



BAJAJ HEALTHCARE LIMITED

Registered Office: 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39 A/1,
Rd No.23, Wagle Ind. Estate Thane West, Thane- 400 604

CIN: L99999MH1993PLC072892

Tel.: 022-6617 7400; **Fax:** 022-6617 7458

Website: www.bajajhealth.com; **Email Id:** investors@bajajhealth.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given to the Members of Bajaj Healthcare Limited (the "Company") pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below are to be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof and details of the procedure to cast the vote form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

Items of Special Business requiring consent of shareholders through Postal Ballot:

- a) 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 and Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197 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 consequent to the approval of Board of Directors the consent of the members of the Company be

and is hereby accorded to re-appoint Mr. Sajankumar Bajaj (DIN 00225950) as Chairman & Managing Director of the Company for a period of 3 (Three) years with effect from 1st April, 2023 to 31st March, 2026, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed thereto, 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 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, 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."

- b) 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 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 consequent to the approval of Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Anil Jain (DIN 00226137) as Managing Director of the Company for a period of 3 (Three) years with effect from 1st April, 2023 to 31st March, 2026, 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 reappointment and / or agreement in such manner as may be agreed to between the Board 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, 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."

- c) 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 consequent to the approval of Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Dhananjay Hatle (DIN 00226390) as Whole Time Director of the Company, for a period of 3 (Three) years with effect from 1st April, 2023 to 31st March, 2026, 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 reappointment and / or agreement in such manner as may be agreed to between the Board 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, 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.”

- d) 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 consequent to the approval of Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Ms. Namrata Bajaj (DIN 05327071) as Whole Time Director of the Company for a period of 3 (Three) years with effect from 1st April, 2023 to 31st March, 2026, 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 reappointment and / or agreement in such manner as may be agreed to between the Board 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, 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.”

- e) To re-appoint Mr. Rupesh Nikam (DIN 07007815) as Whole Time Director and Chief Financial Officer (CFO) 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, 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 based on recommendations of Nomination and Remuneration Committee consequent to the approval of Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Rupesh Nikam (DIN 07007815) as Whole Time Director of the Company for a period of 3 (Three) years with effect from 1st April, 2023 to 31st March, 2026, 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 reappointment and / or agreement in such manner as may be agreed to between the Board 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, 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.”

- f) To re-appoint Mr. Pakshal Jain (DIN 08776385) 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 consequent to the approval of Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Pakshal Jain (DIN 08776385) as Whole Time Director of the Company for a period of 3 (Three) years with effect from 30th June, 2023 to 29th June, 2026, 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 reappointment and / or agreement in such manner as may be agreed to between the Board 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, 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.”

By Order of the Board of Directors
For Bajaj Healthcare Limited

Sd/-
Sajankumar Bajaj
(Chairman & Managing Director)
(DIN 00225950)

Registered Office: 602-606, Bhoomi Velocity Infotech Park,
Plot No. B-39,B-39A, B-39 A/1, Rd No.23,
Wagle Ind. Estate Thane West, Thane- 400 604
Tel: 022-6617 7400; Fax: 022-66177458
CIN: L99999MH1993PLC072892
Email: investors@bajajhealth.com
Website: www.bajajhealth.com

Date: 18th April, 2023
Place: Thane.

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standard-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.
2. In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository (ies) /depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, April, 14, 2023. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with Link Intime India Pvt. Ltd, Registrar and Transfer Agent of the Company.

The Notice shall also be uploaded on the website of the Company at www.bajajhealth.com and on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.

3. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to investors@bajajhealth.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
4. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by CDSL. Instructions for remote e-voting are provided in the Notice.
5. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Cut-off date i.e., Friday, April 14, 2023, being the 'cut-off date' fixed for this purpose. Any person who is not a Member as on cut-off date should treat this notice for information purpose only.
6. The voting period will commence from Tuesday, 25th April, 2023, IST at 10.00 a.m. and end on Wednesday, 24th May, 2023, IST at 5.00 p.m. The e-voting module shall be disabled for voting thereafter.
7. The Company has appointed Mr. Haresh Sanghvi (Membership No. 2259, CoP No. 3675), Practicing Company Secretary, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than 48 hours of the conclusion of the e-voting will also be displayed on the Company website www.bajajhealth.com and communicated to the stock exchanges and RTA. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Wednesday, 24th May, 2023, being the last date specified by the Company for e-voting.
9. The Instructions for Members for e-voting are as under:

