



**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](http://www.bajajhealth.com); **Email Id:** [investors@bajajhealth.com](mailto:investors@bajajhealth.com)

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**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 and 108 of the Companies Act, 2013 read with the rules made thereunder)

Dear Member(s),

NOTICE is hereby given to the Members of Bajaj Healthcare Limited (the "Company") pursuant to the provisions of Section 108, 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, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 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 resolutions 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 Section 102 and 110 of the Act setting out all material facts and reasons for the proposed resolutions, along with the instructions/ procedure for remote e-voting is annexed hereto for your consideration. The Board of the Company has appointed Mr. Haresh Sanghvi (COP No.: 3675/Membership No.: FCS 2259), Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

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

**Item No. 1**

**Appointment of Mr. Parsotambhai Devsibhai Vaghela (DIN: 02540758) as a Non-Executive Independent Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, Mr. Parsotambhai Devsibhai Vaghela (DIN: 02540758) who was appointed as an Additional Director (Non- Executive Independent Director category) of the Company for a term of 5 (Five) consecutive years commencing from 21<sup>st</sup> November 2025 upto 20<sup>th</sup> November 2030 (both days inclusive) and who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (Five) consecutive years on the Board of the Company commencing from 21<sup>st</sup> November 2025 upto 20<sup>th</sup> November 2030 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose giving effect to this resolution and for matters connected therewith or incidental thereto.”

**Item No. 2**

**Appointment of Mrs. Purnima Dhanraj Amin (DIN: 11461111) as a Non-Executive Independent Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, Mrs. Purnima Dhanraj Amin (DIN: 11461111) who was appointed as an Additional Director (Non- Executive Independent Director category) of the Company for a term of 5 (Five) consecutive years commencing from 05<sup>th</sup> January 2026 upto 04<sup>th</sup> January 2031 (both days inclusive) and who being eligible for appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (Five) consecutive years on the Board of the Company commencing from 05<sup>th</sup> January 2026 upto 04<sup>th</sup> January 2031 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose giving effect to this resolution and for matters connected therewith or incidental thereto.”

**Item No. 3**

**Appointment of Mr. Umeshkumar Laxmidas Bhavsar (DIN: 10403243) as a Non-Executive Independent Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, Mr. Umeshkumar Laxmidas Bhavsar (DIN: 10403243) who was appointed as an Additional Director (Non- Executive Independent Director category) of the Company for a term of 5 (Five) consecutive years commencing from 13<sup>th</sup> January 2026 upto 12<sup>th</sup> January 2031 (both days inclusive) and who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (Five) consecutive years on the Board of the Company commencing from 13<sup>th</sup> January 2026 upto 12<sup>th</sup> January 2031 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose giving effect to this resolution and for matters connected therewith or incidental thereto.”

**Item No. 4**

**Re-Appointment of Mr. Sajankumar Rameshwarlal Bajaj (DIN: 00225950) as Chairman & Managing Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **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 re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination & 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 Rameshwarlal Bajaj (DIN: 00225950) as Chairman & Managing Director of the Company for a period of 3 (Three) years with effect from 1<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029 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 Rameshwarlal Bajaj.

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

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose giving effect to this resolution and for matters connected therewith or incidental thereto.”

**Item No. 5**

**Re-Appointment of Mr. Anil Champalal Jain (DIN: 00226137) as Managing Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **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 re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination & 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 Champalal Jain (DIN: 00226137) as Managing Director of the Company for a period of 3 (Three) years with effect from 1<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board and Mr. Anil Champalal Jain.

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

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose giving effect to this resolution and for matters connected therewith or incidental thereto.”

**Item No. 6**

**Re-Appointment of Ms. Namrata Sajankumar Bajaj (DIN: 05327071) as Whole-Time Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **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 re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination & 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 Sajankumar Bajaj (DIN: 05327071) as Whole-Time Director of the Company for a period of 3 (Three) years with effect from 1<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include

the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board and Ms. Namrata Sajankumar Bajaj.

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

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose giving effect to this resolution and for matters connected therewith or incidental thereto.”

#### **Item No. 7**

#### **Re-Appointment of Mr. Pakshal Anil Jain (DIN: 08776385) as Whole-Time Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **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 re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination & 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 Anil Jain (DIN: 08776385) as Whole-Time Director of the Company for a period of 3 (Three) years with effect from 30<sup>th</sup> June 2026 to 29<sup>th</sup> June 2029 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board and Mr. Pakshal Anil Jain.

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

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose giving effect to this resolution and for matters connected therewith or incidental thereto.”

**By Order of the Board of Directors**

**For Bajaj Healthcare Limited**

**Sd/-**

**Monica Tanwar**

**Company Secretary & Compliance Officer**

**ACS: A35334**

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, Maharashtra 400 604  
Tel: 022-6617 7400; Fax: 022-66177458  
CIN: L99999MH1993PLC072892  
Email: [investors@bajajhealth.com](mailto:investors@bajajhealth.com)  
Website: [www.bajajhealth.com](http://www.bajajhealth.com)

