



**BAJAJ HEALTHCARE LIMITED**

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

**CIN:** L99999MH1993PLC072892

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

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

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of Bajaj Healthcare Limited (“the Company”) will be held on Wednesday, 7<sup>th</sup> August, 2024 at 4.00 p.m. through Video Conferencing / Other Audio-Visual Means to transact the following business:

**SPECIAL BUSINESS**

**1. Increase in Authorised Share Capital and consequent alteration in the Capital Clause of the Memorandum of Association**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, if any and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 14,00,00,000 (Rupees Fourteen Crores) divided into 2,80,00,000 (Two Crore Eighty Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each to Rs. 25,00,00,000 (Rupees Twenty-five Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each by creation of additional 2,20,00,000 (Two Crores Twenty Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new Clause V.”

*“V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty-five Crores Only) divided into 5,00,00,000 Equity Shares of Rs. 5/- (Rupees Five only) each, with power to increase or reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as maybe for the time being provided by the Articles of Association of the Company.”*

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to complete all statutory procedures as may be required and further to do all acts deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**2. Alteration of the Articles of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder including the Companies (Incorporation) Rules, 2014 (including any statutory amendment(s), modification(s), clarification(s), or re-enactment(s) thereof) for the time being in force) (“Act”) and subject to the necessary approvals, permission and consents and sanctions required, if any of any statutory authorities and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof, the approval of the

members of the Company be and is hereby accorded for effecting the following amendments in the existing Articles of Association of the Company by inserting following new Articles 4A to 4G after the existing Article No. 4 as under:

**The following Articles (4A) to (4G) shall now be inserted after existing Article (4) as below:**

**4A.** *“Subject to the provisions of the Act and these Articles, the Board may issue and allot shares and or securities of the Company for consideration other than Cash for purchase of any property or assets of any kind whatsoever, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares and or security which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be, if the price of such shares and or security is determined by the valuation report of a registered valuer and such issuance and allotment is approved by a special resolution of the shareholders of the company.”*

**4B.** *“The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:*

*i. Equity shares;*

*a. with voting rights; and / or*

*b. with differential rights as to dividend, voting or otherwise in accordance with the Rules; and*

*ii. Preference shares”*

**4C.** *“The Board (or a committee thereof duly authorized by the Board) or the Company as the case may be, may, in accordance with the Act and the Rules, issue further shares and or securities to:*

*(a) Persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares or security offered to him or any of them in favour of any other person; or*

*(b) Employees under any scheme of Employees’ Stock Option; or*

*(c) Any persons, whether or not those persons include the persons referred to in clause (a) or (b) above.”*

**4D.** *A further issue of any kinds of shares and security may be made in any manner whatsoever as the Board may determine including by way of right issue, bonus issue, preferential offer, private placement, or in any other manner that the Board may deem fit to members, promoters, body corporates or any other person(s) subject to and in accordance with the provisions of the Act and the Rules.*

**4E.** *Subject to the provisions of the Act and other applicable provisions of law, the Company may with the approval of the shareholders by a special resolution in general meeting issue sweat equity shares in accordance with the provisions of the Act and with such rules and guidelines issued by the Securities and Exchange Board of India and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.*

**4F.** *Subject to the provisions of the Act, the Board shall have the power to issue or re- issue preference shares of one or more classes which are liable to be redeemed, or converted into equity shares, on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules.*

**4G.** *Issue of warrants*

*(a) Subject to Applicable Law, the Board (or a committee thereof duly authorized by the Board), may, subject to the consent of the shareholders of the Company in accordance with Applicable Law, issue and allot warrants convertible into equity shares and/or other securities of the Company on such rate, terms and conditions to the existing shareholders, general public, or on preferential basis to the promoters, directors, bodies corporate, banks, financial institutions, overseas corporate bodies, non-resident Indians or such other persons from time to time as it may deem fit.*

*(b) The Board (or a committee thereof duly authorized by the Board) shall be authorized to make provisions as to the allotment and issue of warrants and in particular may determine to whom the same shall be offered whether at par or at premium from time to time, subject to Applicable Law.*

*(c) Subject to Applicable Law, the Board (or a committee thereof duly authorized by the Board), may convert warrants into the equity shares or security at such rates (including premium), terms and conditions as may be determined by the Board and in accordance with the Applicable Law, either in single tranche or in one or more tranches or otherwise as per the discretion of the Board.*

*(d) The Board may from time to time subject to the terms on which any warrants convertible into equity shares and or security may have been issued may call upon the warrants holders in respect of the balance amount unpaid on the warrants held by them respectively at the time of providing option for conversion of warrants into the equity shares or security of the Company and shall be payable at such fixed times by the warrant holder who shall pay the amount of the call made on them at time and places appointed by the Board”.*

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

### **3. Issue of Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential Basis**

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

**"RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the companies Act, 2013 (herein referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of securities) Rules, 2014, as amended and the Companies (Share capital and Debentures) Rules, 2014 and other relevant rules and regulations made there under (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the enabling provisions of the Memorandum and Articles of Association of the company, provisions of the uniform listing agreement entered into by the Company with the BSE Limited ( BSE) and National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed (**collectively referred to as ”Stock Exchanges”**), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and rules and regulations framed thereunder as in force, the guidelines, rules and regulations of the Security and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), SEBI (Issue of capital and Disclosure Requirements) Regulations, 2018 (**“SEBI (ICDR) Regulations”**) and SEBI (Substantial acquisition of Shares and Takeover) Regulations 2011, (**“SEBI SAST Regulations”**) each as amended from time to time and as in force and subject to any other applicable rules, regulations, guidelines, notifications' circulars and clarifications issued thereon by the Government of India, Ministry of Corporate Affairs, Reserve Bank India, Securities and Exchange Board of India ("SEBI"), the Stock Exchanges and/or any other statutory / regulatory authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such requisite approvals, consents, permissions and/or sanctions of Applicable Regulatory Authorities, as may be required and subject to such conditions and modification as may be imposed or prescribed by any of them, while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to and accepted by the Board of Directors of the company (**“Board”** which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot from time to time in one or more tranches, up to 40,44,852 (Forty Lakhs Forty Four Thousand Eight Hundred and Fifty Two) equity shares of the Company of face value of Rs. 5/- each fully paid (“the Equity Shares”) at a price of Rs. 338/- (Rupees Three Hundred Thirty-Eight Only), (including a premium of Rs. 333/- (Rupees Three Hundred Thirty-Three Only) per equity share) (hereinafter referred to as the “Issue Price”), which is not less than the floor price as on the Relevant Date, determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, aggregating upto Rs. 1,36,71,59,976/- (Rupees One Hundred and Thirty Six Crores Seventy-One Lakhs Fifty-Nine Thousand Nine Hundred and Seventy Six Only) on a preferential basis, for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit to the following person(s) belonging to the Non-promoter category (hereinafter referred to as “Proposed Allottees”).