- i. Remote e-voting (i)The voting period begins on Wednesday, 25th April, 2023 (10:00 A.M. IST) and end on Wednesday, 24th May, 2023 (5.00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cutoff date, i.e. Friday, 14th April, 2023 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants(DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	(i) Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) (ii) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	(i) 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. (ii) 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Bajaj Healthcare Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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 investors@bajajhealth.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@bajajhealth.com / rnt.helpdesk@linkintime.co.in.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call at toll free no. 1800 22 55 33

**By Order of the Board of Directors
FOR BAJAJ HEALTHCARE LIMITED**

**Sd/-
Sajankumar Bajaj
(Chairman & Managing Director)
(DIN 00225950)**

Registered Office: 602-606, Bhoomi Velocity Infotech Park,
Plot No. B-39,B-39A, B-39 A/1, Rd No.23,
Wagle Ind. Estate Thane West, Thane- 400 604
Tel: 022-6617 7400; Fax: 022-66177458
CIN: L99999MH1993PLC072892
Email: investors@bajajhealth.com
Website: www.bajajhealth.com

Date: 18th April, 2023
Place: Thane.

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1

Mr. Sajankumar Bajaj, (DIN: 00225950) was appointed as Chairman & Managing Director (CMD) of the Company for a term of Three (3) years which expired on 31st March, 2023. 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 thereafter with the approval of the Board of Directors in their meetings held on 18th April, 2023. Consent of the Members was sought for the re-appointment of Mr. Sajankumar Bajaj as a Chairman and Managing Director of the Company for period of 3 years w.e.f. 1st April, 2023 to 31st March, 2026, on the terms and conditions as set out below:

- a. **Period of Appointment:** Three Years with effect from 01/04/2023
- b. **Remuneration last drawn per Month:** Rs. 30,00,000/-
- c. **Proposed Salary per Month:** Rs. 30,00,000/-
- d. **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 localcalls 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 subsection (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment Disclosure under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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. 1st April, 2023 to 31st March, 2026.

Except Ms. Namrata Bajaj, being a relative of Mr. Sajankumar Bajaj and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except to the extent of their respective shareholding, if any, in the Company, in the resolution set out at Item No.1 of the accompanying Notice.

Item No. 2

Mr. Anil Jain, (DIN: 00226137) was appointed as Managing Director (MD) of the Company for a term of Three (3) years which expired on 31st March, 2023. 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 thereafter with the approval of the Board of Directors in their meetings held on 18th April, 2023. 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. 1st April, 2023 to 31st March, 2026, on the terms and conditions as set out below:

- a. **Period of Appointment:** Three Years with effect from 01/04/2023
- b. **Remuneration last drawn per Month:** Rs. 20,00,000/-
- c. **Proposed Salary per Month:** Rs. 20,00,000/-
- d. **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.

- 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 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 re-enactment thereof for the time being in force).
- f. **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 reappointment under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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. 1st April, 2023 to 31st March, 2026.

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 except to the extent of their respective shareholding, if any, in the Company, in the resolution set out at Item No.2 of the accompanying Notice.

Item No.3

Mr. Dhananjay Hatle, (DIN: 00226390) was appointed as Whole Time Director (WTD) of the Company for a term of Three (3) years which expired on 31st March, 2023. 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 thereafter with the approval of the Board of Directors in their meetings held on 18th April, 2023. 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. 1st April, 2023 to 31st March, 2026, on the terms and conditions as set out below:

- a. **Period of Appointment:** Three Years with effect from 01/04/2023
- b. **Remuneration last drawn per Month:** Rs. 2,57,559/-
- c. **Proposed Basic Salary per Month:** In the scale of Rs.2,00,000/- to Rs.5,00,000/-
- d. **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.

- e. **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.
- f. **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.
- g. **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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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. 1st April, 2023 to 31st March, 2026.

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 except to the extent of their respective shareholding, if any, in the Company, in the resolution set out at Item No.3 of the accompanying Notice. Mr. Dhananjay Hatle is not related to any Director of the Company.

