination in writing to the other party. If at any time Ms. Namrata Bajaj ceases to be a Director of the Company, he shall cease to be the Whole Time Director of the Company.

The terms and conditions of the said appointments may be altered and varied from time to time by the Board, as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Act or any amendments made hereinafter in that regard.

Ms. Namrata Bajaj satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment. Brief Resume under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure-I to the Explanatory Statement. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Ms. Namrata Bajaj as Whole Time Director of the Company w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023.

Except Mr. Sajankumar Bajaj, being a relative of Mr. Anil Jain and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.16 of the accompanying Notice of the AGM.

#### Item No. 17

Mr. Rupesh Nikam, (DIN: 07007815) was appointed as Whole Time Director (WTD) of the Company for a term of Five (5) years which expired on 31<sup>st</sup> March, 2020. Mr. Rupesh Nikam is associated with the Company since more than 10 years and looks after Accounts & finance of the Company. He is also a Chief Financial Officer (CFO) of the Company. The terms of appointment & ceiling of

remuneration are as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 30<sup>th</sup> June, 2020. Consent of the Members was sought for the re-appointment of Mr. Mr. Rupesh Nikam as a Whole Time Director of the Company for further period of 3 years w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023, on the terms and conditions as set out below:

- a. **Period of Appointment:** Three Years with effect from 01/04/2020
- b. **Basic Salary per Month:** In the scale of ₹ 1,00,000/- to ₹ 3,00,000/-
- c. **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, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), 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 WTD 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.
- d. **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.

- e. **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 WTD 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.
- f. **General:** The aforesaid appointment of the WTD may be terminated by either party by giving three months' prior notice of termination in writing to the other party. If at any time Mr. Rupesh Nikam ceases to be a Director of the Company, he shall cease to be the Whole Time Director of the Company.

The terms and conditions of the said appointments may be altered and varied from time to time by the Board, as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Act or any amendments made hereinafter in that regard.

Mr. Rupesh Nikam satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment. Brief Resume under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure-I to the Explanatory Statement. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Rupesh Nikam as Whole Time Director of the Company w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023.

Except Mr. Rupesh Nikam, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.17 of the accompanying Notice of the AGM. Mr. Rupesh Nikam is not related to any Director of the Company.

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: 14/09/2020

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	Mr. Sajankaumar Bajaj	Mr. Anil Jain	Mr. Dhananjay Hatle	Ms. Namrata Bajaj
<b>Nationality</b>	India	India	India	India
<b>Date of Birth</b>	09/11/1959	07/10/1974	23/03/1971	07/07/1985
<b>Age</b>	61 Years	46 Years	49 Years	35 Years
<b>Brief Resume &amp; Qualification</b>	Mr. Sajankumar R. Bajaj is a firm believer of honesty and transparency. Mr. Bajaj withholds the degree of Bachelors in Commerce. He has exponential experience in finance, marketing and material procurement, which led to appreciation of the company in very short time. As a CMD of such an organisation, he has set vision for our employees of consistency in improvement and excellence at each and every level.	Mr. Anil Jain completed his diploma in pharmacy. Mr. Anil Jain with his balanced thought process, is the guiding light for company's expansion into international market. He is the staunch believer of knowledge is power and walks the path of knowledge and has taken the company to different heights.	Mr. Dhananjay Hatle is an Art Graduate from University of Mumbai. He is associated with our Company for over 2 decades with an ideology of 'aiming high'. Mr. Hatle has earned experience in sales and marketing for Domestic market. His leading-edge marketing practices and energetic work rate proves to be an impetus to success of organization	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.
<b>Date of Appointment / Re-appointment</b>	01/04/2002	15/01/2002	01/04/2005	11/01/2013
<b>Directorship held in other Listed Entities</b>	NIL	NIL	NIL	NIL
<b>Membership / Chairmanship of other Public Companies</b>	NIL	NIL	NIL	NIL
<b>Number of shares held in the Company</b>	4814000	718000	12000	808000
<b>Disclosure of relationship</b>	Immediate relative of Ms. Namrata Bajaj	Immediate relative of Mr. Pakshal Jain	None	Immediate relative of Mr. Sajankumar Bajaj

Name	Mr. Rupesh Nikam	Mr. Pakshal Jain	Mrs. Kejal Shah	Mr. Luke Fernandez
<b>Nationality</b>	India	India	India	India
<b>Date of Birth</b>	12/11/1983	12/04/1998	21/11/1991	16/04/1959
<b>Age</b>	37 Years	22 Years	29 Years	61 Years
<b>Brief Resume &amp; Qualification</b>	Mr. Rupesh Nikam is a Member of the Institute of Chartered Accountants of India (ICAI). He is working with the Company for over a decade and handles the entire portfolio of Accounts, Finance, Taxation, Costing, Auditing of Bajaj Healthcare Limited.	BME from Mumbai University, and having knowledge of marketing of API with manufacturing of formulation.	Company Secretary by qualification having experience in legal and secretarial matters.	Chartered Accountant by qualification and have served with the Unit Trust of India (UTI)/Unit Trust of India Asset Management Company Ltd. (UTI AMC) for 27 years and retired as Executive Vice President on 30 <sup>th</sup> April 2017.
<b>Date of Appointment / Re-appointment</b>	01/11/2014	30/06/2020	30/06/2020	30/06/2020
<b>Directorship held in other Listed Entities</b>	NIL	NIL	Skygold Limited	NIL

Name	Mr. Rupesh Nikam	Mr. Pakshal Jain	Mrs. Kejal Shah	Mr. Luke Fernandez
Membership / Chairmanship of other Public Companies	NIL	NIL	1	NIL
Number of shares held in the Company	NIL	NIL	NIL	NIL
Disclosure of relationship	N.A.	Son of Mr. Anil Jain	N.A.	N.A.

Name	Mr. Avinash Dalal	Mr. Hemant Karnik	Mr. Ram Banarse
Nationality	India	India	India
Date of Birth	14/04/1946	13/02/1957	29/05/1956
Age	74 years	63 years	64 years
Brief Resume & Qualification	<p>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 &amp; Medium Chemical Manufacturers, Federation of Association of Maharashtra (FAM-Maharashtra).</p> <p>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.</p>	<p>Mr. Hemant R. Karnik is a Non-Executive Independent Director of our Company. He has completed Master's in Commerce from Mumbai University. Mr. Karnik is a financial professional with 32 years of experience spanning functions of Banking &amp; Corporate Finance. He is retired from the position of Head- SMEs &amp; GM- Branches at The Saraswat Co-op Bank Ltd. During his career, this helped him to earn eight merit promotion and numerous awards.</p>	<p>Mr. Ram B. Banarse is a Non-Executive Independent Director of our Company. He has completed Bachelor of Pharmacy, M.Sc. in Clinical Research &amp; Regulatory Affair and Bachelor of Law. He is a proficient Pharmaceutical professional with 35 years of industry experience in manufacturing, quality control and regulations. Mr. Banarse is a retired Asst. Commissioner with additional charges as Jt. Commissioner at Food and Drugs Administrator (FDA) Mumbai.</p>
Date of Appointment / Re-appointment	22/04/2019	08/01/2016	14/01/2016
Directorship held in other Listed Entities	NIL	NIL	NIL
Membership / Chairmanship of other Public Companies	NIL	NIL	NIL
Number of shares held in the Company	NIL	NIL	NIL
Disclosure of relationship	N.A.	N.A.	N.A.