**Date: 16<sup>th</sup> January 2026**

**Place: Thane**

## Notes:

1. The Explanatory statement pursuant to the provisions of Sections 102 and 110 and other applicable provisions of the Act read with Rule 20 & 22 of Companies (Management & Administration) Rules, 2014 stating material facts and reasons for the proposed resolutions, is annexed hereto and forms part of the notice. Information required under Regulation 36(3) of the SEBI Listing Regulations and as per Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India with respect to the Directors proposed to be appointed/ re-appointed also annexed to this Notice.
2. In compliance with the provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company has provided facility to the shareholders to exercise votes through electronic voting system ("remote e-voting") on the e-voting platform provided by National Securities and Depositories Limited ("NSDL"). The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
3. The voting rights of the shareholders shall be reckoned on the equity shares held by them as on Friday, 16<sup>th</sup> January 2026 being the "**Cut-off date**" fixed for this purpose. The Postal Ballot Notice is being sent electronically to all the shareholders, whose e-mail addresses are registered with the Company or the Company's Registrar and Share Transfer Agent, namely, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("RTA") or with their respective Depository Participants ("Depository") as on the close of working hours on the cut-off date. A person who is not a Shareholder as on the cut-off date shall treat this Notice for information purpose only.
4. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
5. The Board has appointed Mr. Haresh Sanghvi, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner.
6. The Postal Ballot Notice is hosted on the website of the Company at **www.bajajhealth.com** and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively and is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. **www.evoting.nsd.com**.
7. Shareholders who have not registered their e-mail address are requested to register the same in respect of equity shares held in electronic form with the Depository through their Depository Participant(s) and in respect of equity shares held in physical form by writing to the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083 or a member may send an e-mail to RTA at [investor.helpdesk@in.mpms.mufig.com](mailto:investor.helpdesk@in.mpms.mufig.com)
8. In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 16<sup>th</sup> January 2026** will be considered for the purpose of remote e-voting.
9. **The remote e-voting period commences from 9:00 A.M. (IST) on Tuesday, 20<sup>th</sup> January 2026 and ends at 5:00 P.M. (IST) on Thursday, 19<sup>th</sup> February 2026.** Shareholders are requested to cast their vote through the remote e-voting process not later than **05:00 P.M. (IST)** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Scrutinizer shall submit his report withing 2 working days from closure of the voting i.e. on or before **Monday, 23<sup>rd</sup> February 2026** to the Chairman of the Company, or any person authorized by him after the completion of scrutiny, and the result of the voting by postal ballot through the remote e-voting process will be declared by placing it along with scrutinizer report on the website of the Company at **www.bajajhealth.com**, besides being communicated to the Stock Exchanges, Depositories and Registrar and Transfer Agent.

11. Resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e **Thursday, 19<sup>th</sup> February 2026**.

12. The remote e-voting result of the Postal Ballot will be announced at the Registered Office of the Company situated at 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39 A/1, Rd No.23, Wagle Industrial Estate Thane West, Maharashtra 400 604 within stipulated timelines after completion of scrutiny of remote e-voting by the Scrutinizer. The remote e-voting result of the Postal Ballot shall be communicated to the stock exchanges where the Company's shares are listed and the same shall also be placed on the website of the Company i.e. **www.bajajhealth.com**.

13. The vote in this Postal Ballot cannot be exercised through proxy.

14. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [investors@bajajhealth.com](mailto:investors@bajajhealth.com) from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID, until last date of remote e-voting of this Postal Ballot.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service</b></li></ol>

	<p><b>provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <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. 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 CDSL 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</li> </ol>

	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 & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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. NSDL and CDSL.**

Login type	Helpdesk details
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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [hpsanghvioffice@gmail.com](mailto:hpsanghvioffice@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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](mailto:investors@bajajhealth.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@bajajhealth.com](mailto:investors@bajajhealth.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors  
For Bajaj Healthcare Limited  
Sd/-  
Monica Tanwar  
Company Secretary & Compliance Officer  
ACS: A35334**

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, Maharashtra 400 604  
Tel: 022-6617 7400; Fax: 022-66177458  
CIN: L99999MH1993PLC072892  
Email: [investors@bajajhealth.com](mailto:investors@bajajhealth.com)  
Website: [www.bajajhealth.com](http://www.bajajhealth.com)

**Date: 16<sup>th</sup> January 2026  
Place: Thane**

**ANNEXURE TO THE NOTICE OF POSTAL BALLOT**  
**Explanatory Statement pursuant to Section 102 and 110 of The Companies Act, 2013 (“the Act”)**

**Item No. 1**

**Appointment of Mr. Parsotambhai Devsibhai Vaghela (DIN: 02540758) as a Non-Executive Independent Director of the Company:**

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Parsotambhai Devsibhai Vaghela was appointed as an Additional Director (Non-Executive Independent Director category) on the Board of the Company through a resolution passed by circulation on 21<sup>st</sup> November 2025 based on the recommendation of Nomination & Remuneration Committee, for a first term of five consecutive years effective from 21<sup>st</sup> November 2025, to hold office till 20<sup>th</sup> November 2030 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mr. Parsotambhai Devsibhai possesses the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Parsotambhai Devsibhai confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Parsotambhai Devsibhai 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. Mr. Parsotambhai Devsibhai has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Parsotambhai Devsibhai has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to appointment by the members of the Company. Mr. Parsotambhai Devsibhai has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The terms and conditions of the appointment of Independent Directors shall be available for inspection to the Members of the Company by sending a request from their registered email address to the Company at [investors@bajajhealthcare.com](mailto:investors@bajajhealthcare.com) along with their Name, DP ID & Client ID/Folio No.

The Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are set out in **Annexure I** to this Explanatory Statement.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the appointment of Mr. Parsotambhai Devsibhai as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board of Directors recommends a special resolution for approval of the Members of the Company, as set out at Item No. 1 of the Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Parsotambhai Devsibhai and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

## **Item No. 2**

### **Appointment of Mrs. Purnima Dhanraj Amin (DIN: 11461111) as a Non-Executive Independent Director of the Company:**

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Purnima Dhanraj Amin was appointed as an Additional Director (Non-Executive Independent Director category) on the Board of the Company through a resolution passed by circulation on 05<sup>th</sup> January 2026 based on the recommendation of Nomination & Remuneration Committee, for a first term of five consecutive years effective from 05<sup>th</sup> January 2026, to hold office till 04<sup>th</sup> January 2031 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mrs. Purnima Dhanraj Amin possesses the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and her association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Director.

The Company has received a declaration from Mrs. Purnima Dhanraj Amin confirming that she meets the criteria of Independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Purnima Dhanraj Amin has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Purnima Dhanraj Amin has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mrs. Purnima Dhanraj Amin has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to appointment by the members of the Company. Mrs. Purnima Dhanraj Amin has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The terms and conditions of the appointment of Independent Directors shall be available for inspection to the Members of the Company by sending a request from their registered email address to the Company at [investors@bajajhealthcare.com](mailto:investors@bajajhealthcare.com) along with their Name, DP ID & Client ID/Folio No.

The disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are set out in **Annexure I** to this Explanatory Statement.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the appointment of Mrs. Purnima Dhanraj Amin as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board of Directors recommends a special resolution for approval of the Members of the Company, as set out at Item No. 2 of the Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Purnima Dhanraj Amin and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

### **Item No. 3**

#### **Appointment of Mr. Umeshkumar Laxmidas Bhavsar (DIN: 10403243) as a Non-Executive Independent Director of the Company:**

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Umeshkumar Laxmidas Bhavsar was appointed as an Additional Director (Non-Executive Independent Director category) on the Board of the Company through a resolution passed by circulation on 13<sup>th</sup> January 2026 based on the recommendation of Nomination & Remuneration Committee, for a first term of five consecutive years effective from 13<sup>th</sup> January 2026, to hold office till 12<sup>th</sup> January 2031 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mr. Umeshkumar Laxmidas Bhavsar possesses the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Umeshkumar Laxmidas Bhavsar confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Umeshkumar Laxmidas Bhavsar 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. Mr. Umeshkumar Laxmidas Bhavsar has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Umeshkumar Laxmidas Bhavsar has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to appointment by the members of the Company. Mr. Umeshkumar Laxmidas Bhavsar has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The terms and conditions of the appointment of Independent Directors shall be available for inspection to the Members of the Company by sending a request from their registered email address to the Company at [investors@bajajhealthcare.com](mailto:investors@bajajhealthcare.com) along with their Name, DP ID & Client ID/Folio No.

The Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are set out in **Annexure I** to this Explanatory Statement.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the appointment of Mr. Umeshkumar Laxmidas Bhavsar as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board of Directors recommends a special resolution for approval of the Members of the Company, as set out at Item No. 3 of the Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Umeshkumar Laxmidas Bhavsar and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

**Item No. 4**

**Re-Appointment of Mr. Sajankumar Rameshwarlal Bajaj (DIN: 00225950) as Chairman & Managing Director of the Company:**

Mr. Sajankumar Rameshwarlal Bajaj (DIN: 00225950) was re-appointed as Chairman & Managing Director (CMD) of the Company for a term of Three (3) years which will be expired on 31<sup>st</sup> March 2026.

Mr. Sajankumar Rameshwarlal Bajaj has been associated with the Company for more than three decades and has been instrumental in overseeing the overall operations and growth of the Company. Considering his vast experience, leadership qualities, and significant contribution to the Company's performance, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, proposes to re-appoint Mr. Sajankumar Rameshwarlal Bajaj as Chairman & Managing Director of the Company for a further period of three (3) years, effective from 01<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029, subject to the approval of the Members of the Company.

The terms and conditions of his re-appointment, including remuneration, were recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 16<sup>th</sup> January 2026.

- a. **Period of Appointment:** Three Years with effect from 01<sup>st</sup> April 2026
- b. **Remuneration last drawn per Month:** Rs. 35,00,000/-
- c. **Proposed Salary per Month:** Rs. 35,00,000/-
- d. **Perquisites:**

In addition to the above salary, he shall be entitled to perquisites which shall include:

- Furnished or unfurnished accommodation or house rent allowance, along with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, and maintenance;
- Medical reimbursement on actual basis for self and family members (including spouse and dependent children);
- Leave Travel Concession for self and family;
- Club fees (excluding initial registration/admission fees) subject to a maximum of two clubs;
- Medical and personal accident insurance cover as per the Company's rules; and
- Such other perquisites and allowances as per the rules of the Company or as may be agreed upon by the Board of Directors and the CMD.

The total value of aforesaid perquisites and allowances shall not exceed 40% of the annual salary. Perquisites shall be valued as per the Income-tax Rules, wherever applicable, and at actual cost where such rules are not applicable.

Contribution to Provident Fund, Pension/Superannuation Fund, to the extent not taxable under the Income-tax Act, 1961, and gratuity payable as per the rules of the Company shall not be included in the computation of the aforesaid ceiling.

Provision of Company car for official use and telephone at residence (including local and long-distance calls) shall not be treated as perquisites for the purpose of computing the above ceiling.

e. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging (including spouses and attendant(s)) during business trips, any medical assistance for self and family members, use of Company cars for business purposes and telephone expenses at residence shall be reimbursed at actuals and shall not be treated as perquisites.

f. **Minimum Remuneration:** Notwithstanding anything contained herein, in the event of absence or inadequacy of profits in any financial year, the Company shall pay remuneration by way of salary, perquisites and allowances as specified above, within the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

g. **General:** Either party may terminate the appointment by giving three (3) months' prior written notice to the other party. In the event Mr. Sajankumar Rameshwarlal Bajaj ceases to be a Director of the Company, he shall automatically cease to be the Chairman and Managing Director.

The Board of Directors shall be entitled to alter or vary the terms and conditions of the appointment from time to time, provided such variation does not exceed the limits specified under Schedule V of the Companies Act, 2013.

Mr. Sajankumar Rameshwarlal Bajaj satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 and the conditions specified under Section 196(3) of the Companies Act, 2013 for being eligible for re-appointment.

The disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in **Annexure-I** to this Explanatory Statement.

Accordingly, the consent of the Members is sought for passing the Special Resolution for re-appointment of Mr. Sajankumar Rameshwarlal Bajaj as Chairman & Managing Director of the Company for the period from 01<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029.

**Disclosures as required under Paragraph B (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 is as follows:**

I. General information:				
(1) Nature of industry	Pharmaceutical Industry			
(2) Date or expected date of commencement of commercial production	The Company is in operation.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
(4) Financial performance based on given indicators (Rs. In Lakhs)	Particulars	2024-25	2023-24	2022-23
	Total Revenue	56,200.68	48210.42	64738.59
	Net Profits/ Loss u/s 198 of the Companies Act, 2013	4,600.77	1300.42	4290.82
	Net Profit after Tax as per Statement of Profit & Loss	3,949.55	(8379.31)	4302.44

(5) Foreign investments or collaborations, if any.	Nil
II. Information about the appointee:	Mr. Sajankumar Rameshwarlal Bajaj
(1) Background details	Mr. Sajankumar Rameshwarlal Bajaj has been associated with the Company for more than three decades and holds a Bachelor's degree in Commerce. He possesses extensive experience in finance, marketing, and material procurement, which has significantly contributed to the Company's growth and enhanced its operational efficiency.
(2) Past remuneration	The existing remuneration is Rs. 35,00,000/- per month
(3) Recognition or awards	Nil
(4) Job profile and his suitability	He is Promoter Director of the Company who is responsible for day-to-day affairs of the Company
(5) Remuneration proposed	The proposed structure is mentioned in the resolution.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration being paid to him is appropriate considering the size of the Company, the type of Industry and his position and profile.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Besides the remuneration proposed to be paid to him, Mr. Sajankumar Rameshwarlal Bajaj does not have any pecuniary relationship with the Company. He is a father of Ms. Namrata Sajankumar Bajaj who is a Whole-Time Director of the Company.
III. Other information:	
(1) Reasons of loss or inadequate profits	The Company incurred a loss in financial year 2023-24 due to one-time exceptional write down of inventory amounting to Rs. 4432.81 lakhs and losses from discontinued operations amounting to Rs. 8718.96 lakhs.
(2) Steps taken or proposed to be taken for improvement	Losses incurred due to Inventory write down and discontinued operations were one time.
(3) Expected increase in productivity and profits in measurable terms	In the financial year ended 31 March 2025, the Company's revenue grew by 17% and the profit after tax was Rs. 3,949.55 lakhs

