

BILCARE LIMITED
Combined Report on E-Voting and Poll of
30th Annual General Meeting

By

Shekhar Ghatpande & Co.
Company Secretaries
FCS: 1659 CP: 782

Dated 1st October, 2017

Report of Scrutinizer

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 (xii) & 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Bilcare Limited
1028, Shirol, Rajgurunagar,
Pune - 410505

Dear Sir,

Subject: Combined Report of the E-Voting and Poll of 30th Annual General Meeting held on Friday 29th September, 2017

I, Shekhar Ghatpande Company Secretary in practice, having Membership No FCS:1659 and CP: 782 and having my office at 13, 'Saraswati' 3rd Floor Rambaug Colony, Paud Road, Kothrud, Pune 411038 have been appointed as a Scrutinizer for the purpose of scrutinizing the E- Voting process & ascertaining the requisite majority on E-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as on Voting process on Poll through Physical Ballot Forms, under the provisions of Section 109 of the Act read with Rule 21 of Rules, in a fair and transparent manner, on the Resolutions at Item Nos. 1 to 7 contained in the Notice of the 30th Annual General Meeting (AGM) dated 11th August, 2017 of the Members of Bilcare Limited (the Company), held on Friday, 29th September, 2017 at 11.00 A.M. at the Registered Office of the Company situated at 1028, Shirol, Rajgurunagar, Pune - 410505.



The Management of the Company is responsible to ensure the compliance with the requirements of the Act, and Rules relating to E- Voting and Poll on the Resolutions contained in the Notice of 30th Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the E-Voting and for conducting Poll was restricted to make a Scrutinizer's Report of E-Voting and Poll, of the votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the E-Voting system provided by Central Depository Services Limited (CDSL) and also during the Annual General Meeting on the Poll through physical Ballot Form.

I submit my Report on the same as under:

- 1) That the Company had made necessary arrangements with Central Depository Services Limited (CDSL) for facilitating remote E-Voting as an alternate for the Members to enable them to cast their votes electronically.
- 2) That the EVSN allotted by CDSL for Electronic Voting was 170830051.
- 3) That the E-Voting period allowed to the Members was from 9.00 A.M. (Starting Time) on Tuesday, 26th September, 2017 to 5.00 P.M. (Ending Time) on Thursday, 28th September, 2017.
- 4) That the Shareholders holding Equity Shares as on the "Cut Off" date i.e. Friday, 22nd September, 2017 were entitled to vote on the proposed Resolutions mentioned at Item Nos. 1 to 7 as set out in the Notice convening the 30th Annual General Meeting of the Company. The said Notice of AGM is attached herewith as **Annexure I** to this Report.
- 5) That the Paid up Equity Share Capital of the Company is Rs. 23,54,52,310/- divided into 2,35,45,231 Equity Shares of Rs. 10/- each fully paid up. The voting



rights allowed by the Company was One Vote for every One Equity Share held in the Company.

- 6) The E-Votes were unblocked on Friday 29th September, 2017 at the conclusion of the Annual General Meeting in the presence of two witnesses, Ms. Dipali Kulkarni-Kinikar presently residing at Flat No. 15 B Wing Shantivihar Society, Vidnyanagar, Bavdhan Khurd, Pune - 411021 and Ms. Suvarna Amble, presently residing at Flat No. 9, "Dhanlaxmi Park", Kothrud Pune-411038 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- 7) Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against" were downloaded from the E-Voting website of Central Depository Services Limited (CDSL) (<http://www.evotingindia.com>)
- 8) 19 (Nineteen) Shareholders of the Company holding 70,80,471 Equity Shares have exercised their right of Voting through the process of E-Voting.
- 9) In respect of Physical Ballot Forms during the course of the proceedings of the 30th Annual General Meeting of the Company, all the Shareholders/ Proxies who have attended the Meeting and had not exercised their right of voting through E-Voting process, were requested to cast their Votes through Physical Ballot Forms.
After the time fixed for closing of the Poll by the Chairman of the Company, and after having ensured that such Shareholders/ Proxies had exercised their right of voting through Physical Ballot Form, Ballot Box kept for polling was sealed in my presence with due identification marks placed by me.
- 10) The sealed Ballot Box was subsequently opened in my presence along with the two witnesses named in Para No. 6 above and Poll Papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.