Sr. No.	Name of the proposed Allottee	Nature of persons who are ultimate beneficial owner	No of equity shares to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1.	Vanaja Sundar Iyer	Individual	6,50,888	Non-Promoter Public	Non-QIB
2.	Weststone Management Consultancy Pvt Ltd	Ms. Jhanvi Shah	6,50,888	Non-Promoter Public	Non-QIB
3.	HDFC Mutual Fund - HDFC Pharma and Healthcare Fund	HDFC Mutual Fund - HDFC Pharma and Healthcare Fund	4,14,200	Non-Promoter Public	Non-QIB
4.	Swastik Capital	1. Deepak Ramanlal Joshi 2. Minaxi Deepak Joshi Deepak Ramanlal Joshi HUF	3,00,000	Non-Promoter Public	Non-QIB
5.	Universal Golden Fund	SEBI Registered FPI Regn No. INMUF053514  Name of Principal Officer: Mr. Yajjadeo Lotun	2,66,272	Non-Promoter Public	Non-QIB
6.	Emerging Business Fund	Incred Asset Management  Name of Principal Officer: Aditya Sood	2,07,101	Non-Promoter Public	Non-QIB
7.	Gazania Advisory LLP	1. Mrs. Geetha Madhavan 2. Mr. Gautham Madhavan 3. White Water Mass Media Pvt Ltd 4. Westex Infotech Pvt Ltd	2,07,101	Non-Promoter Public	Non-QIB
8.	Akshat Greentech Pvt Ltd	Mr. Vivek Kailas	1,77,515	Non-Promoter Public	Non-QIB
9.	Umang Mahendra Shah	Individual	1,47,929	Non-Promoter Public	Non-QIB
10.	Sudha Commercial Company Limited	Mr. Ajay Kayan	1,03,550	Non-Promoter Public	Non-QIB
11.	Raika Investments	Mr. Anil Madanlal Raika	1,03,550	Non-Promoter Public	Non-QIB
12.	SSS Advisory LLP	Partners: Saraswati Hegde Shreyas Hegde Sameeksha Hegde	88,757	Non-Promoter Public	Non-QIB
13.	Anuj Shah	Individual	73,964	Non-Promoter Public	Non-QIB
14.	Jignesh V Shah HUF	Karta: Jignesh Vijay Shah Coparceners: Agam Jignesh Shah	59,172	Non-Promoter Public	Non-QIB
15.	Madhusudan Loya	Individual	50,000	Non-Promoter Public	Non-QIB
16.	Shradha Manish Mehta	Individual	50,000	Non-Promoter Public	Non-QIB
17.	Virchand LGada	Individual	44,379	Non-Promoter Public	Non-QIB

18.	BH Lakhani	Partners: 1. Ratilal Jivraj Pitroda 2. Mrs. Bharti Hitesh Lakhani 3. Vitrag Dealers LLP 4. M/s Rikhav Capital Services Private Ltd	35,000	Non-Promoter Public	Non-QIB
19.	U.K Vora	1. Ketan A Shah 2. Urmila K Vora 3. Sankalp Dealers LLP 4. Rikhav Capital Services Private Ltd 5. Levish Naresh Bhansali 6. Sweetesh Naresh Bhansali	35,000	Non-Promoter Public	Non-QIB
20.	Vimal Trading	1. Mrs. Bharti S Yevate 2. M/s Spark Water Chem LLP 3. M/s Ashwamegh Enterprises LLP 4. M/s MVL Investment 5. Consultants Private Limited	35,000	Non-Promoter Public	Non-QIB
21.	Shubh Agarwal	Individual	30,000	Non-Promoter Public	Non-QIB
22.	Jay Agarwal	Individual	30,000	Non-Promoter Public	Non-QIB
23.	Anuja Loya	Individual	30,000	Non-Promoter Public	Non-QIB
24.	Gauravh Arora	Individual	30,000	Non-Promoter Public	Non-QIB
25.	Komal Dugar	Individual	30,000	Non-Promoter Public	Non-QIB
26.	Raj Rughani	Individual	30,000	Non-Promoter Public	Non-QIB
27.	Viral Pravinkumar Parekh	Individual	30,000	Non-Promoter Public	Non-QIB
28.	Fulvaben Hitenbhai Shah	Individual	30,000	Non-Promoter Public	Non-QIB
29.	Neha Amit Mehta	Individual	29,586	Non-Promoter Public	Non-QIB
30.	Viraj Mahadevia	Individual	15,000	Non-Promoter Public	Non-QIB
31.	Manish Gupta	Individual	15,000	Non-Promoter Public	Non-QIB
32.	Sheela Golechha	Individual	15,000	Non-Promoter Public	Non-QIB
33.	Sushma Jain	Individual	15,000	Non-Promoter Public	Non-QIB
34.	Balram Singh Yadav	Individual	15,000	Non-Promoter Public	Non-QIB
	<b>Total</b>		<b>40,44,852</b>		