The Board of Directors recommends a special resolution for approval of the Members of the Company, as set out at Item No. 4 of the Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their relatives, except Mr. Sajankumar Rameshwarlal Bajaj himself and Ms. Namrata Sajankumar Bajaj, being his relative, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

#### **Item No. 5**

##### **Re-Appointment of Mr. Anil Champalal Jain (DIN: 00226137) as Managing Director of the Company:**

Mr. Anil Champalal Jain (DIN: 00226137) was re-appointed as Managing Director (MD) of the Company for a term of Three (3) years which will be expired on 31<sup>st</sup> March 2026.

Mr. Anil Champalal Jain has been associated with the Company for more than three decades and has played a pivotal role in overseeing the overall operations and contributing to the sustained growth and performance of the Company. His strong marketing acumen, visionary leadership, and tireless efforts have significantly enhanced the Company's business development and market presence.

In view of his rich experience, leadership capabilities, and valuable contribution to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, proposes to re-appoint Mr. Anil Champalal Jain as Managing Director of the Company for a further period of three (3) years, effective from 01<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029, subject to the approval of the Members of the Company.

The terms and conditions of his re-appointment, including remuneration, were recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 16<sup>th</sup> January 2026.

b. **Period of Appointment:** Three Years with effect from 01<sup>st</sup> April 2026

b. **Remuneration last drawn per Month:** Rs. 25,00,000/-

c. **Proposed Salary per Month:** Rs. 25,00,000/-

d. **Perquisites:**

In addition to the above salary, he shall be entitled to perquisites which shall include:

- Furnished or unfurnished accommodation or house rent allowance, along with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, and maintenance;
- Medical reimbursement on actual basis for self and family members (including spouse and dependent children);
- Leave Travel Concession for self and family;
- Club fees (excluding initial registration/admission fees) subject to a maximum of two clubs;
- Medical and personal accident insurance cover as per the Company's rules; and
- Such other perquisites and allowances as per the rules of the Company or as may be agreed upon by the Board of Directors and the MD.

The total value of aforesaid perquisites and allowances shall not exceed 40% of the annual salary. Perquisites shall be valued as per the Income-tax Rules, wherever applicable, and at actual cost where such rules are not applicable.

Contribution to Provident Fund, Pension/Superannuation Fund, to the extent not taxable under the Income-tax Act, 1961, and gratuity payable as per the rules of the Company shall not be included in the computation of the aforesaid ceiling.

Provision of Company car for official use and telephone at residence (including local and long-distance calls) shall not be treated as perquisites for the purpose of computing the above ceiling.

e. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging (including spouses and attendant(s)) during business trips, any medical assistance for self and family members, use of Company cars for business purposes and telephone expenses at residence shall be reimbursed at actuals and shall not be treated as perquisites.

f. **Minimum Remuneration:** Notwithstanding anything contained herein, in the event of absence or inadequacy of profits in any financial year, the Company shall pay remuneration by way of salary, perquisites and allowances as specified above, within the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

g. **General:** Either party may terminate the appointment by giving three (3) months' prior written notice to the other party. In the event Mr. Anil Champalal Jain ceases to be a Director of the Company, he shall automatically cease to be the Managing Director.

The Board of Directors shall be entitled to alter or vary the terms and conditions of the appointment from time to time, provided such variation does not exceed the limits specified under Schedule V of the Companies Act, 2013.

Mr. Anil Champalal Jain satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 and the conditions specified under Section 196(3) of the Companies Act, 2013 for being eligible for re-appointment.

The disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in **Annexure-I** to this Explanatory Statement.

Accordingly, the consent of the Members is sought for passing the Special Resolution for re-appointment of Mr. Anil Champalal Jain as Managing Director of the Company for the period from 01<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029.

**Disclosures as required under Paragraph B (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 is as follows:**

I. General information:	
(1) Nature of industry	Pharmaceutical Industry
(2) Date or expected date of commencement of commercial production	The Company is in operation.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

(4) Financial performance based on given indicators (Rs. In Lakhs)	Particulars	2024-25	2023-24	2022-23
	Total Revenue	56,200.68	48210.42	64738.59
	Net Profits/ Loss u/s 198 of the Companies Act, 2013	4,600.77	1300.42	4290.82
	Net Profit after Tax as per Statement of Profit & Loss	3,949.55	(8379.31)	4302.44
(5) Foreign investments or collaborations, if any.	Nil			
II. Information about the appointee:	Mr. Anil Champalal Jain			
(1) Background details	<p>Mr. Anil Champalal Jain has completed his Diploma in Pharmacy and has been associated with the Company for more than three decades. He has played a pivotal role in overseeing the overall operations and has contributed significantly to the sustained growth and performance of the Company.</p> <p>With his strong marketing acumen, visionary leadership, and tireless efforts, he has been instrumental in driving business development, expanding market presence, and strengthening the Company's competitive position.</p>			
(2) Past remuneration	The existing remuneration is Rs. 25,00,000/- per month			
(3) Recognition or awards	Nil			
(4) Job profile and his suitability	He is Promoter Director of the Company who is responsible for day-to-day affairs of the Company			
(5) Remuneration proposed	The proposed structure is mentioned in the resolution.			
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration being paid to him is appropriate considering the size of the Company, the type of Industry and his position and profile.			
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	<p>Besides the remuneration proposed to be paid to him, Mr. Anil Champalal Jain does not have any pecuniary relationship with the Company.</p> <p>He is a father of Mr. Pakshal Anil Jain who is a Whole-Time Director of the Company.</p>			
III. Other information:				

(1) Reasons of loss or inadequate profits	The Company incurred a loss in financial year 2023-24 due to one-time exceptional write down of inventory amounting to Rs. 4,432.81 lakhs and losses from discontinued operations amounting to Rs. 8,718.96 lakhs.
(2) Steps taken or proposed to be taken for improvement	Losses incurred due to Inventory write down and discontinued operations were one time.
(3) Expected increase in productivity and profits in measurable terms	In the financial year ended 31 March 2025, the Company's revenue grew by 17% and the profit after tax was Rs. 3,949.55 lakhs

The Board of Directors recommends a special resolution for approval of the Members of the Company, as set out at Item No. 5 of the Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their relatives, except Mr. Anil Champalal Jain himself and Mr. Pakshal Anil Jain, being his relative, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

#### Item No. 6

#### **Re-Appointment of Ms. Namrata Sajankumar Bajaj (DIN: 05327071) as Whole-Time Director of the Company:**

Ms. Namrata Sajankumar Bajaj (DIN: 05327071) was re-appointed as Whole-Time Director (WTD) of the Company for a term of Three (3) years which will be expired on 31<sup>st</sup> March 2026.

