

**ANNEXURE-A**

**BILCARE LIMITED**  
**32<sup>nd</sup> Annual General Meeting - Voting Results**  
**Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements)**

Sr. No.	Particulars	Details
1	Day & Date of AGM	Thursday, 26 <sup>th</sup> December, 2019
2	Total number of shareholders on record date	16402
3	No. of Shareholders present in the meeting either in person or through proxy	41
	Promoter & Promoter Group	2 (Comprising of 3 Folios)
	Public	39
4	No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
	Promoter & Promoter Group	NIL
	Public	NIL

**5. Particulars of Resolutions passed:**

Resolution No.	Details of Agenda/ Resolution Item	Resolution Ordinary/ Special	Mode of Voting
1	Receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 including Consolidated Audited Financial Statements on that date together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	E-voting, Physical Ballot Voting at the Meeting
2	Re-appointment of Mrs. Nutan M. Bhandari [DIN 02198203], who retires by rotation & did not offer herself for re-appointment, Vacancy not being filled.	Ordinary	E-voting, Physical Ballot Voting at the Meeting
3	Appointment of Mr. Rajesh S. Devane [DIN 05320201] as an Independent Director of the Company	Ordinary	E-voting, Physical Ballot Voting at the Meeting
4	Appointment of Ms. Madhuri R. Vaidya [DIN 08483512] as an Independent Director of the Company	Ordinary	E-voting, Physical Ballot Voting at the Meeting
5	Approval of continuation of directorship of Mr. Surendranath D. Gupte as an Independent Director of the Company	Special	E-voting, Physical Ballot Voting at the Meeting
6	Approval of remuneration of Cost Auditors of the Company for the financial year ending 31st March, 2020	Ordinary	E-voting, Physical Ballot Voting at the Meeting

**Bilcare Limited**  
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Pune 411 016 India

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direct@bilcare.com  
www.bilcare.com

**Bilcare**  
*Research*

All the Resolutions were passed with requisite majority. Agenda wise disclosure for each item is attached separately.

This is for your Information and Records.

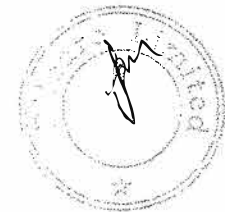
Thanking You,  
**For Bilcare Limited**

  
**Prabhavi Mungee**  
**Company Secretary**



## Bilcare Limited

Resolution Required : (Ordinary)			1 - Receive, consider and adopt the audited Financial Statements of the Company together with the reports of Board of Directors and the Auditors thereon for Financial Year 2018-19.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7066611	7066611	100.0000	7066611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7066611</b>	<b>100.0000</b>	<b>7066611</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14204	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	16464416	82021	0.4982	81701	320	99.6099	0.3901
	Poll		58009	0.3523	58009	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>140030</b>	<b>0.8505</b>	<b>139710</b>	<b>320</b>	<b>99.7715</b>	<b>0.2285</b>
<b>Total</b>		<b>23545231</b>	<b>7206641</b>	<b>30.6076</b>	<b>7206321</b>	<b>320</b>	<b>99.9956</b>	<b>0.0044</b>



## Bilcare Limited

Resolution Required : (Ordinary)			2 - Re-appointment of Mrs. Nutan M. Bhandari [DIN 02198203], who retires by rotation and did not offer herself for re-appointment, Vacancy not to be filled.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes. The Chairman Being interested in the aforesaid resolution entrusted proceedings w.r.t the said business to Mr. Surendranath Gupte, An Independent and Non Interested Director					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	7066611	5856489	82.8755	5856489	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5856489</b>	<b>82.8755</b>	<b>5856489</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14204	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	16464416	82021	0.4982	81701	320	99.6099	0.3901
	Poll		58009	0.3523	58009	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>140030</b>	<b>0.8505</b>	<b>139710</b>	<b>320</b>	<b>99.7715</b>	<b>0.2285</b>
<b>Total</b>		<b>23545231</b>	<b>5996519</b>	<b>25.4681</b>	<b>5996199</b>	<b>320</b>	<b>99.9947</b>	<b>0.0053</b>



## Bilcare Limited

Resolution Required : (Ordinary)