**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company is determined to be 8th July, 2024 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting to approve this offer.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Shares to the proposed allottees under the Preferential Issue shall be subject to following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- (i) The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- (ii) The price of each equity share will be calculated in accordance with the provisions of Regulation 164 of Chapter V of the SEBI (ICDR) Regulations on the basis of the relevant date and in compliance with the provisions of Companies Act, 2013 and Rules made thereunder;
- (iii) Subject to the provisions of Regulation 170 of the ICDR Regulations, the Equity Shares shall be allotted by the Company to the Investor within a period of 15 days from the date of passing of the shareholders' resolution, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchange or other relevant authorities;
- (iv) Equity Shares to be issued and allotted shall be subject to lock in as provided under Regulation 167 of the SEBI (ICDR) Regulations;
- (v) The Subscription Shares so offered, issued and allotted will be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as applicable;
- (vi) The Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Subscriber be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscriber inviting the Subscriber to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initiated by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscriber inviting the Subscriber to subscribe to the Equity Shares."

**"RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from Mr. Haresh Sanghvi, Practicing Company Secretary (Membership No. 2259, CP No. 3675) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations."

**"RESOLVED FURTHER THAT** the monies to be received by the Company from the Proposed Allottees towards application for subscription of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board of Directors of the Company and/or Key Management Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Subscription Shares, listing of the Subscription Shares on the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Subscription Shares, utilization of issue proceeds, signing all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and

things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, whether existing or to be constituted, any other director(s), and/or officer(s) of the Company.”

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

#### **4. Issue of Convertible Equity Warrants on preferential basis to Promoters and certain identified Non-Promoter persons/entities**

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

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the companies Act' 2013 (herein referred to as the “Companies Act”) read with Companies (Prospectus and Allotment of securities) Rules, 2014 and the Companies (Share capital and Debentures) Rules , 2014 and other relevant rules and regulations made there under (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the enabling provisions the Memorandum and Articles of Association of the company, provisions of the uniform listing agreement entered into by the Company with the BSE Limited ( BSE) and National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed ( collectively referred to as ”Stock Exchanges”), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”),and rules and regulations framed thereunder as in force , the guidelines, rules and regulations of the Security and Exchange Board of India (“SEBI”), as amended including the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), SEBI (Issue of capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”) and SEBI (Substantial acquisition of Shares and Takeover) Regulations 2011, (“SEBI SAST Regulations”) each as amended from time to time and as in force and subject to any other applicable rules, regulations, guidelines, notifications' circulars and clarifications issued thereon by the Government of India, Ministry of corporate Affairs, Reserve Bank India, Securities and Exchange Board of India (“SEBI”), the Stock Exchanges and/or any other statutory/ regulatory authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such requisite approvals, consents, permissions and/or sanctions of Applicable Regulatory Authorities, as may be required and subject to such conditions and modification as may be imposed or prescribed by any of them, while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to and accepted by the Board of Directors of the company (“Board” which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot from time to time in one or more tranches, upto 20,79,409 (Twenty Lakhs Seventy Nine Thousand Four Hundred And Nine) fully Convertible equity warrants (“Warrants”) with each warrant convertible into or exchangeable for One (1) fully paid up equity share of the Company of face value of Rs. 5/- each (“the Equity Shares”) at an Issue price of Rs. 338/- (Rupees Three Hundred Thirty-Eight Only) per Warrant (including premium of Rs. 333/- per Warrant) (“Warrants Issue Price”) which is not less than the floor price as on the Relevant Date, determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, aggregating upto 70,28,40,242 /- (Rupees Seventy Crores Twenty-Eight Lakhs Forty Thousand Two Hundred and Forty -Two only) on a preferential basis, for cash and in such form and manner and in accordance with the terms of the Warrants as set out herein and subject to provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit to the following person(s) belonging to the Promoter and Non-promoter category (hereinafter referred to as “Proposed Allottees”).

Sr. No.	Name of the proposed Allottee	Nature of persons who are ultimate beneficial owner	No. of Shares to be allotted upon conversion of warrants	Category	Allottee is: QIB / MF / FI / Trust / Banks
1.	Sajankumar Bajaj	Individual	4,55,074	Promoter	Non-QIB
2.	Anil Jain	Individual	4,55,074	Promoter Group	Non-QIB
3.	Swastik Capital	1. Deepak Ramanlal Joshi 2. Minaxi Deepak Joshi 3. Deepak Ramanlal Joshi HUF	7,82,574	Non-Promoter Public	Non-QIB
4.	Dr Ashish Garg	Individual	1,77,515	Non-Promoter Public	Non-QIB
5.	Mohit Poddaar	Individual	59,172	Non-Promoter Public	Non-QIB
6.	BH Lakhani	Partners: 5. Ratilal Jivraj Pitroda 6. Mrs. Bharti Hitesh Lakhani 7. Vitrag Dealers LLP 8. M/s Rikhav Capital Services Private Ltd	50,000	Non-Promoter Public	Non-QIB
7.	Vimal Trading	1. Mrs. Bharti S Yevate 2. M/s Spark Water Chem LLP 3. M/s Ashwamegh Enterprises LLP 4. M/s MVL Investment 5. Consultants Private Limited	50,000	Non-Promoter Public	Non-QIB
8.	U.K Vora	1. Ketan A Shah 2. Urmila K Vora 3. Sankalp Dealers LLP 4. Rikhav Capital Services Private Ltd 5. Levish Naresh Bhansali 6. Sweetesh Naresh Bhansali	50,000	Non-Promoter Public	Non-QIB
	<b>TOTAL</b>		<b>20,79,409</b>		

**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company is determined to be 8<sup>th</sup> July, 2024 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting to approve this offer”



