

NOTICE

NOTICE is hereby given that the **13th Annual General Meeting** of the Members of **Tejnaksh Healthcare Limited** will be held on **Wednesday, 30th September, 2020 at 10.30 A.M.** through video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March 2020 including Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit & Loss Account and Statement of Cash Flow, for the year ended as on that date together with the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.
2. To appoint Dr. Preeti Ashish Rawandale (DIN: 02021400) as Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:-

3. Re-appointment of Dr. Ashish Rawandale (DIN: 02005733) as a Chairman & Managing Director of the Company for a Period of Five Years.

To consider, and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded for re-appointment of Dr. Ashish Rawandale (DIN: 02005733) as a Chairman & Managing Director of the Company for a five year term commencing from 27th March, 2020 till 26th March 2025, upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act and in the agreement entered into between the Company and MD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to revise the remuneration of MD from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and MD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

4. Re-appointment of Mr. Kiran Madhavrao Pawar (DIN: 07078045) as an Independent Director of the company for a second term of Five consecutive Years.

To consider, and if thought fit, to pass the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), rules framed thereunder and Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Kiran Madhavrao Pawar (DIN: 07078045), Independent Director of the Company and who holds office of Independent Director up to September 29, 2020, who has submitted a declaration that he meets the criteria of independence and who is eligible for re-appointment for a second term under the provisions of the Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director of the Company, as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from September 30, 2020 to September 29, 2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

5. Re- appointment of Mr. Vikramsinh Satish Khatal Patil (DIN: 01979626) as an Independent Director of the company for a second term of Five consecutive Years.

To consider, and if thought fit, to pass the following resolution as a Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), rules framed thereunder and Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Vikramsinh Satish Khatal Patil (DIN: 01979626), Independent Director of the Company and who holds office of Independent Director up to September 29, 2020, who has submitted a declaration that he meets the criteria of independence and who is eligible for re-appointment for a second term under the provisions of the Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director of the Company, as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from September 30, 2020 to September 29, 2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

6. Regularization of Additional Director, Mr. Pratap Tarachand Patil (Din: 08765839) by appointing him as Independent Director of The Company

To consider, and if thought fit, to pass the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161(1) and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, subject to the statutory modification(s) or re-enactment thereof for time being in force and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and hereby accorded to regularize and to appoint Mr. Pratap Tarachand Patil (Din: 08765839) as a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who shall hold office for five(5) consecutive years commencing from 13th July, 2020, not liable to retire by rotation."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Regularization of Additional Director, Mr. Sanjay Bhikajirao Khatal (Din: 06616883) by appointing him as Non-Executive Director of The Company

To consider, and if thought fit, to pass the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 161(1) and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, subject to the statutory modification(s) or re-enactment thereof for time being in force and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and hereby accorded to regularise the appointment of Mr. Sanjay Bhikajirao Khatal (Din: 06616883) as a Non-Executive Director of the Company, who was appointed as Additional Director of the Company with effect from 13th July, 2020. "

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Notes:-

1. In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/ 2020 dated 5th May 2020, in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic" ("SEBI Circular") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, SEBI Circular and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Annual General Meeting ("AGM") of the Company is scheduled to be held on Wednesday, 30th September 2020, at 10.30 A.M. (IST) through VC/OAVM and the voting for items to be transacted in the Notice to this AGM only through remote electronic voting process ("e-Voting").
2. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated 5th May 2020, the matters of Special Business as appearing at Item Nos. 3 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. The relative Explanatory Statement pursuant to Section 102 of the Act, in regard to the business as set out in Item Nos. 3 to 7 above and the relevant details of the Director seeking re-appointment as set out in Item No.3 to 7 above as required under Regulation 26(4) and 36(3) of the Listing Regulations, is annexed hereto.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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 AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at csbbansal@gmail.com with a copy marked to evoting@nsdl.co.in and cs.tejnaksh@gmail.com.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ("NSDL") e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
9. Further, due to non-availability of postal and courier services, on account of the threat posed by COVID-19 and in terms of the MCA Circulars and the SEBI Circular, the Company is sending this AGM Notice along with the Annual Report for FY20 in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the AGM and the Annual Report for FY20 has been uploaded on the website of the Company at www.tejnaksh.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited ("BSE") at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

10. **The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September 2020 to Wednesday, 30th September 2020, both days inclusive.**
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
13. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).
14. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at cs.tejnaksh@gmail.com.
15. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to cs.tejnaksh@gmail.com up to the date of the AGM.
16. This AGM Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/the Company.
17. For permanent registration of their e-mail address, Members are requested to register their e-mail address, in respect of electronic holdings, with their concerned DP and in respect of physical holdings, with the RTA.
18. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP/RTA to enable servicing of notices/ documents/Annual Reports and other communications electronically to their e-mail address in future.
19. Process and manner for Members opting for e-Voting is, as under:-
 - I. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), 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 AGM without restriction on account of first come first served basis.
 - II. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 - III. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
 - IV. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tejnaksh.com . The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