3 - Appointment of Mr. Rajesh S. Devene (DIN 05320201) as an Independent Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7066611	7066611	100.0000	7066611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7066611</b>	<b>100.0000</b>	<b>7066611</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14204	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	16464416	82021	0.4982	81701	320	99.6099	0.3901
	Poll		58009	0.3523	58009	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>140030</b>	<b>0.8505</b>	<b>139710</b>	<b>320</b>	<b>99.7715</b>	<b>0.2285</b>
<b>Total</b>		<b>23545231</b>	<b>7206641</b>	<b>30.6076</b>	<b>7206321</b>	<b>320</b>	<b>99.9956</b>	<b>0.0044</b>



# Bilcare Limited

Resolution Required : (Ordinary)			4 - Appointment of Ms. Madhuri R. Vaidya (08483512) as an Independent Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7066611	7066611	100.0000	7066611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7066611</b>	<b>100.0000</b>	<b>7066611</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14204	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	16464416	82021	0.4982	81701	320	99.6099	0.3901
	Poll		58009	0.3523	58009	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>140030</b>	<b>0.8505</b>	<b>139710</b>	<b>320</b>	<b>99.7715</b>	<b>0.2285</b>
<b>Total</b>		<b>23545231</b>	<b>7206641</b>	<b>30.6076</b>	<b>7206321</b>	<b>320</b>	<b>99.9956</b>	<b>0.0044</b>



## Bilcare Limited

Resolution Required : (Special)

5 - Approve continuation of directorship of Mr. Surendranath D. Gupte (DIN 07731748) as an Independent Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7066611	7066611	100.0000	7066611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7066611</b>	<b>100.0000</b>	<b>7066611</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14204	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	16464416	82021	0.4982	81701	320	99.6099	0.3901
	Poll		58009	0.3523	58009	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>140030</b>	<b>0.8505</b>	<b>139710</b>	<b>320</b>	<b>99.7715</b>	<b>0.2285</b>
<b>Total</b>		<b>23545231</b>	<b>7206641</b>	<b>30.6076</b>	<b>7206321</b>	<b>320</b>	<b>99.9956</b>	<b>0.0044</b>

# Bilcare Limited

Resolution Required : (Ordinary)			6 - Ratification of Remuneration of Cost Auditor for Financial year ending 31st March 2020.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7066611	7066611	100.0000	7066611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7066611</b>	<b>100.0000</b>	<b>7066611</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14204	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	16464416	82021	0.4982	81401	620	99.2441	0.7559
	Poll		58009	0.3523	58009	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>140030</b>	<b>0.8505</b>	<b>139410</b>	<b>620</b>	<b>99.5572</b>	<b>0.4428</b>
<b>Total</b>		<b>23545231</b>	<b>7206641</b>	<b>30.6076</b>	<b>7206021</b>	<b>620</b>	<b>99.9914</b>	<b>0.0086</b>





***BILCARE LIMITED***  
***Combined Report on E-Voting and Poll of***  
***32<sup>nd</sup> Annual General Meeting***

***By***

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

**Dated 26<sup>th</sup> December, 2019**



## **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 32<sup>nd</sup> Annual General Meeting held on Thursday 26<sup>th</sup> December, 2019**