**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of the Warrants and the Equity Shares to be allotted on exercise of the Warrants shall be subject to following terms and conditions, apart from others as prescribed under applicable laws:

- (i) Amount payable on allotment of Warrants shall be 25% of the Issue Price of the Warrant and balance 75% of the Issue Price of the Warrant would be payable at the time of conversion of Warrant into Equity shares. Each Warrant is convertible into one Equity shares of the face value of Rs 5/- each fully paid up of the Company.
- (ii) The proposed Warrants shall be issued and allotted by the Company to Proposed Promoter and Non-Promoters Allottees within a period of Fifteen (15) days from the date of passing of resolution. Provided that where the issue and allotment of the proposed Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;
- (iii) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, for allotment of one Equity Share of face value of Rs. 5/- (Rupees Five only) fully paid up for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- (iv) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division/re-classification of equity shares or such other similar event so or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- (v) The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- (vi) The Equity Shares to be so allotted on exercise of Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- (vii) In the event the warrant holder(s) does not exercise the Warrants within Eighteen (18) months from the date of allotment of the Warrants, then such Equity Warrants shall lapse, and the amount paid shall stand forfeited by the Company;
- (viii) The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter- alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- (ix) The Warrants and the Equity Shares being allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations;
- (x) The respective Warrant Holders shall make payment of Warrant Issue Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company;
- (xi) Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.
- (xii) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;

**“RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from Mr. Haresh Sanghvi, Practicing Company Secretary (Membership No. 2259, CP No. 3675) certifying that the above issue of warrants convertible into equivalent number of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.”

**“RESOLVED FURTHER THAT** the monies to be received by the Company from the Proposed Allottee towards application for subscription of the Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Convertible Warrants to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the equity shares issued upon conversion of the said warrants shall rank pari passu with the existing equity shares of the Company in all respects

**“RESOLVED FURTHER THAT** subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned warrants and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the Warrants convertible into Equity Shares, and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of warrants convertible into Equity Shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any of the Director/ key managerial personnel/ officers of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors, monitoring agency to give effect to the aforesaid resolution.”

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

**By Order of the Board of Directors  
For Bajaj Healthcare Limited**

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

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

Date: 10<sup>th</sup> July, 2024  
Place: Thane

## NOTES:

1. Pursuant to the General Circular No 09/2023 dated 25/09/2023 and 20/2020 dated 05/05/2020 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI /HO/CFD/CFD-POD-2/P/CIR/ 2023/167 dated 07/10/2023 issued by Security and Exchange Board of India and other circulars issued by SEBI (hereinafter collectively referred to as “the Circulars”) in this regard, companies are allowed to hold EGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the said Circulars, the EGM of the Company is being held through VC/OAVM. Since the EGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. 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, which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM.
3. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Generally, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the MCA and SEBI Circular, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice has been uploaded on the website of the Company at <https://www.bajajhealth.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. In view of the “Green Initiatives in Corporate Governance” introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
7. All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees. Members seeking inspection of the aforementioned documents can send an email to [investors@bajajhealth.com](mailto:investors@bajajhealth.com).
8. Institutional / Corporate Shareholders (i.e. other than individuals/ HUF/ NRI etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body resolution / Authorisation, etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address to [hpsanghvioffice@gmail.com](mailto:hpsanghvioffice@gmail.com) with a copy marked to Company’s Registrar and Share Transfer Agent (“RTA”) i.e. Link Intime India Private Limited at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
9. The members can join the EGM through VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for minimum 1,000 members on ‘first come first serve’ basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of ‘first come first serve’ basis. The Members will be able to view the proceedings on National Securities Depository Limited’s (‘NSDL’) e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 (“Act”) is annexed hereto.

11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. The Company has appointed Mr. Haresh Sanghvi (Membership No. 2259, CoP No. 3675), Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the EGM in a fair and transparent manner.
13. The result declared along with the Scrutinizer's Report will be forwarded to BSE Limited and National Stock Exchange of India Limited and shall be simultaneously uploaded on the Company's website www.bajajhealth.com and on the website of NSDL www.evoting.nsdl.com immediately.
14. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.
15. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, 30<sup>th</sup> July, 2024, will be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
16. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Tuesday, 30<sup>th</sup> July, 2024 will be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
17. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
18. The voting rights of the Members shall be in proportion to their share in the paid.
19. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance latest by 4<sup>th</sup> August, 2024 mentioning their name, demat account number/folio number, email id, mobile number at investors@bajajhealth.com. Other Shareholders may send in their queries at least a week in advance to the Company at investors@bajajhealth.com to facilitate clarifications mentioning their name, demat account number/folio number, email id, mobile number at investors@bajajhealth.com. These queries will be replied to by the company suitably by email.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Saturday, 3<sup>rd</sup> August, 2024 at 9:00 A.M. and ends on Tuesday, 6<sup>th</sup> August, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 30<sup>th</sup> July, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 30<sup>th</sup> July, 2024.**

**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 and joining virtual meeting 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:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. 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 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>4. 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> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <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: space-around; margin-top: 10px;">   </div> </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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at 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 link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
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 22 55 33

**B) Login Method for e-Voting and joining virtual meeting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
  - b) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - c) 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.
  - d) 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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- a. 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 and General Meeting is in active status.
- b. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- c. Now you are ready for e-Voting as the Voting page opens.
- d. 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.
- e. Upon confirmation, the message “Vote cast successfully” will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

- g. 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 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 and joining virtual meeting 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

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

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

Date: 10<sup>th</sup> July, 2024  
Place: Thane.

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

**Item No. 1**

The existing Authorized Share Capital of the Company is Rs.14,00,00,000 (Rupees Fourteen Crores) divided into 2,80,00,000 (Two Crore Eighty Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each. In order to fund the growth and operations of the Company, additional capital would be required. Hence, the Board of Directors at their Meeting held on 10<sup>th</sup> July, 2024, approved the increase in authorised share capital from Rs. 14,00,00,000 (Rupees Fourteen Crores) divided into 2,80,00,000 (Two Crore Eighty Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each to Rs. 25,00,00,000 (Rupees Twenty-five Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each by creation of additional 2,20,00,000 (Two Crores Twenty Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each.

