



## TEJNAKSH HEALTHCARE LIMITED

(CIN- L85100MH2008PLC179034)

**Registered Office:** Town Centre, Unit No.11, Ground Floor, Marol, Andheri Kurla Road,  
Andheri (East), Mumbai - 400 059

Tel. No: - 022-40051526; Email: - instituteofurology@gmail.com Website: - www.tejnaksh.com

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### NOTICE OF POSTAL BALLOT AND E-VOTING

(Pursuant to Sec.110 of the Companies Act, 2013 read with Companies  
(Management & Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that Tejnaksh Healthcare Limited (the "Company") is seeking consent of its members for the Special Business to be transacted through Postal Ballot/ E-Voting for the following purpose:

- 1) Increase the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company.
- 2) Issue of Bonus Equity Shares by way of Capitalisation of Reserves.

In terms of Section 110 of the Companies Act read with the Rules, the item of business set out in this Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of its members in respect of the above matters through Postal Ballot & E-Voting. The Resolutions and the relevant Explanatory Statements setting out the material facts and the reasons for the Resolutions are appended along with a Postal Ballot Form for your consideration.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

M/s. Bhunesh Bansal & Associates, Practicing Company Secretary firm (Membership No. FCS-6526 & COP No. 9089) has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer before 5.00 P.M. on 16<sup>th</sup> April, 2018. Please note that any Postal Ballot form(s) received after the said date will be treated as not having been received.

#### **E-Voting:**

The Company is pleased to offer e-voting facility, in terms of Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 and Section 108 of the Companies Act, 2013 and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the members to cast their votes electronically. E-voting is optional. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The voting through Postal Ballot/e-voting will commence on 18<sup>th</sup> March, 2018 and end on 16<sup>th</sup> April, 2018.

The Scrutinizer will submit his report to the Director of the Company after completion of the Scrutiny. The results of Postal Ballot will be announced on 18<sup>th</sup> April, 2018 at 11.00 A.M. at the Registered Office of the Company. The resolutions will become effective on and from the date of announcement of result of the Postal Ballot. The result of the Postal Ballot will also be posted on the Company's website viz. [www.tejnaksh.com](http://www.tejnaksh.com)

#### **SPECIAL BUSINESS:**

##### **1. Increase the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company.**

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

**"RESOLVED THAT** pursuant to the provision of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provision of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 3,00,00,000 ( Rupees Three Crore only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each, be and is hereby increased to Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lakh only) divided into 1,05,00,000 (One Crore Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT**, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V:

**"V.** The Authorised Share Capital of the Company is Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lakh only) comprising of 1,05,00,000 (One Crore Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each."

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

##### **2. Issue of Bonus Equity Shares by way of Capitalisation of Reserves.**

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 Section 63 and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorized in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, the consent of the Members of the

Company be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs.10/- (Rupee Ten) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 36 (Thirty Six) equity share for every 10 (Ten) existing equity share held by the Members.

**RESOLVED FURTHER THAT**, the Bonus Shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** if as a result of implementation of this resolution, any member becomes entitled to a fraction of new equity shares to be allotted as bonus shares, the Company shall not issue any certificate or coupon in respect of such fractional shares, but the total number of such new equity shares representing such fractions shall be allotted by board to a nominee to be selected by the Board who would have been entitled to such fractions, in case the same were issued. Such nominee will as soon as possible sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holding and allotment of fractions thereof.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and in case of Members who hold shares in dematerialized form, the bonus shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository participants.

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus shares to Non- resident Members, Foreign Institutional investors (FIIs) & other foreign investors, be subject to the approval of the RBI, as may be necessary.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**Place:** Mumbai  
**Date:** 12.03.2018

By order of the Board of Directors  
**For Tejnaksh Healthcare Limited**

Sd/-  
**Ashish Vishwas Rawandale**  
**Managing Director**  
**DIN- 02005733**

**Notes:**

1. Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. In compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 and Regulation 44, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the members to cast their votes electronically. E-voting is optional.
3. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
4. The Notice is being sent to all the Members whose names would appear in the Register of Members / Record of Depositories as on Friday, the 9<sup>th</sup> March, 2018. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of Members as on 9<sup>th</sup> March, 2018.
5. The notice is being sent to all the members by post / courier (and electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members / Record of Depositories as on 9<sup>th</sup> March, 2018 and these will be considered for voting.
6. The voting through Postal Ballot/e-voting will commence on 18<sup>th</sup> March, 2018 and end on 16<sup>th</sup> April, 2018.
7. A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects, should reach the Scrutinizer before 5.00 P.M. on 16<sup>th</sup> April, 2018. The Postal Ballot received after the said date will be treated as not having been received.
8. Resolutions passed by the members through Postal Ballots are deemed to have been passed effectively at a General Meeting of the Members. The an Ordinary Resolutions shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
9. The Board of Directors of the Company has appointed M/s. Bhwnesh Bansal & Associates, Practicing Company Secretary firm (Membership No. FCS-6526 & COP No. 9089) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman & Managing Director of the Company.
10. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman & Managing Director of the Company, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolution. The result of the Postal Ballot will be declared on Wednesday, 18<sup>th</sup> April, 2018 at 11.00 A.M., at the Registered Office of the Company. After declaration, the result of the Postal Ballot will also be posted on the Company's website [www.tejnaksh.com](http://www.tejnaksh.com) besides communicating the same to the Bombay Stock Exchange Limited where the shares of the Company are listed.
11. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

12. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.

