

TEJNAKSH HEALTHCARE LIMITED

CIN:- L85100MH2008PLC179034

Regd. Office:- A 601, Floor No.6, Kailash Business Park, Veer Savarkar Marg, Vikroli – West, Mumbai
Maharashtra 400079 India.

Email Id:- cs.tejnaksh@gmail.com, Website:- www.tejnaksh.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Sections 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) (including any statutory modifications or re-enactment thereof, for the time being in force), read with General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022 and General Circular No 11/2022 dated December 28, 2022 and other relevant circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws and regulations, that it is proposed to seek the consent of the members of **TEJNAKSH HEALTHCARE LIMITED** (the “Company”) for the resolutions appended below, through Postal Ballot and remote electronic voting process (“e-voting”).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof, is appended with the Notice of Postal Ballot. Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 the Board of Directors of your Company at its meeting held on May 20, 2023 appointed Mr. Nandish Dave (Membership No. ACS 37176; CP No. 13946), Proprietor of M/s N S Dave & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Meeting through Postal Ballot and e-voting process in a fair and transparent manner. The Company has availed the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its all Members.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participants. A member whose e-mail address is not registered with the Company/ Depository Participants, may please follow the process provided in the notes to the postal ballot hereto to receive this Notice and login ID and password for remote e-voting. The physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will, therefore, **not** be sent to the Members for this Postal Ballot. However, in order to facilitate voting by Members who may not be able to access e-voting facilities, the Members are also allowed to cast their votes by physical Postal Ballot, as per the instructions contained in this Notice. The Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to follow the procedure and read the instructions as stated in the Notes of the Postal Ballot Notice to cast their vote electronically.

Upon completion of the scrutiny of the votes cast through e-voting and Postal ballot Process in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorised by him after completion of voting. The results of the Postal Ballot will be announced on or before Monday, June 26, 2023. The said results shall be displayed at the Registered Office of the Company and shall also be communicated to BSE Limited (BSE) where the shares of the Company are listed. Additionally, the results shall also be uploaded on the Company’s website <https://tejnaksh.com/> and on the website of NSDL i.e. evoting.nsdl.com

SPECIAL BUSINESS:**Item No. 1****Sub-Division/Splitting of Equity Shares of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Rules, Regulations, Circulars, Notifications etc. issued thereunder and subject to such other approvals, consents, permissions and sanctions as may be required from the appropriate authorities, consent of the members of the Company be and is hereby accorded for the sub-division of each of the equity share of the Company having face value of Rs. 10/- each into two equity shares of face value of Rs. 5/- each with effect from the record date.

“RESOLVED FURTHER THAT, pursuant to the Sub-division of equity shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of the nominal value of Rs. 10/- (Rupees Ten Only) each existing on the Record Date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into equity shares of the nominal value of Re. 5/- (Rupee Five Only) each, as given below:

	Pre Split			Post Split		
	Shares	Value per Share	Amt.	Shares	Value per Share	Amt.
Authorised Share Capital	10,500,000	10	105,000,000/-	21,000,000	5	105,000,000/-
Issued and Subscribed Share Capital	10,156,800	10	101,568,000/-	20,313,600	5	101,568,000/-
Paid up Share Capital	10,156,800	10	101,568,000/-	20,313,600	5	101,568,000/-

“RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled with effect on and from the record date to be fixed by the Company and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company with equity shares of face value of Rs. 5/- in lieu of such existing share certificates subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in case of members who hold the equity shares in dematerialized form, the sub-divided equity shares of face value of Rs. 10/- each shall be credited proportionately to the respective beneficiary account of the Members with their respective depository participants and the Company shall undertake such corporate action(s) as may be necessary in relation to the equity shares, whether in physical form or in dematerialized form.

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares without requiring the Board or any Committee thereof to secure any further consent or approval of the members of the Company to that end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board

or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby severally authorized to (a) delegate execution and filing of necessary applications, declarations and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates of face value of Rs.10/- without its surrender; (c) issue new share certificates of the face value of Re. 5/- each in lieu of the old/existing share certificates; (d) sign such new share certificates in accordance with the provisions/rules relating thereto; (e) settle any question or difficulty that may arise with regard to the sub- division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (f) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the aforesaid resolutions.”

Item No. 2

Alteration of the Capital Clause 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 **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted as follow:

“The Authorized Share Capital of the Company is Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lakh only) divided into 2,10,00,000 (Two Crore Ten Lakh) Equity Shares of Rs. 5/- (Rupee Five only) each.”

“RESOLVED FURTHER THAT Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining the necessary approvals whether statutory or contractual or otherwise and to settle any/ all matters arising out of and/ or incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters, things etc., as may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution and to delegate all or any of the powers herein vested in the Board to any Officer(s) of the Company as may be required to give effect to the above resolution.”