As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorised share capital of the Company. Consequent to increase in the Authorised Share Capital, it is necessary to amend the existing capital clause of the Memorandum of Association of the Company.

The Board recommends the resolutions as set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way concerned or interested in the resolutions set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

**Item No. 2:**

Keeping in view the issue of proposed preferential issue of equity shares and warrants in the manner as set out at Item No. 3 and Item No. 4 of this Notice, the Board of Directors of the Company ("Board") considered to amend the Articles of Association ("AoA") of the Company by way of providing therein enabling provisions with respect to issue of equity shares and warrants on preferential basis and for other necessary revisions in the AoA in respect thereof.

The consent of the Members by way of a special resolution is required to alter the AoA, in terms of the applicable provisions of Section 14 of the Act read with the applicable rules thereto and accordingly the approval of the Members of the Company is being sought.

The Board recommends the resolutions as set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way concerned or interested in the resolutions set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

**Item No. 3 & 4:**

To achieve the future growth in the business, tap various business opportunities and to maintain the financial stability in terms of Debts to Equity balance, the Board of Directors at their meeting held on 10<sup>th</sup> July, 2024, had considered and approved (subject to the approval of the members of the Company and such other approvals as may be required) the proposal for raising funds by way of issuance of Equity Shares and warrants convertible into equivalent number of equity shares on a preferential basis to Promoter, Promoter Group and Non Promoters as mentioned in the resolution No. 3 and 4.

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as

amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue equity shares ("Equity Shares") and warrants convertible into equity shares ("Warrants") to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

**The details of the Preferential Issue required in terms of Regulation 163 of the SEBI ICDR Regulations and the applicable provisions of the Companies Act are as follows:**

**1. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, maximum number of Securities to be issued and the Issue Price:**

The Board of Directors of the Company ("Board") at their meeting held on 10<sup>th</sup> July 2024, approved raising of funds aggregating upto Rs. 2,07,00,00,218/- (Two Hundred Seven Crores Two Hundred Eighteen only) by way of issuance of upto

- (i) 40,44,852 (Forty Lakhs Forty-Four Thousand Eight Hundred and Fifty-Two) Equity shares of the Face Value of Rs 5/- each at an Issue price of Rs. 338/- (including premium of Rs. 333/-) per share for cash, aggregating upto Rs. 1,36,71,59,976 /-; and
- (ii) 20,79,409 warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 5/- each ("Warrants") at an Issue price of Rs. 338/- each payable in cash, aggregating upto Rs. 70,28,40,242/-, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months

on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws to following persons/entities belonging to non-promoter category and persons/entities belonging to promoter category:

*(This space has been left blank intentionally)*

Sr. No.	Name of the proposed Allottee	Category	Equity shares proposed to be issued	Convertible Warrants proposed to be issued
1.	Vanaja Sundar Iyer	Non-Promoter Public	6,50,888	
2.	Weststone Management Consultancy Pvt Ltd	Non-Promoter Public	6,50,888	
3.	HDFC Mutual Fund - HDFC Pharma and Healthcare Fund	Non-Promoter Public	4,14,200	
4.	Swastik Capital	Non-Promoter Public	3,00,000	7,82,574
5.	Universal Golden Fund	Non-Promoter Public	2,66,272	
6.	Emerging Business Fund	Non-Promoter Public	2,07,101	
7.	Gazania Advisory LLP	Non-Promoter Public	2,07,101	
8.	Akshat Greentech Pvt Ltd	Non-Promoter Public	1,77,515	
9.	Umang Mahendra Shah	Non-Promoter Public	1,47,929	
10.	Sudha Commercial Company Limited	Non-Promoter Public	1,03,550	
11.	Raika Investments	Non-Promoter Public	1,03,550	
12.	SSS Advisory LLP	Non-Promoter Public	88,757	
13.	Anuj Shah	Non-Promoter Public	73,964	
14.	Jignesh V Shah HUF	Non-Promoter Public	59,172	
15.	Madhusudan Loya	Non-Promoter Public	50,000	
16.	Shradha Manish Mehta	Non-Promoter Public	50,000	
17.	Virchand L Gada	Non-Promoter Public	44,379	
18.	BH Lakhani	Non-Promoter Public	35,000	50,000
19.	U.K Vora	Non-Promoter Public	35,000	50,000
20.	Vimal Trading	Non-Promoter Public	35,000	50,000
21.	Shubh Agarwal	Non-Promoter Public	30,000	
22.	Jay Agarwal	Non-Promoter Public	30,000	
23.	Anuja Loya	Non-Promoter Public	30,000	
24.	Gauravh Arora	Non-Promoter Public	30,000	
25.	Komal Dugar	Non-Promoter Public	30,000	
26.	Raj Rughani	Non-Promoter Public	30,000	
27.	Viral Pravinkumar Parekh	Non-Promoter Public	30,000	
28.	Fulvaben Hitenbhai Shah	Non-Promoter Public	30,000	
29.	Neha Amit Mehta	Non-Promoter Public	29,586	
30.	Viraj Mahadevia	Non-Promoter Public	15,000	
31.	Manish Gupta	Non-Promoter Public	15,000	
32.	Sheela Golechha	Non-Promoter Public	15,000	
33.	Sushma Jain	Non-Promoter Public	15,000	
34.	Balram Singh Yadav	Non-Promoter Public	15,000	
35.	Sajankumar Bajaj	Promoter	-	4,55,074
36.	Anil Jain	Promoter Group	-	4,55,074
37.	Dr Ashish Garg	Non-Promoter Public	-	1,77,515
38.	Mohit Poddaar	Non-Promoter Public	-	59,172
	<b>Total</b>		<b>40,44,852</b>	<b>20,79,409</b>

## 2. Objects of the Issue

The Company intend to utilize the proceeds raised through the shares and Warrants towards the following objects:-

- Repayment of Loans** – Repayment and or prepayment in full or part, of certain identified secured, unsecured loans availed by the Company from banks and NBFCs.
- Investment in Capital Expenditure** - For expanding the existing production facilities, adding new production capacities, expanding Existing Quality, Research and Development facilities to get Production Facility approvals from the various Regulatory Authorities.