I, Shekhar Ghatpande Company Secretary in practice, having Membership No FCS:1659 and CP: 782 and having my office at 13, 'Saraswati' 3<sup>rd</sup> 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 6 contained in the Notice of the 32<sup>nd</sup> Annual General Meeting (AGM) dated 11<sup>th</sup> November, 2019 of the Members of Bilcare Limited (the Company), held on Thursday, 26<sup>th</sup> December, 2019 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 32<sup>nd</sup> 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 191122004.
- 3) That the E-Voting period allowed to the Members was from 9.00 A.M. (Starting Time) on Monday, 23<sup>rd</sup> December, 2019 to 5.00 P.M. (Ending Time) on Wednesday, 25<sup>th</sup> December, 2019.
- 4) That the Shareholders holding Equity Shares as on the "Cut Off" date i.e. Friday, 20<sup>th</sup> December, 2019 were entitled to vote on the proposed Resolutions mentioned at Item Nos. 1 to 6 as set out in the Notice convening the 32<sup>nd</sup> 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 Thursday, 26<sup>th</sup> December, 2019 at the conclusion of the Annual General Meeting in the presence of two witnesses, Ms. Shambhavi Wagle presently residing at B/1 Anandvan, Vrindavan Complex, Kothrud, Pune - 411038 and Mr. Prabhanjan Ghatpande presently residing at Flat No 403, Sun Horizon, Baner Pune – 411045 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 71,48,632 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 32<sup>nd</sup> 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) 25 (Twenty Five) Shareholders of the Company holding 58,009 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 and Annexure III respectively**, 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/ Reso lution No.	No. of Votes Cast in Favour of the Resolution			No. of Votes Cast against the Resolution			Invalid/ Neutral Votes
	E-Voting	Physical Poll	Total	E-Voting	Physical Poll	Total	Nos.
1	71,48,312	58,009	72,06,321	320	-	320	-
2	59,38,190	58,009	59,96,199	320	-	320	12,10,122
3	71,48,312	58,009	72,06,321	320	-	320	-
4	71,48,312	58,009	72,06,321	320	-	320	-
5	71,48,312	58,009	72,06,321	320	-	320	-
6	71,48,012	58,009	72,06,021	620	-	620	-



- 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 26<sup>th</sup> day of December, 2019 at 05.00 P. M.

For Shekhar Ghatpande & Co  
Company Secretaries



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

Witness:

1) Mr. Prabhanjan Ghatpande: -

2) Ms. Shambhavi Wagle:-



**Bilcare Limited**

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

Phone: +91 2135 647501

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

CIN: L28939PN1987PLC043953

**Notice**

Notice is hereby given that the 32nd Annual General Meeting of the Members of Bilcare Limited will be held on Thursday, the 26<sup>th</sup> day of December 2019, at 11.00 a.m. at the Registered Office of the Company at 1028, Shirol, Rajgurunagar, Pune - 410 505 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 including Consolidated Audited Financial Statements on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Nutan M. Bhandari [DIN 02198203], who retires by rotation did not offer herself for re-appointment, Vacancy not to be filled.

**SPECIAL BUSINESS**

3. Appointment of Mr. Rajesh. Devene as an Independent Director.

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

"RESOLVED THAT Mr. Rajesh Devene [DIN 05320201], who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd April, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Rajesh Devene [DIN 05320201], who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI (LODR) and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years from 22nd April, 2019 to 21st April, 2024 be and is hereby approved."

4. Appointment of Ms. Madhuri Vaidya [DIN 08483512] as an Independent Director.

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

"RESOLVED THAT Ms. Madhuri Vaidya [DIN 08483512], who was appointed by the Board of Directors as an Additional Director of the Company with effect from 15th June, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time, the appointment of Ms. Madhuri Vaidya [DIN 08483512], who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI (LODR) and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years from 15th June, 2019 to 14th June, 2024 be and is hereby approved."

5. Approval of continuation of directorship of Mr. Surendranath Gupte as an Independent Director.

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

"RESOLVED THAT, pursuant to the Resolution passed by the Members at the 30th Annual General Meeting of the Company and Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 and provisions of Sections 149, 150 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and other rules, if any, made thereunder {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, approval of the Members of the Company be and is hereby accorded for Mr. Surendranath. Gupte (DIN: 07731748) to continue as an Independent Director of the Company up to 12th February, 2022, not being liable to retire by rotation."

6. Approval of remuneration of Cost Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the ratification of the remuneration off M/s. Parkhi Limaye & Co., Cost Accountants (Firm Registration No: 000191) appointed as Cost Auditors by the Board of Directors of the Company ('the Board') for the financial year ending 31st March,2020 to conduct cost audits relating to cost records of the Company and that the Cost Auditors be paid a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand only) plus taxes as applicable.

**By Order of the Board of Directors**

Mohan H. Bhandari  
Chairman & Managing Director

Pune: 11<sup>th</sup> November 2019

**Notes:**

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), setting out material facts relating to the special business to be transacted at the Annual General Meeting ("Meeting") under item nos. 3 to 6 of the Notice as set out above is annexed hereto.
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. 22.
6. The Company's Share Transfer Books and the Register of Members will remain closed from Wednesday, 18<sup>th</sup> December 2019 to Wednesday, 25<sup>th</sup> December 2019 (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 along with 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 did not offer herself for reappointment.
13. Additional information pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), in respect of the Director(s) seeking re-appointment/continuation of their term at the Meeting, is also Annexed to this Notice.
14. 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.
15. 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.