- 11) The Poll Papers, which were incomplete and /or which were otherwise found defective were required to be treated as invalid, however I did not find any Poll Paper invalid.
- 12) 26 (Twenty Six) Shareholders / Proxies of the Company holding 2,76,184 Equity Shares have exercised their right of Voting through the process of Physical Ballot Forms.
- 13) The summary of the Votes cast by the Shareholders of the Company, on the basis of E-Voting and Voting through the process of Physical Ballot Forms are attached separately to this Report as **Annexure II**, which forms part of this Report.
- 14) On the basis of the same, I submit herewith my Combined Final Report on the Result of E-Voting together with the Poll as under:

Item/ Resol ution No.	No. of Votes Cast in Favour of the Resolution			No. of Votes Cast against the Resolution			Invalid/ Neutral Votes Nos.
	E-Voting	Physical Poll	Total	E-Voting	Physical Poll	Total	
1	70,80,231	2,76,184	73,56,415	240	Nil	240	Nil
2	70,67,981	2,76,184	73,44,165	12,490	Nil	12,490	Nil
3	70,80,231	2,76,184	73,56,415	240	Nil	240	Nil
4	70,80,231	2,76,184	73,56,415	240	Nil	240	Nil
5	70,80,231	2,76,184	73,56,415	240	Nil	240	Nil
6 (*)	1,370	2,76,184	2,77,554	12,490	Nil	12,490	70,66,611
7	70,80,231	2,76,184	73,56,415	240	Nil	240	Nil



Notes:

(*) 1) For Resolution at Item No. 6 of the Notice, in respect of Re-appointment of Mr. Mohan Harakchand Bhandari as Chairman & Managing Director, the Votes Cast by him and other concerned Related Parties in favour of Resolution, in respect of shares held by them, are not considered, as they were interested Members.

- 15) The register, all other papers and relevant records relating to electronic voting and Poll Voting shall remain in our safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Given at Pune on this 1st day of October, 2017 at 10.00 A. M.

For Shekhar Ghatpande & Co
Company Secretaries



Shekhar Ghatpande
Proprietor
Scrutinizer
Membership No FCS: 1659, CP: 782

Witness:

1) Ms. Dipali Kulkarni Kinikar: -

2) Ms. Suvarna Amble:-

Bilcare Limited

Regd. Office: 1028, Shiroli, Rajgurunagar, Pune - 410 505, India

Phone : +91 2135 304200 Fax: +91 2135 304370

Website: www.bilcare.com Email: investors@bilcare.com

CIN: L28939PN1987PLC043953

Notice

Notice is given that the 30th Annual General Meeting of the Members of Bilcare Limited will be held on Friday, the 29th day of September 2017, at 11.00 a.m. at the Registered Office of the Company at 1028, Shiroli, Rajgurunagar, Pune - 410 505 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the year ended 31 March 2017, together with the Report of the Board of Directors attached thereto and Auditors' Report thereon.
2. To appoint a director in place of Mrs. Nutan M. Bhandari [DIN 02198203], who retires by rotation and being eligible, seeks re-appointment.
3. 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 provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. M G M & Company, (Chartered Accountants), Pune (Firm Registration No. 117963W), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. R. L. Rathi & Co., (Firm Registration No. 108719W) Chartered Accountants, Pune, to hold office for a term of five years from the conclusion of this 30th Annual General Meeting (AGM) until the conclusion of the 35th Annual General Meeting, subject to ratification of the appointment by members at every Annual General Meeting, at such remuneration and reimbursement of out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To appoint Mr. Surendranath Dhundiraj Gupte [DIN 07731748] as an Independent Director and in this regard, 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 provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Surendranath Dhundiraj Gupte (DIN : 07731748), who was appointed as an Additional Director by the Board of the Directors of the Company with effect from 13th February 2017 and who holds office only upto the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) Consecutive years upto the conclusion of 35th Annual General Meeting of the Company to be held in the calendar year 2022."

5. 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 provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit & Auditors) Rules 2014 including any statutory modifications or re-enactments thereof, for the time being in force and as per the recommendation of the Audit Committee and approved by the Board of Directors, the remuneration of Rs. 1,50,000/- (Rupees



One Lac Fifty Thousand only) plus taxes as applicable, conveyance and other out of pocket expenses at actuals, payable to M/s. Parkhi Limaye & Co., Cost Accountants (Firm Registration No: 000191) appointed as Cost Auditors for the financial year 2017-18 be and is hereby ratified and confirmed

RESOLVED FURTHER that the Board of Directors of the Company 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."