3. **General Corporate Purpose** - which includes, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

Sr No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Repayment & Prepayment of Secured/Unsecured Loans from Bank/NBFC in part or in full	150	Will be used in 12 months from the receipt of funds
2	Investment in Capital expenditure	35	
3	General Corporate Purpose	22	
	<b>Total</b>	<b>207</b>	

*\*Considering 100% subscription of equity shares and 100% conversion of Warrants into equity shares within the stipulated time.*

Given that the Preferential Issue is for convertible Warrants also, the Issue Proceeds of warrants shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

#### **Interim Use of Issue Proceeds**

**Till such time issue proceeds are fully utilized, the Company intends to keep the same in bank deposits and /or Fixed Deposit with scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws. If the issue proceeds are not utilized (in part or in full) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent period in such manner which board shall decide.**

#### **Monitoring of utilisation of funds**

- (a) Given that the issue size exceeds Rs. 100 Crore (Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CARE Ratings Limited , (SEBI Registration Number: IN/CRA/004/1999) as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

(b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

#### 4. Amount which the Company intends to raise by way of such equity shares and Warrants

An amount upto a maximum of Rs. 2,07,00,00,218 /- (Two Hundred Seven Crores Two Hundred and Eighteen only).

#### 5. Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management to subscribe to the offer:

Mr. Sajankumar Bajaj, Promoter, Chairman and Managing Director and Mr. Anil Jain, member of the Promoter Group and Jt. Managing Director intend to subscribe to the preferential issue of warrants.

Apart from above, none of the Promoters, Directors or Key Managerial Personnel or Senior Management intend to subscribe to the Preferential Issue of equity shares and warrants.

#### 6. Relevant Date:

In terms of the provisions of Chapter V of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares (including equity shares of the Company pursuant to the exercise of conversion of the Warrants) is determined to be 8<sup>th</sup> July, 2024 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.”

#### 7. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and class:

Sr. No.	Name of the Investor	Class of Investor (both pre-issue and post-issue)	Natural persons who are the ultimate beneficial owners
1.	Vanaja Sundar Iyer	Non- Promoter Public	Individual
2.	Weststone Management Consultancy Pvt Ltd	Non- Promoter Public	Ms. Jhanvi Shah
3.	HDFC Mutual Fund - HDFC Pharma and Healthcare Fund	Non- Promoter Public	HDFC Mutual Fund - HDFC Pharma and Healthcare Fund
4.	Swastik Capital	Non- Promoter Public	1. Deepak Ramanlal Joshi 2. Minaxi Deepak Joshi 3. Deepak Ramanlal Joshi HUF
5.	Universal Golden Fund	Non- Promoter Public	SEBI Registered FPI Regn No. INMUF053514  Name of Principal Officer: Mr. Yajjadeo Lotun
6.	Emerging Business Fund	Non- Promoter Public	Incred Asset Management



			Name of Principal Officer: Aditya Sood
7.	Gazania Advisory LLP	Non- Promoter Public	1. Mrs. Geetha Madhavan 2. Mr. Gautham Madhavan 3. White Water Mass Media Pvt Ltd 4. Westex Infotech Pvt Ltd
8.	Akshat Greentech Pvt ltd	Non- Promoter Public	Mr. Vivek Kailas
9.	Umang Mahendra Shah	Non- Promoter Public	Individual
10.	Sudha Commercial Company Limited	Non- Promoter Public	Mr. Ajay Kayan
11.	Raika Investments	Non- Promoter Public	Mr. Anil Madanlal Raika
12.	SSS Advisory LLP	Non- Promoter Public	Partners: Saraswati Hegde Shreyas Hegde Sameeksha Hegde
13.	Anuj Shah	Non- Promoter Public	Individual
14.	Jignesh V Shah HUF	Non- Promoter Public	Karta: Jignesh Vijay Shah Coparceners: Agam Jignesh Shah
15.	Madhusudan Loya	Non- Promoter Public	Individual
16.	Shradha Manish Mehta	Non- Promoter Public	Individual
17.	Virchand L Gada	Non- Promoter Public	Individual
18.	BH Lakhani	Non- Promoter Public	Partners: 9. Ratilal Jivraj Pitroda 10. Mrs. Bharti Hitesh Lakhani 11. Vitrag Dealers LLP 12. M/s Rikhav Capital Services Private Ltd
19.	U.K Vora	Non- Promoter Public	7. Ketan A Shah 8. Urmila K Vora 9. Sankalp Dealers LLP 10. Rikhav Capital Services Private Ltd 11. Levish Naresh Bhansali Sweetesh Naresh Bhansali
20.	Vimal Trading	Non- Promoter Public	1. Mrs. Bharti S Yevate 2. M/s Spark Water Chem LLP 3. M/s Ashwamegh Enterprises LLP 4. M/s MVL Investment 5. Consultants Private Limited
21.	Shubh Agarwal	Non- Promoter Public	Individual
22.	Jay Agarwal	Non- Promoter Public	Individual
23.	Anuja Loya	Non- Promoter Public	Individual
24.	Gauravh Arora	Non- Promoter Public	Individual