Date: May 20, 2023

Place: Mumbai

By Order of the Board
For **TEJNAKSH HEALTHCARE LIMITED**

Sd/-
Dr. Ashish V. Rawandale
Managing Director
DIN:- 02005733

NOTES:

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013, is appended herein below.
2. The Board of Directors has, at their meeting held on May 20, 2023 appointed Mr. Nandish Dave (Prop. of N. S. Dave and Associates), Practicing Company Secretary, having Membership No. A 37176 CP No. 13946, to act as the Scrutinizer, for conducting the postal ballot (including e-Voting) process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by e-mail to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on **Friday, May 19, 2023 (the 'cut-off date')** and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("RTA"). As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot.
4. A copy of this notice has been placed on the website of the Company <https://tejnaksh.com/> and shall remain on the website until the last date for receipt of postal ballots from the shareholders. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the applicable provisions of SEBI Listing Regulations, the Company can serve notices and other communication through electronic mode to those members who have registered their e-mail addresses either with the Depository Participant(s) or the Company's Registrar and Share Transfer Agent. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of demat holdings with the Depository through their concerned Depository Participant and members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agent i.e. Cameo Corporate Services Limited by sending an e-mail at investor@cameoindia.com or to the Company at cs.tejnaksh@gmail.com.
6. The postal ballot form for voting by shareholders is enclosed.
7. The voting rights of the members shall be reckoned in proportion to the equity shares held by them as on cut-off date i.e. Friday, May 19, 2023. Only those members holding shares either in physical form or dematerialized form as on the cut-off date shall be entitled to cast their vote by remote e-voting or through Postal Ballot. A person who is not a member as on cut-off date should treat this notice for information purpose only;
8. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Companies (Management and Administration) Rule, 2014 the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their email id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting as an alternate to the dispatch of postal ballot forms.
9. The portal for remote e-voting will remain open for the Members for exercising their voting rights from Thursday, May 25, 2023 (09.00 A.M. IST) till Saturday June 24, 2023 (05:00 P.M. IST) both days inclusive, Please note that e-voting module will be disabled for voting by NSDL after the said date and time. During this period, the Members of the Company holding shares either in Physical form or Dematerialized form, as on cut off date, may cast their vote electronically. Once vote on the resolution is cast by the member, he/she shall not allowed to change it subsequently.

10. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
11. In case any Member opts to vote physically, such Member is requested to carefully read the instructions given in the Postal Ballot Form. Such Member can take printout of the Postal Ballot Form attached to this Notice of Postal Ballot or may also download and print it from the Company's website, viz., <https://tejnaksh.com/> and return the same in original, duly completed and signed, so as to physically reach the Scrutinizer at Mr. Nandish Dave, Practicing Company Secretary, 426, Madahv Square, Limda Lane, Jamnagar 361001, Gujarat India, on or before 5.00 p.m. (IST) on June 24, 2023, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of restrictions due to any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members.
12. A Member cannot exercise his/her vote by proxy on postal ballot.
13. The Scrutinizer will submit his report to the Chairman as soon as possible after the last date of receipt of all postal ballots but not later than 48 hours thereof. Upon completion of the scrutiny of the postal ballot votes, the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, by Monday, June 26, 2023 at the registered Office of the Company at "A 601, Floor No.6, Kailash Business Park, Veer Savarkar Marg, Vikroli - West, Mumbai Maharashtra 400079 India and by placing it along with the Scrutinizer's report on the Company website at <https://tejnaksh.com/> and will also be communicated to the Stock Exchange where the equity shares of the Company are listed, Depository, Registrar and Share Transfer Agent on the said date.
14. All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 17.00 hours, Saturday, June 24, 2023.
15. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

The last date of receipt of postal ballot i.e. June 24, 2023 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

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

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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.</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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 124006 then user ID is 124006001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to

you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN i.e. 124006" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nandish.dave1@gmail.com with a copy marked to evoting@nsdl.co.in. 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 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: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Mr. Anubhav Saxena) at evoting@nsdl.co.in & AnubhavS@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), and AADHAR (self attested scanned copy of Aadhar Card) by email to cs.tejnaksh@gmail.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 cs.tejnaksh@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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.

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

Item No. 1

Equity shares of the Company are listed and are being traded on BSE Limited (BSE). In order to improve the liquidity of the Company's share and to make it more affordable for small investors as also to broad base the small investors base, the Board of Directors of the Company, at its meeting held on May 20, 2023 has recommended to sub-divide (split) the nominal/face value of each Equity Share having a present face value Rs. 10/- (Rupees Ten Only) each into 2 (Two) Equity Shares of face value Re. 5/- (Rupee Five Only) each, subject to the approval of the Members. Articles of Association of the Company permit sub-division of shares subject to approval of Members.

