



**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

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**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 resolutions 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 resolutions setting out the material facts and the reasons/rationale thereof and details of the procedure to cast the vote forms 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) **Appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Regn No. 001076N/N500013), as Statutory Auditor to fill the casual vacancy 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 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, as amended from time to time including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force M/s. Walker Chandiook & Co LLP, Chartered Accountants, (ICAI Firm Regn No. 001076N/N500013), having a Peer review Certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Chaturvedi & Agrawal, Chartered Accountants, (Firm Registration No. 101717W ) and to hold office till the conclusion of ensuing 30th Annual General Meeting, at a remuneration as mutually agreed upon by the Board of Directors and the Auditor.”

“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) **Appointment of Mr. Sandeep Shah (DIN: 06402659) as an Independent Director for a term of 5 years 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, 150, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee, Mr. Sandeep Shah (DIN: 06402659), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director w.e.f. 14th June, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years till 13<sup>th</sup> June, 2028, and that he 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.”

- c) **Approval sought under Section 180(1)(a) of the Companies Act, 2013 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 Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Companies (Amendment) Act, 2017 and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification, amendments or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee(s) thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to sell / transfer / dispose of it’s of the whole or substantially the whole of any of such undertaking(s) of the Company situated at Plot No. N 92, L-9/3 & T-30, MIDC, Tarapur, Taluka Boisar, District Palghar, Maharashtra and Vacant Industrial Land situated at Plot no D-2/CH/42 & D-2/CH/43 Dahej Industrial Area, GIDC, Bharuch, Gujarat (which

were acquired under SARFAESI Act 2002 from Saraswat Bank) and Plot No. E-62 and E-63 MIDC Tarapur, Taluka Boisar, District Palghar, Maharashtra, in favour of any body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for the amount not less than the value arrived by the Independent Registered Valuer and on such terms and conditions and with such modifications as may be required as the Board, may deem fit and appropriate in the best interest of the Company.”

“**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, without further referring to the Members of the Company; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interest of the Company deem necessary, desirable or expedient, to give effect to the above resolution.”

“**RESOLVED FURTHER THAT**, all actions taken by the Board of the Board in connection with any matter(s) referred or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

For & on behalf of Board of Directors of  
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: 022-6617 7458  
CIN: L99999MH1993PLC072892  
Email: [investors@bajajhealth.com](mailto:investors@bajajhealth.com)  
Website: [www.bajajhealth.com](http://www.bajajhealth.com)

Date: 28<sup>th</sup> June, 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, June, 30, 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](http://www.bajajhealth.com) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://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](mailto: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, June 30, 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 Friday, 07<sup>th</sup> July, 2023, IST at 10.00 a.m. and end on Saturday, 05<sup>th</sup> August, 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](http://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 Saturday, 05<sup>th</sup> August, 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 Friday, 07<sup>th</sup> July, 2023 (10:00 A.M. IST) and end on Saturday, 05<sup>th</sup> August, 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, 30<sup>th</sup> June, 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	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

<p>securities in Demat mode with CDSL Depository</p>	<p>are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <ol style="list-style-type: none"> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants()</b> DP	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.
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**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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 <b>OR</b> 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.
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- (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](http://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](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 [investors@bajajhealth.com](mailto: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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

For & on behalf of Board of Directors of  
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: 022-6617 7458  
CIN: L99999MH1993PLC072892  
Email: [investors@bajajhealth.com](mailto:investors@bajajhealth.com)  
Website: [www.bajajhealth.com](http://www.bajajhealth.com)

Date: 28<sup>th</sup> June, 2023  
Place: Thane.

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

**Item No. 1**

M/s. Chaturvedi & Agrawal, Chartered Accountants, Mumbai (Firm Registration No. 101717W) have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the Company.

As per Section 139(8) of the Companies Act, 2013, the casual vacancy caused by the resignation of Auditors can be filled by the Board within thirty days which is subject to the approval of the members within three months of the recommendation of the Board and such auditor shall hold office till the conclusion of the next Annual General Meeting.

Accordingly, the Board on the basis of recommendation of Audit Committee, proposes that M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013), be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Chaturvedi & Agrawal, Chartered Accountants, (Firm Registration No. 101717W) who shall hold the office up to the conclusion of the ensuing 30th Annual General Meeting of the Company, subject to the approval of shareholder at the ensuing General Meeting .

M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) have conveyed their consent for the appointment as the Statutory Auditors of the Company along with a confirmation that their appointment if made by the Members, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommend the resolution for the approval of members of the Company as an Ordinary Resolution.

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 resolution set out at Item No.1 accompanying Notice.

**Item No. 2**

Pursuant to Section 161 of the Companies Act, 2013 and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on June 14, 2023, appointed Mr. Sandeep Shah as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five (5) years with effect from 14<sup>th</sup> June, 2023 to 13<sup>th</sup> June, 2028 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- (i) Consent in writing from Mr. Sandeep Shah to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Sandeep Shah to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority;

(v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

Mr. Sandeep Shah possesses appropriate skills, experience and knowledge, inter alia, in the field of secretarial and legal. In the opinion of the Board, Mr. Sandeep Shah fulfills the conditions for his appointment as Independent Directors as specified in the Act and SEBI (LODR) Regulation, 2015 and is independent of the management. Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Sandeep Shah is appointed as an Independent Director.