- V. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- VI. The remote e-voting period commences on Sunday 27th September, 2020 (9:00 am IST) and ends on Tuesday 29th September, 2020 (5:00 pm IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolutions is cast by the member, the member shall not be allowed to change it subsequently.
- VII. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 csbbansal@gmail.com with a copy marked to evoting@nsdl.co.in.
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 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 or call on toll free no.: 1800-222-990 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

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 cs.tejnaksh@gmail.com
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 cs.tejnaksh@gmail.com

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM 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 AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

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 csbbansal@gmail.com with a copy marked to evoting@nsdl.co.in
- 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

4 You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VIII. **The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, 23rd September, 2020.**

IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

X. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.

XI. M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretaries (Membership No. FCS 6526 & COP 9089), has been appointed as the Scrutinizer to conduct the voting process in a fair and transparent manner.

XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

XIII. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the AGM and, thereafter, unblock the votes cast through remote e-Voting and shall make, not later than 48 hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIV. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.tejnaksh.com and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed i.e. BSE Limited on their websites viz. www.bseindia.com.

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

**Sd/-
Dr. Ashish Vishwas Rawandale
Chairman**

Mumbai, 31st August, 2020

CIN- L85100MH2008PLC179034

Registered Office:-

Lion Tarachand Bapa Hospital,

Lion Tarachand Bapa Hospital Marg,

Sion - West

Mumbai - 400022

Email - instituteofurology@gmail.com

Website:- www.tejnaksh.com

EXPLANATORY STATEMENT:-

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 7.

Item No. 3 – Re-appointment of Dr. Ashish Rawandale (DIN: 02005733) as a Chairman & Managing Director of the Company for a Period of Five Years.

The Board of Directors, at their meeting held on 27th March, 2020, on recommendation of the Nomination and Remuneration Committee, re-appointed him as a Chairman and Managing Director for another term of 5 years effective 27th March, 2020. On the terms and conditions including remuneration as mentioned below.

Professional Fees of Rs. 125,000/- Per Month

Dr. Ashish Rawandale (Aged 49 Years) has done A post graduate in Surgery (M.S.) and a qualified super specialist (Mch and DNB) in urology.

Dr. Ashish V. Rawandale visionary by nature and a doctor by profession, Dr. Ashish Rawandale have been primarily responsible for rearing the Institute of Urology Dhule to an international standard kidney care center of north Maharashtra. A post graduate in Surgery (M.S.) and a qualified super specialist (Mch and DNB) in urology. He has relentlessly achieved major milestones in Urology. To mention a few he holds records in the Guinness Book of World Records, Ripley's believe it or not, Limca book of records, India book of records (multiple records), and Asia book of records, World amazing records and World record academy.

With his inclination towards innovations he now has innovations and patents in Urology to his name. A thorough academician with about 150 publications and presentations, he is a recognized undergraduate and postgraduate teacher for the Maharashtra University of Health Sciences. He is a guide for Urology, recognized by the National Board of Examinations.

As an able administrator he runs various educational institutions and holds positions on Urological Society bodies in various capacities.

This resolution is being proposed as a special resolution in view of the relevant provisions of schedule V to the Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

He is not related to any director or key managerial personnel of the Company except Dr. Preeti Rawandale, Non-executive director of the Company. Dr. Preeti Rawandale is wife of Dr. Ashish Rawandale.

None of the directors or key managerial personnel of the Company or their relatives, except Dr. Ashish Rawandale and Dr. Preeti Rawandale are, directly or indirectly concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

The Board considers the business in item no. 3 of the notice as unavoidable to be considered at the e-AGM and commends the said special resolution for approval of the shareholders.

Item No.4:- Re-appointment of Mr. Kiran Madhavrao Pawar (DIN: 07078045) as an Independent Director of the company for a second term of Five consecutive Years.

Mr. Kiran Madhavrao Pawar (DIN: 07078045) who was appointed as an independent director of the Company for Five Years in the Annual General Meeting of the Company which was held on 30th September, 2015 and his tenure will be till 29th September, 2020.

The Board through circular resolution dated August 31, 2020, considered re-appointment of Mr. Kiran Madhavrao Pawar (DIN: 07078045) as an independent Director of the Company for second term of five years.

Pursuant to Provisions of section 149, 152 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mr. Kiran Madhavrao Pawar will hold the office up to 29th September, 2020. The Company has received from Mr. Kiran Madhavrao Pawar:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 and Form MBP-1.