Ms. Namrata Sajankumar Bajaj has been associated with the Company for more than a decade and in view of her significant contribution to the sales and marketing functions of the Formulation Division and her leadership role in driving the growth of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, proposes to re-appoint Ms. Namrata Sajankumar Bajaj as Whole-Time Director of the Company for a further period of three (3) years, effective from 01<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029, subject to the approval of the Members of the Company.

The terms and conditions of her re-appointment, including remuneration, were recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 16<sup>th</sup> January 2026.

c. **Period of Appointment:** Three Years with effect from 01<sup>st</sup> April 2026

b. **Remuneration last drawn per Month:** Rs. 4,01,023/-

c. **Proposed Salary per Month:** upto Rs. 5,00,000/-

d. **Perquisites:**

In addition to the above salary, she shall be entitled to perquisites which shall include:

- Furnished or unfurnished accommodation or house rent allowance, along with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, and maintenance;
- Medical reimbursement on actual basis for self and family members (including spouse and dependent children);
- Leave Travel Concession for self and family;
- Club fees (excluding initial registration/admission fees) subject to a maximum of two clubs;
- Medical and personal accident insurance cover as per the Company's rules; and

- Such other perquisites and allowances as per the rules of the Company or as may be agreed upon by the Board of Directors and the WTD.

The total value of aforesaid perquisites and allowances shall not exceed 40% of the annual salary. Perquisites shall be valued as per the Income-tax Rules, wherever applicable, and at actual cost where such rules are not applicable.

Contribution to Provident Fund, Pension/Superannuation Fund, to the extent not taxable under the Income-tax Act, 1961, and gratuity payable as per the rules of the Company shall not be included in the computation of the aforesaid ceiling.

Provision of Company car for official use and telephone at residence (including local and long-distance calls) shall not be treated as perquisites for the purpose of computing the above ceiling.

e. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging (including spouses and attendant(s)) during business trips, any medical assistance for self and family members, use of Company cars for business purposes and telephone expenses at residence shall be reimbursed at actuals and shall not be treated as perquisites.

f. **Minimum Remuneration:** Notwithstanding anything contained herein, in the event of absence or inadequacy of profits in any financial year, the Company shall pay remuneration by way of salary, perquisites and allowances as specified above, within the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

g. **General:** Either party may terminate the appointment by giving three (3) months' prior written notice to the other party. In the event Ms. Namrata Sajankumar Bajaj ceases to be a Director of the Company, she shall automatically cease to be the Whole-Time Director.

The Board of Directors shall be entitled to alter or vary the terms and conditions of the appointment from time to time, provided such variation does not exceed the limits specified under Schedule V of the Companies Act, 2013.

Ms. Namrata Sajankumar Bajaj satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 and the conditions specified under Section 196(3) of the Companies Act, 2013 for being eligible for re-appointment.

The disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in **Annexure-I** to this Explanatory Statement.

Accordingly, the consent of the Members is sought for passing the Special Resolution for re-appointment of Ms. Namrata Sajankumar Bajaj as Whole-Time Director of the Company for the period from 01<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029.

**Disclosures as required under Paragraph B (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 is as follows:**

I. General information:	
(1) Nature of industry	Pharmaceutical Industry
(2) Date or expected date of commencement of commercial production	The Company is in operation.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
(4) Financial performance based on given indicators (Rs. In Lakhs)	Particulars	2024-25	2023-24	2022-23
	Total Revenue	56,200.68	48210.42	64738.59
	Net Profits/ Loss u/s 198 of the Companies Act, 2013	4,600.77	1300.42	4290.82
	Net Profit after Tax as per Statement of Profit & Loss	3,949.55	(8379.31)	4302.44
(5) Foreign investments or collaborations, if any.	Nil			
II. Information about the appointee:	Ms. Namrata Sajankumar Bajaj			
(1) Background details	Ms. Namrata S. Bajaj holds a Bachelor's degree in Business Administration from the Indian Institute of Planning and Management, Mumbai. She has been associated with the Company for over 10 years and brings extensive experience in sales and marketing. Currently overseeing the Sales and Marketing functions of the Formulation Division, Ms. Bajaj has played a pivotal role in elevating the company's presence in the formulation business through her dedication and consistent efforts.			
(2) Past remuneration	The existing remuneration is Rs. 4,01,023/- per month			
(3) Recognition or awards	Nil			
(4) Job profile and his suitability	She is a Promoter Director of the Company who is responsible for day-to-day affairs of the Company			
(5) Remuneration proposed	The proposed structure is mentioned in the resolution.			
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration being paid to her is appropriate considering the size of the Company, the type of Industry and her position and profile.			
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Besides the remuneration proposed to be paid to her, Ms. Namrata S. Bajaj does not have any pecuniary relationship with the Company. She is a daughter of Mr. Sajankumar R. Bajaj, Chairman & Managing Director of the Company.			

III. Other information:	
(1) Reasons of loss or inadequate profits	The Company incurred a loss in financial year 2023-24 due to one-time exceptional write down of inventory amounting to Rs. 4,432.81 lakhs and losses from discontinued operations amounting to Rs. 8,718.96 lakhs.
(2) Steps taken or proposed to be taken for improvement	Losses incurred due to Inventory write down and discontinued operations were one time.
(3) Expected increase in productivity and profits in measurable terms	In the financial year ended 31 March 2025, the Company's revenue grew by 17% and the profit after tax was Rs. 3,949.55 lakhs

The Board of Directors recommends a special resolution for approval of the Members of the Company, as set out at Item No. 6 of the Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their relatives, except Ms. Namrata Sajankumar Bajaj herself and Mr. Sajankumar Rameshwarlal Bajaj, being her relative, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

#### Item No. 7

##### **Re-Appointment of Mr. Pakshal Anil Jain (DIN: 08776385) as Whole-Time Director of the Company:**

Mr. Pakshal Anil Jain (DIN: 08776385) was re-appointed as Whole-Time Director (CMD) of the Company for a term of Three (3) years which will be expired on 29<sup>th</sup> June 2026.