Item No.4

Ms. Namrata Bajaj, (DIN: 05327071) was appointed as Whole Time Director (WTD) of the Company for a term of Three (3) years which expired on 31st March, 2023. 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 thereafter with the approval of the Board of Directors in their meetings held on 18th April, 2023. Consent of the Members was sought for the re-

appointment of Ms. Namrata Bajaj as a Whole Time Director of the Company for further period of 3 years w.e.f. 1st April, 2023 to 31st March, 2026, on the terms and conditions as set out below:

- a. **Period of Appointment:** Three Years with effect from 01/04/2023
- b. **Remuneration last drawn per Month :** Rs. 90,270/-
- c. **Basic Salary per Month:** In the scale of Rs. 85,000/- to Rs. 5,00,000/-
- d. **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.

- e. **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.
- f. **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).
- g. **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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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. 1st April, 2023 to 31st March, 2026.

Except Mr. Sajankumar Bajaj, being a relative of Ms. Namrata Jain and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except to the extent of their respective shareholding, if any, in the Company, in the resolution set out at Item No.4 of the accompanying Notice.

Item No.5

Mr. Rupesh Nikam, (DIN: 07007815) was appointed as Whole Time Director (WTD) of the Company for a term of Three (3) years which expired on 31st March, 2023. 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 thereafter with the approval of the Board of Directors in their meetings held on 18th April, 2023. Consent of the Members was sought for the re-appointment of Mr. Rupesh Nikam as a Whole Time Director of the Company for further period of 3 years w.e.f. 1st April, 2023 to 31st March, 2026, on the terms and conditions as set out below:

- a. **Period of Appointment:** Three Years with effect from 01/04/2023
- b. **Remuneration last drawn per Month :** Rs. 1,97,042/-
- c. **Basic Salary per Month:** In the scale of Rs.1,50,000/- to Rs. 5,00,000/-
- d. **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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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. 1st April, 2023 to 31st March, 2026.

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 except to the extent of their respective shareholding, if any, in the Company, in the resolution set out at Item No.5 accompanying Notice. Mr. Rupesh Nikam is not related to any Director of the Company.

Item No.6

Mr. Pakshal Jain (DIN: 08776385) was appointed as Whole Time Director (WTD) of the Company for a term of Three (3) years which is going to expire on 29th June, 2023. Mr. Pakshal Jain is associated with the Company since more than 2 years and looks after marketing of API with manufacturing of formulation. The terms of appointment & ceiling of remuneration are as per the recommendation of the Nomination and Remuneration Committee and thereafter with the approval of the Board of Directors in their meetings held on 18th April, 2023. Consent of the Members was sought for the re-appointment of Mr. Pakshal Jain as a Whole Time Director of the Company for further period of 3 years w.e.f. 30th June, 2023 to 29th June, 2026, on the terms and conditions as set out below:

- a. **Period of Appointment:** Three Years with effect from 30/06/2023
- b. **Remuneration last drawn per Month:** Rs. 1,58,697/-
- c. **Basic Salary per Month:** In the scale of Rs. 1,50,000/- to Rs. 5,00,000/-
- d. **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. Pakshal Jain 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. 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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. 30th June, 2023 to 29th June, 2026.

Except Mr. Anil Jain, being a relative of Mr. Pakshal 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 except to the extent of their respective shareholding, if any, in the Company, in the resolution set out at Item No.6 accompanying Notice.

**By Order of the Board of Directors
FOR BAJAJ HEALTHCARE LIMITED**

Sd/-
Sajankumar Bajaj
(Chairman & Managing Director)
(DIN 00225950)

Registered Office: 602-606, Bhoomi Velocity Infotech Park,
Plot No. B-39,B-39A, B-39 A/1, Rd No.23,
Wagle Ind. Estate Thane West, Thane- 400 604
Tel: 022-6617 7400; Fax: 022-66177458
CIN: L99999MH1993PLC072892
Email: investors@bajajhealth.com
Website: www.bajajhealth.com