25.	Komal Dugar	Non- Promoter Public	Individual
26.	Raj Rughani	Non- Promoter Public	Individual
27.	Viral Pravinkumar Parekh	Non- Promoter Public	Individual
28.	Fulvaben Hitenbhai Shah	Non- Promoter Public	Individual
29.	Neha Amit Mehta	Non- Promoter Public	Individual
30.	Viraj Mahadevia	Non- Promoter Public	Individual
31.	Manish Gupta	Non- Promoter Public	Individual
32.	Sheela Golechha	Non- Promoter Public	Individual
33.	Sushma Jain	Non- Promoter Public	Individual
34.	Balram Singh Yadav	Non- Promoter Public	Individual
35.	Sajankumar Bajaj	Promoter	Individual
36.	Anil Jain	Promoter Group	Individual
37.	Dr Ashish Garg	Non-Promoter Public	Individual
38.	Mohit Poddaar	Non-Promoter Public	Individual

**8. Name of the proposed allottee(s) percentage of post Preferential Offer that may be held by them:**

Sr. No.	Name of the Investor	Pre-Issue Share Holding		No. of equity shares to be allotted	No. of warrants to be allotted	*Post-Issue Share Holding	
		No. of equity shares	%			No. of equity shares	%
1.	Vanaja Sundar Iyer	0	0	6,50,888	0	6,50,888	1.93
2.	Weststone Management Consultancy Pvt Ltd	0	0	6,50,888	0	6,50,888	1.93
3.	HDFC Mutual Fund - HDFC Pharma and Healthcare Fund	0	0	4,14,200	0	4,14,200	1.23
4.	Swastik Capital	0	0	3,00,000	7,82,574	10,82,574	3.21
5.	Universal Golden Fund	0	0	2,66,272	0	2,66,272	0.79
6.	Emerging Business Fund	0	0	2,07,101	0	2,07,101	0.61
7.	Gazania Advisory LLP	0	0	2,07,101	0	2,07,101	0.61
8.	Akshat Greentech Pvt ltd	0	0	1,77,515	0	1,77,515	0.53
9.	Umang Mahendra Shah	0	0	1,47,929	0	1,47,929	0.44
10.	Sudha Commercial Company Limited	0	0	1,03,550	0	1,03,550	0.31
11.	Raika Investments	0	0	1,03,550	0	1,03,550	0.31
12.	SSS Advisory LLP	0	0	88,757	0	88,757	0.26
13.	Anuj Shah	0	0	73,964	0	73,964	0.22
14.	Jignesh V Shah HUF	0	0	59,172	0	59,172	0.18
15.	Madhusudan Loya	0	0	50,000	0	50,000	0.15
16.	Shradha Manish Mehta	0	0	50,000	0	50,000	0.15
17.	Virchand L Gada	0	0	44,379	0	44,379	0.13
18.	BH Lakhani	0	0	35,000	50,000	85,000	0.25
19.	U.K Vora	0	0	35,000	50,000	85,000	0.25
20.	Vimal Trading	0	0	35,000	50,000	85,000	0.25
21.	Shubh Agarwal	0	0	30,000	0	30,000	0.09
22.	Jay Agarwal	0	0	30,000	0	30,000	0.09
23.	Anuja Loya	0	0	30,000	0	30,000	0.09
24.	Gauravh Arora	0	0	30,000	0	30,000	0.09
25.	Komal Dugar	0	0	30,000	0	30,000	0.09
26.	Raj Rughani	0	0	30,000	0	30,000	0.09
27.	Viral Pravinkumar	0	0	30,000	0	30,000	0.09

	Parekh						
28.	Fulvaben Hitenbhai Shah	0	0	30,000	0	30,000	0.09
29.	Neha Amit Mehta	0	0	29,586	0	29,586	0.09
30.	Viraj Mahadevia	0	0	15,000	0	15,000	0.04
31.	Manish Gupta	0	0	15,000	0	15,000	0.04
32.	Sheela Golechha	0	0	15,000	0	15,000	0.04
33.	Sushma Jain	0	0	15,000	0	15,000	0.04
34.	Balram Singh Yadav	0	0	15,000	0	15,000	0.04
35.	Sajankumar Bajaj	97,10,700	35.18	0	4,55,074	1,01,65,774	30.15
36.	Anil Jain	14,61,775	5.30	0	4,55,074	19,16,849	5.68
37.	Dr Ashish Garg	0	0	0	1,77,515	1,77,515	0.53
38.	Mohit Poddaar	0	0	0	59,172	59,172	0.18
	<b>Total</b>	<b>1,11,72,475</b>	<b>40.48</b>	<b>40,44,852</b>	<b>20,79,409</b>	<b>1,72,96,736</b>	<b>51.12</b>

*\*The post preferential issue shareholding has been calculated assuming full subscription of equity shares by the non-promoter category and full exercise of Warrants and consequent allotment of the Equity Shares of the Company by the non-promoter and promoter category.*

*The pre-issue shareholding pattern is as on.30<sup>th</sup> June, 2024.*

**9. The shareholding pattern of the Company before and after the proposed preferential issue of equity shares and Warrants is as follows:**

SR No.	Category & Name of the Members	Pre-preferential Issue		Post-preferential Issue	
		No. of shares	% of holding	No. of shares	% of holding
<b>A</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1</b>	<b>Indians</b>				
	Individuals / Hindu Undivided Family	1,83,93,042	66.65	1,93,03,190	57.24
	Bodies Corporate	3,00,000	1.09	3,00,000	0.89
	Sub-Total (A)(1)	<b>1,86,93,042</b>	<b>67.73</b>	<b>1,96,03,190</b>	<b>58.13</b>
<b>2</b>	<b>Foreign</b>				
	Sub-Total (A)(2)	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>1,86,93,042</b>	<b>67.73</b>	<b>1,96,03,190</b>	<b>58.13</b>
<b>B</b>	<b>Public Shareholding</b>				
<b>1</b>	<b>Institutions</b>				
	Domestic	626	0.00	6,21,927	1.84
	Foreign	1,540	0.01	2,67,812	0.79
	Sub-Total (B)(1)	<b>2,166</b>	<b>0.01</b>	<b>8,89,739</b>	<b>2.64</b>
<b>2</b>	<b>Central Government/ State Government(s)/ President of India</b>				
	Sub-Total (B)(2)	-	-	-	-
<b>3</b>	<b>Non-Institutions</b>				
	<b>Resident Individuals holding nominal share capital up to Rs. 2 lakhs</b>	51,54,238	18.68	54,98,824	16.31
	<b>Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs</b>	4,13,182	1.50	16,67,029	4.94