Mr. Pakshal Anil Jain has been associated with the Company for more than 5 years and in view of his marketing expertise in the development of Active Pharmaceutical Ingredients (API) and contract manufacturing, and his significant contribution to the growth of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, proposes to re-appoint Mr. Pakshal Anil Jain as Whole-Time Director of the Company for a further period of three (3) years, effective from 30<sup>th</sup> June 2026 to 29<sup>th</sup> June 2029, subject to the approval of the Members of the Company.

The terms and conditions of his re-appointment, including remuneration, were recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 16<sup>th</sup> January 2026.

d. **Period of Appointment:** Three Years with effect from 30<sup>th</sup> June 2026

b. **Remuneration last drawn per Month:** Rs. 4,02,548/-

c. **Proposed Salary per Month:** upto Rs. 5,00,000/-

d. **Perquisites:**

In addition to the above salary, he shall be entitled to perquisites which shall include:

- Furnished or unfurnished accommodation or house rent allowance, along with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, and maintenance;
- Medical reimbursement on actual basis for self and family members (including spouse and dependent children);
- Leave Travel Concession for self and family;
- Club fees (excluding initial registration/admission fees) subject to a maximum of two clubs;
- Medical and personal accident insurance cover as per the Company's rules; and
- Such other perquisites and allowances as per the rules of the Company or as may be agreed upon by the Board of Directors and the WTD.

The total value of aforesaid perquisites and allowances shall not exceed 40% of the annual salary. Perquisites shall be valued as per the Income-tax Rules, wherever applicable, and at actual cost where such rules are not applicable.

Contribution to Provident Fund, Pension/Superannuation Fund, to the extent not taxable under the Income-tax Act, 1961, and gratuity payable as per the rules of the Company shall not be included in the computation of the aforesaid ceiling.

Provision of Company car for official use and telephone at residence (including local and long-distance calls) shall not be treated as perquisites for the purpose of computing the above ceiling.

e. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging (including spouses and attendant(s)) during business trips, any medical assistance for self and family members, use of Company cars for business purposes and telephone expenses at residence shall be reimbursed at actuals and shall not be treated as perquisites.

f. **Minimum Remuneration:** Notwithstanding anything contained herein, in the event of absence or inadequacy of profits in any financial year, the Company shall pay remuneration by way of salary, perquisites and allowances as specified above, within the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

g. **General:** Either party may terminate the appointment by giving three (3) months' prior written notice to the other party. In the event Mr. Pakshal Anil Jain ceases to be a Director of the Company, he shall automatically cease to be the Whole-Time Director.

The Board of Directors shall be entitled to alter or vary the terms and conditions of the appointment from time to time, provided such variation does not exceed the limits specified under Schedule V of the Companies Act, 2013.

Mr. Pakshal Anil Jain satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 and the conditions specified under Section 196(3) of the Companies Act, 2013 for being eligible for re-appointment.

The disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in **Annexure-I** to this Explanatory Statement.

Accordingly, the consent of the Members is sought for passing the Special Resolution for re-appointment of Mr. Pakshal Anil Jain as Whole-Time Director of the Company for the period from 30<sup>th</sup> June 2026 to 29<sup>th</sup> June 2029.

**Disclosures as required under Paragraph B (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 is as follows:**

I. General information:				
(1) Nature of industry	Pharmaceutical Industry			
(2) Date or expected date of commencement of commercial production	The Company is in operation.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
(4) Financial performance based on given indicators (Rs. In Lakhs)	Particulars	2024-25	2023-24	2022-23
	Total Revenue	56,200.68	48210.42	64738.59
	Net Profits/ Loss u/s 198 of the Companies Act, 2013	4,600.77	1300.42	4290.82
	Net Profit after Tax as per Statement of Profit & Loss	3,949.55	(8379.31)	4302.44
(5) Foreign investments or collaborations, if any.	Nil			
II. Information about the appointee:	Mr. Pakshal Anil Jain			
(1) Background details	<p>Mr. Pakshal Anil Jain holds a Bachelor's degree in Marketing &amp; Entrepreneurship from the Indian School of Management &amp; Entrepreneurship, Mumbai (ISME). He possesses sound knowledge of marketing of Active Pharmaceutical Ingredients (API) along with an understanding of formulation manufacturing.</p> <p>He has been associated with the Company for more than five (5) years and has developed strong expertise in marketing, particularly in the areas of API development and contract manufacturing, contributing to the Company's business growth and market expansion.</p>			
(2) Past remuneration	The existing remuneration is Rs. 4,02,548/- per month			
(3) Recognition or awards	Nil			
(4) Job profile and his suitability	He is a Director of the Company who is responsible for day-to-day affairs of the Company			
(5) Remuneration proposed	The proposed structure is mentioned in the resolution.			

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration being paid to him is appropriate considering the size of the Company, the type of Industry and his position and profile.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Besides the remuneration proposed to be paid to him, Mr. Pakshal Anil Jain does not have any pecuniary relationship with the Company. He is a Son of Mr. Anil Champalal Jain, Managing Director of the Company.
III. Other information:	
(1) Reasons of loss or inadequate profits	The Company incurred a loss in financial year 2023-24 due to one-time exceptional write down of inventory amounting to Rs. 4,432.81 lakhs and losses from discontinued operations amounting to Rs. 8,718.96 lakhs.
(2) Steps taken or proposed to be taken for improvement	Losses incurred due to Inventory write down and discontinued operations were one time.
(3) Expected increase in productivity and profits in measurable terms	In the financial year ended 31 March 2025, the Company's revenue grew by 17% and the profit after tax was Rs. 3,949.55 lakhs

The Board of Directors recommends a special resolution for approval of the Members of the Company, as set out at Item No. 7 of the Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their relatives, except Mr. Pakshal Anil Jain himself and Mr. Anil Champalal Jain, being his relative, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