Date: 18th April, 2023
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
Nationality	India	India	India
Date of Birth	09/11/1959	07/10/1974	23/03/1971
Age	63 Years	48 Years	52 Years
Brief Resume Qualification & Experience and Expertise in specific functional areas	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 organization, he has set vision for our employees of consistency in improvement and excellence at each and every level.	He completed his diploma in pharmacy. He is associated with the company for more than two decades and has got a good grip on Production planning, marketing and plant management. 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.
Terms and Conditions of Re-appointment	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement
Date of Appointment/ Re-appointment	01/04/2002	15/01/2002	01/04/2005
Directorship held in other Companies as on (as on 31st March, 2023) (excluding alternate directorship, foreign Companies and Companies under Section 8 of the Companies Act , 2013)	- Bajaj Health And Nutritions Private limited - Bajaj Sindhudurg Rice Mills Ltd. - Bajaj Agro Foods India Ltd - Bajaj Mega Food Park Ltd - Bansal Pharma Limited - Bajaj Coldchain Limited	- Bajaj Sindhudurg Rice Mills Ltd. - Bajaj Agro Foods India Ltd - Bajaj Mega Food Park Ltd - Bansal Pharma Limited - Bajaj Coldchain Limited	- Bajaj Sindhudurg Rice Mills Ltd. - Bajaj Agro Foods India Ltd - Bajaj Mega Food Park Ltd - Bansal Pharma Limited - Bajaj Coldchain Limited
Number of Board Meeting attended during the year	4 out of 4	3 out of 4	4 out of 4
Membership/ Chairmanship of other Public Companies	NIL	NIL	NIL
Name of Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Number of shares held in the Company	9654700	1451600	24000
Disclosure of relationship	Father of Ms. Namrata Bajaj	Father of Mr. Pakshal Jain	None

Name	Ms. Namrata Bajaj	Mr. Rupesh Nikam	Mr. Pakshal Jain
Nationality	India	India	India
Date of Birth	07/07/1985	12/11/1983	12/04/1998
Age	37 Years	39 Years	25 Years
Brief Resume Qualification & Experience and Expertise in specific functional areas	Ms. Namrata Bajaj holds the degree of "Bachelors in business administration" from "Indian Institution of Planning and Management", Mumbai. She is working with the company for more than 10 years and has got a good experience in sales and marketing. She looks after the sales and marketing of Formulation division and has got the company to a good platform in formulation business with her dedication and hard work.	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.	Mr. Pakshal Jain holds the degree of "Bachelors in Marketing & Entrepreneurship" from "India School of Management Entrepreneurship, Mumbai (ISME), and having knowledge of marketing of API with manufacturing of formulation.
Terms and Conditions of Re-appointment	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement
Date of Appointment/ Re-appointment	11/01/2013	01/11/2014	30/06/2020
Directorship held in other Companies as on (as on 31st March 2023)(excluding alternate directorship, foreign Companies and Companies under Section 8 of the Companies Act , 2013)	<ul style="list-style-type: none"> - Bajaj Health And Nutritions Private limited - Bajaj Sindhudurg Rice Mills Ltd. - Bajaj Agro Foods India Ltd - Bajaj Mega Food Park Ltd - Bajaj Coldchain Limited 	<ul style="list-style-type: none"> - Bajaj Sindhudurg Rice Mills Ltd. - Bajaj Agro Foods India Ltd - Bajaj Mega Food Park Ltd - Bajaj Coldchain Limited 	NIL
Number of Board Meeting attended during the year	4 out of 4	4 out of 4	4 out of 4
Membership/ Chairmanship of other Public Companies	NIL	NIL	NIL
Name of Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Name of Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Name of Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Number of shares held in the Company	1630207	NIL	NIL

Name	Ms. Namrata Bajaj	Mr. Rupesh Nikam	Mr. Pakshal Jain
Disclosure of relationship	Daughter of Mr. Sajankumar Bajaj	N.A.	Son of Mr. Anil Jain

**By Order of the Board of Directors
FOR BAJAJ HEALTHCARE LIMITED**

**Sd/-
Sajankumar Bajaj
(Chairman & Managing Director)
(DIN 00225950)**

Registered Office: 602-606, Bhoomi Velocity Infotech Park,
Plot No. B-39,B-39A, B-39 A/1, Rd No.23,
Wagle Ind. Estate Thane West, Thane- 400 604
Tel: 022-6617 7400; Fax: 022-66177458
CIN: L99999MH1993PLC072892
Email: investors@bajajhealth.com
Website: www.bajajhealth.com

Date: 18th April, 2023
Place: Thane.