	<b>Non Resident Indians (NRIs)</b>	2,26,929	0.82	2,26,929	0.67
	<b>Bodies Corporate</b>	27,86,131	10.10	37,18,084	11.03
	<b>Any Other</b>	3,22,712	1.17	21,18,866	6.28
	<b>Sub-Total (B)(3)</b>	<b>89,03,192</b>	<b>32.26</b>	<b>1,32,29,732</b>	<b>39.23</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)</b>	<b>89,05,358</b>	<b>32.27</b>	<b>1,41,19,471</b>	<b>41.87</b>
<b>C</b>	<b>Non-Promoter-Non Public (C)</b>	-	-	-	-
	<b>Grand Total (A+B+C )</b>	<b>2,75,98,400</b>	<b>100.00</b>	<b>3,37,22,661</b>	<b>100.00</b>

**Notes:**

- b. *The post preferential issue shareholding has been calculated assuming full subscription of equity shares by the non-promoter category and full exercise of Warrants and consequent allotment of the Equity Shares of the Company by the non-promoter and promoter category.*
- c. *The pre-issue shareholding pattern is as on 30<sup>th</sup> June, 2024. The post issue holding of all the other shareholders is assumed to remain the same.*

**10. The time frame within which the preferential issue shall be completed:**

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares and Warrants shall be made by the company within a period of Fifteen (15) days from the date of passing of these resolutions provided that where the issue and allotment of the said equity shares and Warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

**11. Change in Control or Management, if any that would occur in the Company consequent to the Preferential Issue:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue of the equity shares and Warrants and the equity Shares allotted pursuant to exercise of such Warrants. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.

**12. Pricing and Basis or justification for the price (including the premium, if any) that has been arrived:**

The equity shares of the Company are listed on the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and are frequently traded in accordance with the SEBI (ICDR) Regulations.

For the purpose of computing the floor price for this preferential issue, trading at NSE (the Stock Exchange which had the highest trading volume in respect of the equity shares of the Company) has been considered.

The price at which equity shares and warrants are proposed to be offered, issued and allotted is not lower than the floor price determined in terms of the applicable provisions of Regulation 164 of SEBI (ICDR) Regulations, i.e., Rs. 338/- per Equity share/Warrant, being the higher of the following:

- a) the volume weighted average price of the equity shares quoted on NSE during the 90 trading days preceding the Relevant Date, i.e., Rs. 336/- per equity share;
- or
- b) the volume weighted average price of the equity shares quoted on NSE during the 10 trading days preceding the Relevant Date, i.e., Rs. 338/- per equity share.

Further, the issue price has been determined based on consideration of:

Pricing Certificate received from M/s. V J Shah & Co., Chartered Accountants, FRN: 109823W, for the purpose of undertaking pricing of the equity shares of the Company for issuance of equity shares and Warrants through preferential allotment. The pricing certificate is displayed on the website of the company at the <https://www.bajajhealth.com/>.

Further, there is no requirement to procure a valuation report from a registered valuer as (a) the shares of the Company are frequently traded, and (b) the Preferential Issue would not result in any change of control of the Company and /or allotment of more than 5% of the post issue fully diluted equity share capital of the Company to one allottee/ or allottees acting in concert.

**13. Number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price:**

The Company has not made any allotment of equity shares or securities convertible into equity shares of the Company on a preferential basis during the current financial FY 2024-25.

**14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer:**

Not applicable

**15. Certificate from Practicing Company Secretary:**

As per Regulation 163(2) of the ICDR Regulations, a Certificate from Mr. Haresh Sanghvi (CoP: 3675, FCS No. 2259) Practicing Company Secretary confirming that the proposed issue of equity shares and Warrants is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and is displayed on the website of the company at the <https://www.bajajhealth.com/>.

**16. Lock-in Period:**

The equity shares issued to Non-promoter allottees and Warrants and the equity shares issued upon conversion of the Warrants to Non-Promoter and Promoter allottees shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

**17. Undertakings:**

The Company hereby undertakes that:

- a) None of the Company, its directors or promoters have been declared as a 'wilful defaulter' or 'fraudulent borrower' as defined under the SEBI ICDR Regulations, and none of its directors or promoter is a 'fugitive economic offender' as defined under the SEBI ICDR Regulations;
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- c) As the equity shares of the Company have been listed for a period of more than 90 (ninety) days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- d) The Company shall re-compute the price of the equity shares to be allotted under the Promoter Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;

- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Promoter Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

**18. Other disclosure:**

1. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and the circulars and notifications issued by the SEBI thereunder.
2. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares and warrants under the Preferential Issue is for a cash consideration.
3. The Proposed Allottees have confirmed that they have not sold/transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.
4. The pre- preferential holding of the proposed allottees are in dematerialized form.
5. The issue of Equity Shares and warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The approval of the members is being sought to enable the Board to issue and allot the equity shares and Warrants on a preferential basis, to the extent and in the manner set out in the resolutions and the explanatory statement.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company and proposed allotment to be made by the Company in the Preferential Issue.

The Board accordingly recommends the resolutions set forth at Item no. 3 & 4 for approval of the members as a Special Resolutions.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

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

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

Registered Office: 602-606, Bhoomi Velocity Infotech Park,  
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Wagle Ind. Estate Thane West, Thane- 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: 10<sup>th</sup> July, 2024  
Place: Thane.