**By Order of the Board of Directors  
For Bajaj Healthcare Limited  
Sd/-  
Monica Tanwar  
Company Secretary & Compliance Officer  
ACS: A35334**

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, Maharashtra 400 604  
Tel: 022-6617 7400; Fax: 022-66177458  
CIN: L99999MH1993PLC072892  
Email: [investors@bajajhealth.com](mailto:investors@bajajhealth.com)  
Website: [www.bajajhealth.com](http://www.bajajhealth.com)

**Date: 16<sup>th</sup> January 2026  
Place: Thane**

## ANNEXURE 1

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 (ICSI) with respect to the Directors proposed to be appointed/ re-appointed:

<b>Name of Director</b>	<b>Mr. Parsotambhai Devsibhai Vaghela</b>	<b>Mrs. Purnima Dhanraj Amin</b>	<b>Mr. Umeshkumar Laxmidas Bhavsar</b>
<b>DIN</b>	02540758	11461111	10403243
<b>Date of Birth</b>	22/09/1960	18/07/1961	05/04/1961
<b>Age</b>	65 Years	64 Years	64 Years
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Appointment in current designation</b>	21/11/2025	05/01/2026	13/01/2026
<b>Terms and conditions for Appointment/Re-appointment</b>	Appointment as a Non-Executive Independent Director of the Company for a first Five (5) consecutive years commencing from 21 <sup>st</sup> November 2025 to 20 <sup>th</sup> November 2030	Appointment as a Non-Executive Independent Director of the Company for a first Five (5) consecutive years commencing from 05 <sup>th</sup> January 2026 to 04 <sup>th</sup> January 2031	Appointment as a Non-Executive Independent Director of the Company for a first Five (5) consecutive years commencing from 13 <sup>th</sup> January 2026 to 12 <sup>th</sup> January 2031
<b>Brief Resume, Qualification &amp; Experience and Expertise in specific functional areas</b>	<p>Mr. Parsotambhai Devsibhai Vaghela (DIN: 02540758) is a retired IAS officer and has also served as the Chairman of Telecom Regulatory Authority of India (TRAI) from October 2020 to September 2023, where he contributed to key reforms in India's rapidly evolving telecom and digital ecosystem.</p> <p>Prior to TRAI, Mr. Vaghela served as Secretary, Department of Pharmaceuticals, Government of India and as Chief Commissioner of Sales Tax, Gujarat.</p> <p>He holds degrees in Commerce, an MBA in Financial Management, an MA in Development Studies (Public Policy &amp; Management) from the Institute of Social Studies, Netherlands. He has also obtained a doctoral degree in philosophy (Sociology) from the Sardar Patel University, Gujarat and has done executive programs from Harvard University.</p> <p>In recognition of his distinguished public service, Mr. Vaghela received the Award for Excellence in Public Administration from the Hon'ble Prime Minister in 2018. He currently serves as an Independent Director in an unlisted public company and is a</p>	<p>Mrs. Purnima Dhanraj Amin (DIN: 11461111) is a Professor of Pharmacy at the Institute of Chemical Technology (ICT), Mumbai, Maharashtra. She holds a B. Pharma (Pharmacy), M. Pharma (Pharmaceutics) and Ph. D. (Tech.) in Pharmaceutics from the Institute of Chemical Technology (Formerly known as University Department of Chemical Technology).</p> <p>She has over 32 years of academic and research experience at ICT, Mumbai. She currently serves as Vice President-Technological Association ICT and Dean-Student and Alumni Affairs.</p> <p>Her major research expertise lies in the application of Hot Melt Extrusion (HME) technology for the development of innovative drug delivery systems, covering a wide range of applications including oral, topical and parenteral formulations. She has also contributed significantly to research in various other areas of</p>	<p>Mr. Umeshkumar Laxmidas Bhavsar (DIN: 10403243) is a qualified Chartered Accountant with over 35 years of experience across the real estate, financial services, retail, manufacturing, and consulting sectors. He is a qualified professional with a proven track record in leveraging deep domain knowledge and technical expertise to oversee strategic financial planning and corporate finance management.</p> <p>Mr. Bhavsar was associated with Ajmera Realty &amp; Infra India Limited for more than 15 years, where he played a key role in financial leadership and help in strategic decision-making. He is currently a Designated Partner at RUHN Global Advisory LLP, Mumbai, a firm specializing in corporate and business strategic advisory services.</p>

<b>Name of Director</b>	<b>Mr. Parsotambhai Devsibhai Vaghela</b>	<b>Mrs. Purnima Dhanraj Amin</b>	<b>Mr. Umeshkumar Laxmidas Bhavsar</b>
	Partner at Lex Apex Advisory, a legal firm in Ahmedabad.	pharmaceutical and medical sciences.  Mrs. Amin is a consultant to the Indian pharmaceutical industry, specializing in formulation development and evaluation of drug delivery systems. She has received numerous awards and recognitions for her contributions to pharmacy education and research.  She has authored several research publications in reputed scientific journals and holds life memberships in professional and educational organizations.	
<b>Directorships held in other Public Companies (excluding Alternate Directorship, Foreign Companies and Companies under Section 8 of the Companies Act, 2013)</b>	<ul style="list-style-type: none"> <li>Dorf-Ketal Chemicals India Limited</li> </ul>	NIL	NIL
<b>Chairman/ Member of the Committee of the Board of Directors of the other Public Companies</b>	2	NIL	NIL
<b>Committee positions in other Public Companies</b>	<ul style="list-style-type: none"> <li>Member in Audit Committee and Nomination &amp; Remuneration Committee of Dorf-Ketal Chemicals India Limited</li> </ul>	NIL	NIL
<b>Listed entities from which the person has resigned in the past three years</b>	NIL	NIL	NIL
<b>Shareholding in the Company including beneficial shares</b>	NIL	NIL	NIL
<b>Relationship between directors inter-se</b>	None	None	None
<b>Details of remuneration sought to be paid</b>	No remuneration is payable other than sitting fees	No remuneration is payable other than sitting fees	No remuneration is payable other than sitting fees
<b>Number of Board Meeting attended (FY 2025-26: Till the date of this Postal Ballot Notice)</b>	1 out of 5	1 out of 5	1 out of 5

