

Haresh Sanghvi
Practicing Company Secretary

The Chairman,

of 28th Annual General Meeting (“AGM”) of the Equity Shareholders of **Bajaj Healthcare Limited** held on Thursday, 30th September, 2021 at 1:00 p.m. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’)

Dear Sir,

Sub: Consolidated Scrutinizer’s Report on remote e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rules framed thereunder and e-Voting at the 28th Annual General Meeting (“AGM”) of Bajaj Healthcare Limited (“Company”) held on Thursday, 30th September, 2021 at 1:00 p.m. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’)

1. I, Haresh Sanghvi, Practicing Company Secretary, had been appointed by the Board of Directors of **Bajaj Healthcare Limited** (“the Company”) for the purpose of scrutinizing the:
 - i. Remote e-Voting process under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended; and
 - ii. e-Voting at the 28th Annual General Meeting (“AGM”) by the equity shareholders in respect of the resolutions contained in the Notice of 28thAGM of the Equity Shareholders (“AGM Notice”) of the Company held on Thursday, 30th September, 2021 at 1:00 p.m. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’).
2. The AGM Notice, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated 5th May, 2020 read with MCA Circulars dated 8th April, 2020, 13th April, 2020 and 13th January, 2021 (collectively referred to as “MCA Circulars”) and SEBI Circular dated 12th May, 2020 and 15th January, 2021.
3. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and rules framed thereunder; (ii) MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to e-Voting on the resolutions contained in the AGM Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the e-Voting systems.
4. My responsibility as a Scrutinizer for the e-Voting process (i.e. remote e-Voting and e-Voting at AGM) is restricted to ensure that the e-Voting process are conducted in a fair and transparent manner and presenting Consolidated Scrutinizer's report on the total votes cast "in favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated from the e-Voting system provided by Central Depository

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Services (India) Limited, ("CDSL") the Agency engaged by the Company to provide e-Voting and documents furnished to me electronically by the Company and/or Agency for my verification.

Cut-Off

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the AGM Notice, i.e., Thursday, 23rd September, 2021 were entitled to vote on the resolutions (item nos. 1 to 4 as set out in the AGM Notice) and their voting rights were in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

6. Remote e-Voting and e-Voting process at the AGM:

- (i) The remote e-Voting period remained open from Monday, 27th September, 2021 at 10:00 A.M. IST and ends on Wednesday, 29th September, 2021 at 5:00 P.M. IST.
- (ii) The Company had also provided e-Voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.
- (iii) After the closure of e-Voting at the AGM on Thursday, 30th September, 2021, the votes cast under e-Voting facility were unblocked and were counted.
- (iv) Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-Voting website of CDSL, i.e. www.evotingindia.com. Based on the report generated by CDSL, data regarding the remote e-Voting and e-Voting at the meeting was scrutinized and reviewed.

7. I now submit herewith my Consolidated Scrutinizer's Report on the results of remote e-Voting and e-Voting at AGM in respect of the said resolutions as under:

Item No. 1: Adoption of Financial Statements for the financial year ended 31st March, 2021 and Reports of the Board of Directors and Auditors of the Company

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	78	10709818	-	-	78	10709818	100.00
Dissent	2	510	-	-	2	510	0.00
Total	80	10710328	-	-	80	10710328	100.00

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-



Item No. 2: Declaration of final and special dividend on equity shares for the financial year ended 31st March, 2021

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	80	10710323	-	-	80	10710323	100.00
Dissent	1	10	-	-	1	10	0.00
Total	81	10710333	-	-	81	10710333	100.00

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

Item No. 3: Appointment of Mr. Rupesh Nikam (DIN 07007815) as Director, who retires by rotation and being eligible, offers himself for appointment

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	78	10709818	-	-	78	10709818	100.00
Dissent	3	515	-	-	3	515	0.00
Total	81	10710333	-	-	81	10710333	100.00

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

Item No. 4: Ratification of Remuneration payable to Cost Auditors of the Company for Financial Year 2021-22

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	79	10709823	-	-	79	10709823	100.00
Dissent	2	510	-	-	2	510	0.00
Total	81	10710333	-	-	81	10710333	100.00


Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-



Haresh Sanghvi
Practicing Company Secretary

8. The relevant records relating to remote e-Voting and e-Voting at AGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 28th AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.
9. This report has been issued at the request of the Company for (i) submission to Stock Exchange and (ii) to be placed on website of the Company. This Report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.




HARESH SANGHVI
Practicing Company Secretary
FCS 2259/ CoP No.3675
UDIN: F002259C001048260

Place: Mumbai

Date: 30th September, 2021