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) Mr. Mohan Harakchand Bhandari [DIN:00052777], be and is hereby re-appointed as the Chairman and Managing Director, not liable to retire by rotation, for a further period of 5 (Five) years with effect from 1st July, 2017 and that he shall not be paid any remuneration until the Board of Directors and Shareholders approve the same.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things which are necessary and incidental to give effect to the above Resolution."

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

"RESOLVED THAT subject to the compliance of the provisions of the Companies Act, 2013 and provisions of Companies (Acceptance of Deposits) Rules, 2015 or other laws/rules/regulations, as applicable, consent of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company including any committee thereof, for inviting accepting and renewal of deposits from public to such an extent that the deposits outstanding and the deposits to be accepted/renewed shall not exceed 25% of the aggregate of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company as per the latest audited balance sheet.

FURTHER RESOLVED THAT the deposits to be accepted by the Company shall be unsecured deposits and shall carry the rate of interest, as may be decided by the Board of Directors of the Company."

By Order of the Board of Directors
For Bilcare Limited

Mohan H. Bhandari
Chairman & Managing Director

Pune : 11 August 2017

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business under item Nos. 4 to 7 of the notice is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly completed and signed not less than forty eight (48) hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company. In case, a proxy is proposed to be appointed by a Member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.



4. Corporate Members are requested to send board resolution duly certified, authorising their representative to attend and vote on their behalf at the AGM.
5. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 23.
6. The Company's Share Transfer Books and the Register of Members will remain closed from Saturday, 23 September 2017 to Friday, 29 September 2017 (both days inclusive).
7. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details, ECS details etc. to their respective Depositories Participants and those holding shares in physical form are requested to intimate the above mentioned changes to the Secretarial Department at the Registered Office of the Company/Registrar and Transfer Agent of the Company.
8. Equity Shares of the Company are under compulsory demat trading by all investors. Those Members who have not dematerialised their shareholding are advised to dematerialise their shareholding to avoid any inconvenience in future.
9. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number/s in the Attendance Slip for attending the meeting to facilitate identification of Membership at the meeting.
10. Members are requested to bring their Attendance Slip alongwith the copy of Annual Report to the Meeting.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names in the Register of Members of the Company will be entitled to vote.
12. In terms of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mrs. Nutan M. Bhandari, Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible, offer herself for re-appointment. The Board of Directors of the Company recommends her re-appointment.
13. Promoter Non-Executive Director, Mrs. Nutan M. Bhandari is holding 12,05,122 Equity Shares of Rs.10/- each of the Company.
14. Brief Profile of Directors proposed to be appointed/ re-appointed, names of Companies in which they hold Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, are provided in the Report on Corporate Governance forming part of the Annual Report.
15. Those Members who have not encashed/received their Dividend Warrants for the previous year(s), may approach to the Registrar & Transfer Agent of the Company for claiming unpaid / unclaimed Dividend.
16. Dividends which remain unclaimed/unencashed for a period of 7 (Seven) years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government under the provisions of Section 124(5) of the Companies Act, 2013. No claim by the Members shall lie for the unclaimed dividend once the same is transferred to IEPF.
17. Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of:
 - (i) Change in their residential status on return to India for permanent settlement.
 - (ii) Particulars of their bank account maintained in India with complete name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agent of the Company.



19. Members, who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are requested to send the Share Certificate(s) to the Company/ Registrar and Transfer Agent of the Company for consolidation into a single folio.

20. Green initiative in Corporate Governance:

The Ministry of Corporate Affairs has taken a Green Initiative in the Corporate Governance by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its Members. To further Company's environment friendly agenda and to participate in MCA's Green Initiative, members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

21. The Notice of the AGM alongwith the annual report for the year 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for the physical copy of the same.

22. Road Map showing directions to reach the venue of the AGM is given at the end of this Notice.

23. Voting through electronic means:

a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.

b) Mr. Shekhar Ghatpande, Practicing Company Secretary (Membership No. FCS 1659), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

c) The facility for voting through Ballot Paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.

d) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

e) The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Tuesday, 26 September 2017, 9.00 A.M. IST	Thursday, 28 September 2017, 5.00 PM IST

f) During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, 22 September 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

g) Instructions and other information relating to e-voting are as under:

i) The shareholders should log on to the e-voting website www.evotingindia.com.

ii) Click on Shareholders.

iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company

iv) Next enter the Image Verification as displayed and Click on Login.