<b>Name of Director</b>	<b>Mr. Sajankumar Rameshwarlal Bajaj</b>	<b>Mr. Anil Champalal Jain</b>
<b>DIN</b>	00225950	00226137
<b>Date of Birth</b>	09/11/1959	07/10/1974
<b>Age</b>	66 Years	51 Years
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment in current designation</b>	01/04/2002	15/01/2004
<b>Terms and conditions for Appointment/Re-appointment</b>	Appointment as Chairman & Managing Director of the Company for a Three (3) years with effect from 01 <sup>st</sup> April 2026 to 31 <sup>st</sup> March 2029	Appointment as Managing Director of the Company for a Three (3) years with effect from 01 <sup>st</sup> April 2026 to 31 <sup>st</sup> March 2029
<b>Brief Resume, Qualification &amp; Experience and Expertise in specific functional areas</b>	Mr. Sajankumar Rameshwarlal Bajaj has been associated with the Company for more than three decades and holds a Bachelor's degree in Commerce. He possesses extensive experience in finance, marketing, and material procurement, which has significantly contributed to the Company's growth and enhanced its operational efficiency.	Mr. Anil Champalal Jain has completed his Diploma in Pharmacy and has been associated with the Company for more than three decades. He has played a pivotal role in overseeing the overall operations and has contributed significantly to the sustained growth and performance of the Company.  With his strong marketing acumen, visionary leadership, and tireless efforts, he has been instrumental in driving business development, expanding market presence, and strengthening the Company's competitive position.
<b>Directorships held in other Public Companies (excluding Alternate Directorship, Foreign Companies and Companies under Section 8 of the Companies Act, 2013)</b>	<ul style="list-style-type: none"> <li>• Bansal Pharma Limited</li> <li>• Bajaj Sindhudurg Rice Mills Limited</li> <li>• Bajaj Agro Foods India Limited</li> <li>• Bajaj Mega Food Park Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Bansal Pharma Limited</li> <li>• Bajaj Sindhudurg Rice Mills Limited</li> <li>• Bajaj Agro Foods India Limited</li> <li>• Bajaj Mega Food Park Limited</li> </ul>
<b>Chairman/ Member of the Committee of the Board of Directors of the other Public Companies</b>	NIL	1
<b>Committee positions in other Public Companies</b>	NIL	<ul style="list-style-type: none"> <li>• Member in Audit Committee of Bajaj Sindhudurg Rice Mills Limited</li> </ul>
<b>Listed entities from which the person has resigned in the past three years</b>	NIL	NIL
<b>Shareholding in the Company including beneficial shares</b>	1,18,70,700 Equity Shares	14,63,775 Equity Shares

<b>Name of Director</b>	<b>Mr. Sajankumar Rameshwarlal Bajaj</b>	<b>Mr. Anil Champalal Jain</b>
<b>Relationship between directors inter-se</b>	Father of Ms. Namrata Sajankumar Bajaj, Whole-Time Director of the Company	Father of Mr. Pakshal Anil Jain, Whole-Time Director of the Company
<b>Details of remuneration sought to be paid</b>	Refer Explanatory Statement of Item No. 4	Refer Explanatory Statement of Item No. 5
<b>Number of Board Meeting attended (FY 2025-26: Till the date of this Postal Ballot Notice)</b>	4 out of 5	5 out of 5

<b>Name of Director</b>	<b>Ms. Namrata Sajankumar Bajaj</b>	<b>Mr. Pakshal Anil Jain</b>
<b>DIN</b>	05327071	08776385
<b>Date of Birth</b>	07/07/1985	12/04/1998
<b>Age</b>	40 Years	27 Years
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment in current designation</b>	11/01/2013	30/06/2020
<b>Terms and conditions for Appointment/Re-appointment</b>	Appointment as a Whole-Time Director of the Company for a period of Three (3) years with effect from 01 <sup>st</sup> April 2026 to 31 <sup>st</sup> March 2029	Appointment as a Whole-Time Director of the Company for a period of Three (3) years with effect from 30 <sup>th</sup> June 2026 to 29 <sup>th</sup> June 2029
<b>Brief Resume, Qualification &amp; Experience and Expertise in specific functional areas</b>	Ms. Namrata S. Bajaj holds a Bachelor's degree in Business Administration from the Indian Institute of Planning and Management, Mumbai. She has been associated with the Company for over 10 years and brings extensive experience in sales and marketing. Currently overseeing the Sales and Marketing functions of the Formulation Division, Ms. Bajaj has played a pivotal role in elevating the company's presence in the formulation business through her dedication and consistent efforts.	Mr. Pakshal Anil Jain holds a Bachelor's degree in Marketing & Entrepreneurship from the Indian School of Management & Entrepreneurship, Mumbai (ISME). He possesses sound knowledge of marketing of Active Pharmaceutical Ingredients (API) along with an understanding of formulation manufacturing.  He has been associated with the Company for more than five (5) years and has developed strong expertise in marketing, particularly in the areas of API development and contract manufacturing, contributing to the Company's business growth and market expansion.
<b>Directorships held in other Public Companies (excluding Alternate Directorship, Foreign Companies and Companies under Section 8 of the Companies Act, 2013)</b>	<ul style="list-style-type: none"> <li>• Bansal Pharma Limited</li> <li>• Bajaj Sindhudurg Rice Mills Limited</li> <li>• Bajaj Agro Foods India Limited</li> <li>• Bajaj Mega Food Park Limited</li> </ul>	NIL
<b>Chairman/ Member of the Committee of the Board of Directors of the other Public Companies</b>	NIL	NIL
<b>Committee positions in other Public Companies</b>	NIL	NIL

<b>Name of Director</b>	<b>Ms. Namrata Sajankumar Bajaj</b>	<b>Mr. Pakshal Anil Jain</b>
<b>Listed entities from which the person has resigned in the past three years</b>	NIL	NIL
<b>Shareholding in the Company including beneficial shares</b>	16,32,207 Equity Shares	NIL
<b>Relationship between directors inter-se</b>	Daughter of Mr. Sajankumar R. Bajaj, Chairman & Managing Director of the Company	Son of Mr. Anil Champalal Jain, Managing Director of the Company
<b>Details of remuneration sought to be paid</b>	Refer Explanatory Statement of Item No. 6	Refer Explanatory Statement of Item No. 7
<b>Number of Board Meeting attended (FY 2025-26: Till the date of this Postal Ballot Notice)</b>	5 out of 5	5 out of 5