



Date: 5th August, 2023.

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Script Code : 539872	National Stock Exchange of India Limited 5th Floor, Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai-400051 Script Code : BAJAJHCARE
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Sub : Proceedings of Postal Ballot

Dear Sir,

With reference to the above captioned subject, we enclose herewith a summary of proceedings of the Postal Ballot conducted vide Notice of Postal Ballot dated 28 June, 2023 and result declared on 5th August, 2023. Request you to take the above information on your records.

Thanking you,

Yours truly,

For Bajaj Healthcare Ltd

Aakashkumar kesari
Company Secretary

BAJAJ HEALTHCARE LIMITED

Registered Office: 602-606, Bhoomi Velocity Infotech Park, Plot No: B-39, B-39A, B-39A/1, Road No. 23, Wagle Ind. Estate, Thane (West), Thane - 400604
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CIN No. L99999MH1993PLC072892

PROCEEDINGS OF THE POSTAL BALLOT CONDUCTED FOR THE RESOLUTIONS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 28th JUNE, 2023.

Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on general meeting (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), for holding general meetings/conducting postal ballot process through e-voting vide 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), Notice of postal ballot dated June 28, 2023 (“Notice”) was sent by electronic mode to the shareholders at their email addresses registered with the Depository Participant / the Company on July 06, 2023 to obtain approval of shareholders through Postal Ballot for:

1. Appointment of M/s. Walker Chandiok & Co LLP Chartered Accountant (ICAI Firm Regn No. 001076N/N500013), as Statutory Auditor to fill the casual vacancy.
2. Appointment of Mr. Sandeep Shah (DIN: 06402659) as an Independent Director for a term of 5 years.
3. Approval sought under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking/ Unit(s) of the company.

The Board of Directors had engaged services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to all the shareholders as on cut-off date i.e. 30th June, 2023. The voting period commenced on Friday, 07th July, 2023 at 10.00 a.m. (IST) and ended on Saturday, 05th August, 2023 at 5.00 p.m. (IST).

The Board of Directors had appointed Mr. Haresh Sanghvi (Membership No. 2259, CP No. 3675), Practicing Company Secretary as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner. The intimation about completion of dispatch of the Notice and the last date for e-voting was also intimated to the members by way of publication of newspaper advertisement in Business Standard and in Mumbai Lakshadeep on July 7, 2023. After scrutiny of votes cast through e-voting facility as received upto 5.00 p.m. (IST) on Saturday, August 5, 2023 (being the last date fixed for e-voting), Mr. Haresh Sanghvi, Scrutinizer submitted his report on Saturday, August 5, 2023.

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Based on the Scrutinizer Report dated Saturday, August 5, 2023 the results of the Postal Ballot are as under:

Sr. No.	Particulars of Resolution	No. of Total Votes Polled	No. of Votes in favour	% of votes in favour	No. of Votes in against	% of votes in against	No. of Invalid/ Abstained votes
1	Appointment of M/s. Walker Chandiok & Co LLP Chartered Accountant (ICAI Firm Regn No. 001076N/N500013), as Statutory Auditor to fill the casual vacancy.	20036241	20035995	99.9988	246	0.0012	Nil
2	Appointment of Mr. Sandeep Shah (DIN: 06402659) as an Independent Director for a term of 5 years.	20036241	20035825	99.9979	416	0.0021	Nil
3	Approval sought under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking/ Unit(s) of the company.	20036241	2951767	99.9839	474	0.0161	17084000*

*Such voting is categorised as “Invalid votes/Abstained from voting” in accordance with first and second proviso to Regulation 37A(1) of SEBI (LODR) Regulations, 2015, whereas, a special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution and no public shareholder shall vote on the resolution if he is a party, directly or indirectly, to such sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the listed entity.

On the basis of Scrutinizer’s report, the result of Postal ballot was declared on Saturday, August 5, 2023. The resolutions as mentioned in the Notice of Postal Ballot dated June 28, 2023, were duly passed with requisite majority through Postal Ballot (e-voting) as on Saturday, August 5, 2023.

For Bajaj Healthcare Limited

Aakashkumar kesari
Company Secretary

BAJAJ HEALTHCARE LIMITED