## INSTRUCTIONS FOR VOTING

**Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first.**

## PHYSICAL VOTING

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

## E-VOTING

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged National Securities Depository Limited ('NSDL'), to provide E-Voting facility to its Members. E-Voting is optional.

The E-Voting period begins on 18<sup>th</sup> March, 2018 at 9:00 A.M. and ends on 16<sup>th</sup> April, 2018 at 5.00 P.M. The E-Voting module shall be disabled by NSDL for voting after 5.00 P.M on 16<sup>th</sup> April, 2018. During this period, the Members of the Company, holding shares in Physical form or in Demat form, as on the cut-off date viz. 9<sup>th</sup> March, 2018, may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member is not allowed to change it subsequently.

The instructions and process for voting electronically by the Members are as under:

- A. In case of Members receiving E-mail from NSDL:
  - i. Open E-mail and open PDF file attached in the mail with your Client ID or Folio No. as password. The PDF file contains your user ID and Password for E-Voting on the resolution mentioned in the Postal Ballot Notice. Please note that the password is an initial password.
  - ii. If you are registered with NSDL for E-Voting then you can use your existing User ID and Password for casting your vote.
  - iii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - iv. Click on Shareholder – “Login”.
  - v. Put user ID and Password as noted in step (i) above. Click Login.
  - vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof.
  - vii. Please note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii. The Home page of “E-Voting” opens. Click on “E-Voting - Active Voting Cycles”.
- ix. Select “EVEN” (E-Voting Event Number) of Tejnakhsh Healthcare Limited and click on “SUBMIT”.
- x. Now you are ready for E-Voting as Cast Vote page opens.
- xi. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- xii. Upon confirmation, the message “Vote cast successfully” will be displayed. Kindly note that vote once cast cannot be modified.
- xiii. 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at [csbbansal@gmail.com](mailto:csbbansal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case of Members’ receiving Postal Ballot Notice by Post:**

- i. Initial password is provided at the bottom of Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	Password
108274		

- ii. If you are registered with NSDL for E-Voting then you can use your existing User ID and Password for casting your vote.
  - iii. Please follow all steps from Sl. No. (iii) to Sl. No. (xiii) as mentioned in (A) above, to cast vote except Sl. No. (v)
- C. Member cannot exercise his / her vote by proxy on Postal Ballot.
- D. The Scrutinizer’s decision on the validity or otherwise of Postal Ballot / E-Voting will be final.
- E. Members may also note that the Postal Ballot Notice will also be available on the Company’s Website viz. [www.tejnakhsh.com](http://www.tejnakhsh.com) for downloading.
- F. In case you have any queries or issues regarding E-Voting, you may refer the Frequently Asked Questions [“FAQs”] and E-Voting manual for shareholder available at downloads section of <https://www.evoting.nsdl.com/> or contact NSDL at the toll free No.1800-222-990.

**Place:** Mumbai  
**Date:** 12.03.2018

By order of the Board of Directors  
**For Tejnakhsh Healthcare Limited**

Sd/-  
**Ashish Vishwas Rawandale**  
**Managing Director**  
**DIN- 02005733**

**Explanatory Statement**  
(Pursuant to Sec.102 of the Companies Act, 2013)

**Item No.1:**

Presently the existing Authorised Share Capital of the Company is Rs. 3,00,00,000 (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. Due to issue of Bonus Equity Share in the ratio of 36:10, it is necessary to increase the Authorised Share Capital to Rs. 10,50,00,000 ( Rupees Ten Crore Fifty Lakh only) divided into 1,05,00,000 (One Crore Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

The alteration to the Capital Clause of Memorandum of Association of the Company is consequent upon increase in the Authorised Share Capital.

Due to issue of Bonus Equity Share in the ratio of 36:10, the Authorised Share Capital of the Company needs to be increased. A change to the Authorised Share Capital of the Company necessitates an amendment to Clause V of Memorandum of Association of your Company.

As per Provisions of the Companies Act, 2013, any increase in Authorised Share Capital and consequent amendment to Memorandum of Association of the Company requires consent and approval of Members of the Company.

The Board of Directors recommends the Resolution in Item No. 1 of the Notice for approval by the Members. None of the promoters, directors, managers, key managerial personnel of the Company or their relatives are interested in the resolution(s) No. 1 of the accompanying Notice.

The Board recommends passing of the resolution set out at Item No. 1 as an Ordinary Resolution.

**Item no.2:**

**Issue of Bonus Equity Shares by way of Capitalisation of Reserves**

The equity shares of the Company are listed and actively traded on the BSE SME platform. The members are aware that the operations and performance of the Company has grown significantly over the past two years, which has generated considerable interest in the Company's equity shares in the Market. The market price of the Company's share has also increased significantly. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on March 12, 2018, considered it desirable to recommend issue of Bonus shares in the ratio of 36:10 subject to approval of the shareholders and such other authorities as may be necessary.

The issue of Bonus shares by capitalization of reserves is authorized by the existing Articles of Association of the Company.

The Board of Directors recommends the Resolution in Item No. 2 of the Notice for approval by the Members. None of the promoters, directors, managers, key managerial personnel of the Company or their relatives are interested in the resolution(s) No. 2 of the accompanying Notice except to the extent of their shareholding in the Company, if any.

The Board recommends passing of the resolution set out at Item No. 2 as an Ordinary Resolution.

**Place:** Mumbai  
**Date:** 12.03.2018

By order of the Board of Directors  
**For Tejnaksh Healthcare Limited**

Sd/-  
**Ashish Vishwas Rawandale**  
**Managing Director**  
DIN- 02005733