Mr. Kiran Madhavrao Pawar S/o. Madhavrao Ramji Pawar is a post graduate from Marathwada University and he is a teacher in S.S.V.P.V. Shivaji High School, Dhule. As a teacher Mr. Kiran Madhavrao Pawar is having good knowledge of administration and Management. He is also associate with Tej Vedaant Healthcare Private Limited as a Director of the Company.

Except Mr. Kiran Madhavrao Pawar, being appointee, none of the other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Your Board recommends the above resolution at item No. 4 of the accompanying Notice for your approval.

Item No.5:- Re-appointment of Mr. Vikramsinh Satish Khatal Patil (DIN: 01979626) as an Independent Director of the company for a second term of Five consecutive Years.

Mr. Vikramsinh Satish Khatal Patil (DIN: 01979626) who was appointed as an independent director of the Company for Five Years in the Annual General Meeting of the Company which was held on 30th September, 2015 and his tenure will be till 29th September, 2020.

The Board through circular resolution dated August 31, 2020, considered re-appointment of Mr. Vikramsinh Satish Khatal Patil (DIN: 01979626) as an independent Director of the Company for second term of five years.

Pursuant to Provisions of section 149, 152 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mr. Vikramsinh Satish Khatal Patil will hold the office up to 29th September, 2020. The Company has received from Mr. Vikramsinh Satish Khatal Patil:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 and Form MBP-1.

Mr. Vikramsinh Satish Khatal Patil S/o. Satish Khatal Patil is a Under graduate and Completed H.S.C. in the Science Stream. He is serving the position as a director in Private Limited Company Since 2008 and having good knowledge of accounts and Finance.

Except Vikramsinh Satish Khatal Patil , being appointee, none of the other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Your Board recommends the above resolution at item No. 5 of the accompanying Notice for your approval.

Item No.6:- Regularization of Additional Director, Mr. Pratap Tarachand Patil (Din: 08765839) by appointing him as Independent Director of The Company

The Board appointed Mr. Pratap Tarachand Patil (Din: 08765839) as Additional (Non-Executive - Independent) Director of the Company w.e.f. 13th July, 2020 pursuant to Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, Mr. Pratap Tarachand Patil will hold the office up to the date of ensuing AGM. The Company has received from Mr. Pratap Tarachand Patil:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 and Form MBP-1.

Mr. Pratap Patil, age 62 Years is a graduate. He is having more than 30 years of experience as a Manager and rich Knowledge of supervising and coordinating the administration. He is professional with good experience of Managerial Skills and handling team. He possesses a diverse knowledge and wide range of experience in the Managerial field.

Except Mr. Pratap Patil, being appointee, none of the other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Your Board recommends the above resolution at item No. 6 of the accompanying Notice for your approval.

Item No.7:- Regularization of Additional Director, Mr. Sanjay Bhikajirao Khatal (Din: 06616883) by appointing him as Non-Executive Director of The Company

The Board appointed Mr. Sanjay Bhikajirao Khatal (Din: 06616883) as Additional (Non-Executive –Non- Independent) Director of the Company w.e.f. 13th July, 2020 pursuant to Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, Mr. Sanjay Bhikajirao Khatal will hold the office up to the date of ensuing AGM. The Company has received from Mr. Sanjay Bhikajirao Khatal:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 and Form MBP-1.

Mr. Sanjay Khatal, age 61 Years is graduate and holding decree of B.Tech (Agricultural – Engineering) from the Mahatma Phule Agricultural University at Rahuri In Ahmednagar District of Maharashtra. He has a distinguished career over a Span of 39 Years. Being a Technocrat he has wide Administrative and Technical Experience. Additionally he has served teaching stint for Agri, Business Management students as a full time Faculty with Symbiosis Institute of International Business, Pune. He is vivid reader and traveler. He believes in team work with dedication and honesty as special attributes.

Except Mr. Sanjay Khatal, being appointee, none of the other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Your Board recommends the above resolution at item No. 7 of the accompanying Notice for your approval.

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / re-appointment at the 13th Annual General Meeting.

(In pursuance of Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings)

Item No.2 of the Notice

Dr. Preeti Ashish Rawandale (DIN:- 02021400)

Name of the Director	Dr. PREETI ASHISH RAWANDALE
Director Identification Number (DIN)	02021400
Designation	Director
Date of Appointment	18/02/2008
Date of Birth	24/05/1975
Qualification	She is Doctor holding master degree in Ophthalmology.
Expertise in specific functional areas	She is consultant Ophthalmologist and approved by Medical Council of India as professor. She has been associated as Director in our Company since inception.
Relationship between Directors inter-se	Mr. Ashish Vishwas Rawandale, Managing Director, is husband of Mrs. Preeti Ashish Rawandale
Directorship held in other listed Companies	NIL
Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Shareholding in the Company	3608966 Equity Shares

Item No.3 of the Notice

Dr. Ashish Rawandale (DIN: 02005733)