Further, Mr. Sandeep Shah 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 as an Independent Director of the Company. Mr. Sandeep Shah has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Sandeep Shah has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Bajaj Healthcare Limited amounting to ten percent or more of its gross turnover.

The resolution seeks the approval of members for the appointment of Mr. Sandeep Shah as an Independent Director of the Company from 14<sup>th</sup> June, 2023 to 13<sup>th</sup> June, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Saturday, 05<sup>th</sup> August, 2023.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Sandeep Shah as Independent Director of the Company, as a special resolution as set out above.

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

Save and except Mr. Sandeep Shah and his 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. 2 of the Notice.

### **Item No. 3**

The Board of Director at their meeting held on 28<sup>th</sup> June, 2023, has considered to sale/disposal of undertaking/unit(s) situated at Plot No. N-92, L-9/3 & T-30, MIDC Tarapur, Taluka-Boisar, District Palghar, Maharashtra and Vacant Industrial Land situated at Plot no D-2/CH/42 & D-2/CH/43 Dahej Industrial Area, GIDC, Bharuch, Gujarat (which were acquired under SARFAESI ACT, 2022 from Saraswat Bank) and Plot No. E-62 & E-63 MIDC Tarapur, Taluka Boisar, District Palghar, Maharashtra, subject to approval of Shareholders at an aggregate consideration not less than the value arrived by the Independent Registered Valuer as operations in the above said units focused on manufacturing the products with cost efficiency defeated due to delay in various regulatory permissions, to amend processes for the products manufactured in the said units and modification of facility to make suitable for new products due to space constrains, etc.

The operations at the said units at Tarapur currently generated a negative annualized EBITDA and after sale/disposal of the said units will enhance an EBITDA margin and profitability improvement in the existing business. Further the proceeds from the sale of such units will be utilised for the repayment of debt raised for acquiring the said units which will help the company to reduce the interest burden, improve the liquidity and positively impact on the company's operations in the current year.

Section 180(1)(a) of the Companies Act, 2013 ("the Act") requires that the Board of Directors shall not without the consent of the members obtained by special resolution sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking(s). Pursuant to provisions of Section 110 of the Act read with Companies (Management and Administration) Rules, 2014, the approval of the members has to be obtained, mandatorily through Postal Ballot.

Hence, its proposed to seek enabling approval from the shareholders by way of Special Resolution through postal ballot to sell, lease or otherwise dispose of the whole or substantially the whole of any of such undertaking(s) owned by the Company, to any body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon at an aggregate consideration not less than the value arrived by the Independent Registered Valuer, on such terms and conditions and with such modifications as may be required as the Board, may deem fit and appropriate in the best interest of the Company.

The Board of Directors recommends passing of the Special Resolution as set out at Item No. 3 of the Notice.

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 resolution set out at Item No.3 accompanying Notice.

For & on behalf of Board of Directors of  
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: 022-6617 7458  
CIN: L99999MH1993PLC072892  
Email: [investors@bajajhealth.com](mailto:investors@bajajhealth.com)  
Website: [www.bajajhealth.com](http://www.bajajhealth.com)

Date: 28<sup>th</sup> June, 2023  
Place: Thane.

**Particulars of the Directors seeking appointment / reappointment 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.**

<b>Name</b>	Mr. Sandeep Shah
<b>Nationality</b>	India
<b>Date of Birth</b>	10/07/1964
<b>Age</b>	58 Years
<b>Brief Resume Qualification &amp; Experience and Expertise in specific functional areas.</b>	Mr. Sandeep Shah has graduated from Mumbai University and has wide experience of more than 30 years in the field of Company Secretarial Work with knowledge of functionality under erstwhile Companies Act, 1956 and also under new Companies Act, 2013.
<b>Terms and Conditions of Appointment.</b>	As mentioned in the resolution and Explanatory Statement attached.
<b>Date of Appointment.</b>	14/06/2023
<b>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).</b>	<ul style="list-style-type: none"> <li>- KBC Global Limited (Formerly Karda Constructions Limited)</li> <li>- Hilton Metal Forging Limited</li> <li>- Swaraj Marine Services Private Limited</li> <li>- Neysa Jewellery Limited</li> </ul>
<b>Membership / Chairmanship of other Public Companies.</b>	<p>Hilton Metal Forging Limited  <i>Nomination and Remuneration Committee (Member)</i>  <i>Stakeholders' Relationship Committee (Member)</i></p> <p>KBC Global Limited (Formerly Karda Constructions Limited)  <i>Nomination and Remuneration Committee (Chairman)</i></p> <p>Neysa Jewellery Limited  <i>Nomination and Remuneration Committee (Chairman)</i>  <i>Audit Committee (Member)</i></p>
<b>Name of Listed entities from which the person has resigned in the past three years.</b>	NIL
<b>Number of shares held in the Company (incl. shareholders as a beneficial owner).</b>	NIL
<b>Disclosure of relationship between directors inter-se.</b>	NIL
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	General Management, Governance, Strategic Thinking, Decision Making and Protect Interest of all Stakeholders.