Upon approval of the shareholders for sub-division of equity shares, in case the equity shares are held in physical form, the old share certificate(s) of the face value of Rs. 10/- each will stand automatically cancelled on the record date and the new share certificate(s) of nominal value of Re. 5/- each, fully paid-up, will be dispatched to the shareholders without necessity of surrendering the old share certificate(s) of the face value of Rs. 10/- each. In case the equity shares are held in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on the record date in lieu of their existing equity shares.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company through postal ballot process.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Postal Ballot Notice as an Ordinary Resolution.

Item No. 2

The proposed Sub-division of the 1 (One) equity share of the face value of Rs. 10/- (Rupees Ten only) each into 2 (Two) equity shares of the face value of Re. 5/- (Rupee Five Only) each requires amendment in the capital clause of the Memorandum of Association of the Company.

Accordingly, Clause V of the Memorandum of Association of the Company is proposed to be amended as set out in Agenda Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company, the existing Clause V of the Memorandum of Association of the Company be substituted as follow

"The Authorized Share Capital of the Company is Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lakh only) divided into 2,10,00,000 (Two Crore Ten Lakh) Equity Shares of Rs. 5/- (Rupee Five only) each.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Notice as a Special Resolution through postal ballot process.

Date: May 20, 2023

By Order of the Board
For TEJNAKSH HEALTHCARE LIMITED
Sd/-
Dr. Ashish V. Rawandale
Managing Director
DIN:- 02005733

TEJNAKSH HEALTHCARE LIMITED

Regd. Office:- A 601, Floor No.6, Kailash Business Park, Veer Savarkar Marg, Vikroli – West, Mumbai
Maharashtra 400079 India.

Email Id:- cs.tejnaksh@gmail.com, Website:- www.tejnaksh.com

Serial No. _____

POSTAL BALLOT FORM FORM NO - MGT-12

Sr. No.	Particulars	Details
1.	Name(s) of Shareholders (s) (in block letters) (including joint holders, if any)	
2.	Registered address of the sole / first named Shareholder	
3.	Registered folio No. (for those holding physical shares)	
4.	DP ID No. and Client ID No (for those holding Shares in dematerialized form).	
5.	Number of Equity Shares held	

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Brief Particulars of Resolution	No. of Shares	For (I/we assent to the resolution)	Against (I/we dissent to the resolution)
1.	To approve the sub-division of Equity Share having face value of Rs. 10 /- each fully paid up into Equity Shares having face value of Rs. 5/- each. (Ordinary Resolution)			
2.	To Alter the Capital Clause of The Memorandum of Association of The Company. (Special Resolution)			

Place:

Date :

Signature of the Shareholder
/Authorised representative

E-VOTING INFORMATION

EVEN (E-Voting Event Number)	User Id	Password
124006		

INSTRUCTIONS

GENERAL INFORMATION

1. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on May 19, 2023. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the Cut-off date.
2. A Member may vote through electronic mode. E-voting will be available from Thursday, May 25, 2023 (09.00 A.M. IST) till Saturday June 24, 2023 (05:00 P.M. IST) both days inclusive. Members are requested to refer to instructions for e-voting, appended to this Notice.
3. Alternatively, Members may print the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizer at Mr. Nandish Dave, Practicing Company Secretary, 426, Madahv Square, Limda Lane, Jamnagar 361001, Gujarat India, on or before 5.00 p.m. (IST) on June 24, 2023, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / Courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members. The Members are also requested NOT to send any other paper along with the Postal Ballot Form. Any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Company would not act on the same.
4. The Members can opt for only one mode of voting, i.e., either by physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by physical Postal Ballot Form will be treated as invalid.
5. The Postal Ballot Form should be completed in all respects and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint shareholding, this Form should be completed and signed (as per the specimen signature registered with the Company) by a First Named Member and in his / her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
6. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
7. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her / their votes nor does he/she/they need to cast his / her / their votes in the same way.
8. Votes will be considered invalid on the following grounds:
 - a) A form other than one issued by the company has been used;
 - b) It has not been signed by or on behalf of the Member;
 - c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
 - d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - e) Neither assent nor dissent is mentioned;
 - f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - g) The envelope containing the postal ballot form is received after the last date prescribed;
 - h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i) It is received from a Member who is in arrears of payment of calls;
 - j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
9. The Scrutinizer decision on the validity of the Postal Ballot Form Shall be final

10. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to cs.tejnaksh@gmail.com.
11. The Result of voting on the resolution will be declared within 2 (two) working days of the end date, at the Registered Office of the Company and will also be displayed on the website of the Company (<https://tejnaksh.com/>) besides being communicated to the Stock Exchange.