Name of the Director	Dr. ASHISH VISHWAS RAWANDALE
Director Identification Number (DIN)	02005733
Designation	Managing Director
Date of Appointment	18/02/2008
Date of Birth	31/07/1971
Qualification	He is Doctor by profession and A post graduate in Surgery (M.S.) and a qualified superspecialist (Mch and DNB) in urology.
Expertise in specific functional areas	<p>Dr. Ashish V. Rawandale visionary by nature and a doctor by profession, Dr. Ashish Rawandale has been primarily responsible for rearing the Institute of Urology Dhule to a international standard kidney care center of north Maharashtra. A post graduate in Surgery (M.S.) and a qualified superspecialist (Mch and DNB) in urology. He has relentlessly achieved major milestones in Urology. To mention a few he holds records in the Guinness Book of World Records, Ripley's believe it or not, Limca book of records, India book of records (multiple records), Asia book of records, World amazing records and World record academy.</p> <p>With his inclination towards innovations he now has innovations and patents in Urology to his name. A thorough academician with about 150 publications and presentations, he is a recognized undergraduate and postgraduate teacher for the Maharashtra University of Health Sciences. He is a guide for Urology, recognized by the National Board of Examinations.</p> <p>As an able administrator he runs various educational institutions and holds positions on Urological Society bodies in various capacities.</p>
Relationship between Directors inter-se	Dr. Ashish Rawandale is the Promoter of the Company and is related to Dr. Preeti Rawandale, Non-Executive, Promoter Group - Director of the Company.
Directorship held in other listed Companies	NIL
Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Shareholding in the Company	3873201 Equity Shares

Item No.4 of the Notice**Mr. KIRAN MADHAVRAO PAWAR (DIN: 07078045)**

Name of the Director	Mr. KIRAN MADHAVRAO PAWAR
Director Identification Number (DIN)	07078045
Designation	Director
Date of Appointment	30/01/2015
Date of Birth	04/08/1973
Qualification	Post Graduate - M.A.
Expertise in specific functional areas	He is a teacher in S.S.V.P.V. Shivaji High School, Dhule. As a teacher Mr. Kiran Madhavrao Pawar is having good knowledge of administration and Management. He is also associate with Tej Vedaant Healthcare Private Limited as a Director of the Company.
Relationship between Directors inter-se	N.A.
Directorship held in other listed Companies	NIL
Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Shareholding in the Company	NIL

Item No.5 of the Notice**Mr. VIKRAMSINH SATISH KHATAL PATIL (DIN: 01979626)**

Name of the Director	Mr. VIKRAMSINH SATISH KHATAL PATIL
Director Identification Number (DIN)	01979626
Designation	Director
Date of Appointment	30/01/2015
Date of Birth	03/07/1982
Qualification	H.S.C.
Expertise in specific functional areas	He is serving the position as a director in Private Limited Company Since 2008 and having good knowledge of accounts and Finance.
Relationship between Directors inter-se	N.A.
Directorship held in other listed Companies	NIL
Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Shareholding in the Company	NIL

Item No.6 of the Notice**Mr. PRATAP TARACHAND PATIL (DIN: 08765839)**

Name of the Director	Mr. PRATAP TARACHAND PATIL
Director Identification Number (DIN)	08765839
Designation	Director
Date of Appointment	13/07/2020
Date of Birth	20/09/1958
Qualification	B.A. (Eco.)
Expertise in specific functional areas	He is having more than 30 years of experience as a Manager and rich Knowledge of supervising and coordinating the administration. He is professional with good experience of Managerial Skills and handling team. He possesses a diverse knowledge and wide range of experience in the Managerial field
Relationship between Directors inter-se	N.A.
Directorship held in other listed Companies	NIL
Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Shareholding in the Company	NIL

Item No.7 of the Notice**Mr. SANJAY BHIKAJIRAO KHATAL (DIN: 06616883)**

Name of the Director	Mr. SANJAY BHIKAJIRAO KHATAL
Director Identification Number (DIN)	06616883
Designation	Director
Date of Appointment	18/02/2008
Date of Birth	20/09/1958
Qualification	B.Tech (Agricultural - Engineering)
Expertise in specific functional areas	He has a distinguished career over a Span of 39 Years. Being a Technocrat he has wide Administrative and Technical Experience. Additionally he has served teaching stint for Agri, Business Management students as a full time Faculty with Symbiosis Institute of International Business, Pune. He is vivid reader and traveler. He believes in team work with dedication and honesty as special attributes.
Relationship between Directors inter-se	N.A.
Directorship held in other listed Companies	NIL
Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Shareholding in the Company	44160 Equity Shares

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

Sd/-
Dr. Ashish Vishwas Rawandale
Chairman
Mumbai, 31st August, 2020