16. 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.
17. Securities of listed companies would be transferred in dematerialised form only, from a cut-off date, to be notified by SEBI. In view of the same members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard.

#### 18. Unclaimed Dividends :

Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ("the Fund") established by the Central Government..

Further attention of the members is drawn to the provisions of Section 124(6) of the Act which require a Company to transfer all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of transfer to Unpaid Dividend Account of the Company, in the name of IEPF Authority.

In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended from time to time, the Company has already transferred all shares in respect of which dividend declared for the financial year 2010-11 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the website of the Company to ascertain details of shares transferred to IEPF Authority.

The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2011-12, from time to time, to the Fund.

Members/Claimants whose shares, unclaimed dividend, sales proceeds of fractional shares etc. have been transferred to the IEPF Authority or the Fund, as the case maybe, may claim the shares or apply for the refund by making an application to the IEPF Authority in Form IEPF-5 (available on [iepf.gov.in](http://iepf.gov.in)) along with requisite fees as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

19. Electronic copy of the Annual Report for 2018-19 is being sent to all Members whose email addresses are registered with the Company / Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2018-19 are being sent through the permitted mode.
20. To support the "Green Initiative", Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrar and Transfer Agent – Link Intime India Pvt. Ltd. Members holding shares in electronic form are requested to register their email IDs with their Depository Participants.
21. As per the requirement of SS-2 the route map showing directions to reach the venue of the Meeting along with an indication of the prominent landmark is annexed to the Notice.
22. Process and manner for members opting for E-voting through electronics 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 from time to time and as per 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
Monday, 23 <sup>rd</sup> December 2019, 9.00 A.M. IST	Wednesday, 25 <sup>th</sup> December 2019, 5.00 PM IST
  - f. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 20<sup>th</sup> December, 2019, 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:
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on Shareholders.
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
  - If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the Bilcare Limited on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- xxv. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> December, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
  - xxvi. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - xxvii. The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on 20<sup>th</sup> December, 2019.
  - xxviii. The results declared along with the Scrutinizers' Report shall be placed on the Company's website [www.bilcare.com](http://www.bilcare.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange.
23. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting. Notice of the Annual General Meeting and the Annual Report are available on the website of the Company at [www.bilcare.com](http://www.bilcare.com)

Address of the Registrar and Transfer Agents:

**Link Intime India Pvt. Ltd.,**  
(Unit: Bilcare Limited)  
Block No. 202, 2nd Floor,  
Akshay Complex Off Dhole Patil Road,  
Pune-411 001, India  
Telefax: +91-20-26163503  
E-mail: [pune@linkintime.co.in](mailto:pune@linkintime.co.in)

#### **EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under items 3 to 6 of the accompanying Notice dated 11<sup>th</sup> November 2019.

#### **Item Nos. 3 and 4**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed:

a) Mr. Rajesh Devene [DIN 05320201] as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from April 22, 2019 to April 21, 2024 & b) Ms. Madhuri Vaidya [DIN 08483512] as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from June 15, 2019 to June 14th, 2024, subject to approval of the Members Of the company

Pursuant to the provisions of Section 161(1) of the Act each of these Directors shall hold office up to the date of ensuing Annual General Meeting ("AGM") and are eligible to be appointed as Directors. The Company has, in terms of Section 160(1) of the Act, received in writing notice(s) from Member(s), proposing their candidature for the office of Directors.

The Company has received declarations from Mr. Rajesh Devene and Ms. Madhuri Vaidya to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and they are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 3 and 4 of this Notice. In the opinion, The Board recommends the passing of the Resolutions as set out under Item Nos. 3 and 4 of the Notice for approval by the members of the Company.

#### **Item No. 5**

At the 30th Annual General Meeting of the Company held on 29th September, 2017, the shareholders had appointed Mr. Surendranath D. Gupte (DIN: 07731748) as an Independent Director of the Company, for a term of 5 (five) years, from 13th February, 2017 to 12th February, 2022.



Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed entity, shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect. Accordingly, approval of the Shareholders is sought for continuation of the remaining term of Mr. Surendranath D. Gupte , as a Non-Executive Independent Director of the Company, i.e., up to 12th February, 2022, not being liable to retire by rotation.

The Board of Directors considers that with his rich experience and vast knowledge, Mr. Gupte’s continued association with the Board will be valuable to the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Gupte is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice. In the opinion, The Board recommends the passing of the Resolution as set out under Item No. 5 of the Notice for approval by the members of the Company.

**Item No. 6**

The Board of Directors, on the recommendation of the Audit Committee, has approved at their Meeting held on 12<sup>th</sup> August, 2019, the appointment and remuneration of M/s. Parkhi Limaye & Co., Cost Accountants (Firm Registration No: 000191), as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2020 at a remuneration of ₹ 150,000/- plus applicable taxes.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out under Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2020.

None of the Directors, Key Managerial Personnel, and their relative is concerned or interested, financially or otherwise, in the aforesaid Resolution. The Board recommends the passing of the Resolution as set out under Item No. 6 of the Notice for approval by the members of the Company.

**(To be read with Item no. 3, 4 & 5 of the Notice)**

**DETAILS OF DIRECTOR(S) SEEKING RE-APPOINTMENT / CONTINUATION OF DIRECTORSHIP IN THE ENSUING ANNUAL GENERAL MEETING.**

[[Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of the Director	Mr. Surendranath D. Gupte	Mr. Rajesh S. Devene	Ms. Madhuri R. Vaidya
Director Identification No.(DIN)	07731748	05320201	08483512
Date of Birth	13th September 1938	20th April 1970	31 July 1959
Age	81 Years	49 Years	60 Years
Date of first appointment	13th February 2017	22nd -April-2019	15th -June-2019
Terms & conditions of re-appointment/ continuation of Directorship	As mentioned in the respective resolutions and explanatory statement.		
Qualification	Post graduate in Marine Zoology	Mechanical Engineer	Bachelor of Commerce and Law.
Experience / Expertise in functional field and brief resume	He has more than five decades of vast experience in the Pharma sector globally. His core areas are marketing, product development, product management and cost measures.	A Mechanical Engineer who brings over two decades of versatile experience in Manufacturing Industry, along with a decade of overseas experience.	She has more than three decades of experience as Practicing Advocate in civil courts, Debt Recovery Appellate Tribunal and Consumer Courts.
No. of Shares held in the Company	300	NIL	NIL
No. of Board Meetings attended during the financial year 2018-19	9	NA	NA

Remuneration sought to be paid / last drawn (including sitting fees, if any)	2,60,000/- (Two lakhs Sixty Thousand Rupees Only)	(*)	(*)
Other Directorships	None	a) BB Paper Recycling Company Private limited b) Hightech Industry And Logistic Park Private Limited c) Eventus Holding Private Limited	None
Chairmanship / Membership of Committees of other Companies	None	None	None
Relationship with other Directors, Manager and Key Managerial Personnel	None	None	None

\* Independent Directors are entitled to sitting fees only.

ATTENDANCE SLIP

Sr No:

Registered Folio No./ DP ID & Client	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
No. of Shares	

I/We record my/our presence at the `32nd Annual General Meeting' of the Company to be held on Thursday, 26th December 2019 at 11.00 a.m. at the Registered Office of the Company at 1028, Shiroli, Rajgurunagar, Pune - 410 505.  
Member's/ Proxy's name in Block letters

Member's/ Proxy's Signature

Member's/ Proxy's Signature

Note: Please fill in the name and sign this Attendance Slip and deposit the same with the Company Officials at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	*Sequence No. 191122004
(to be generated)	

\* Only Members who have not updated their PAN with the Company/ Depository Participant shall use sequence no. in the PAN field.

Notes :

1. Please read the instructions printed under the Notes to the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Thursday, 26<sup>th</sup> December 2019 at 11.00 a.m.
2. The remote e-Voting period starts from 9.00 a.m. IST on Monday, 23 December 2019 and ends at 5.00 p.m. IST on Wednesday, 25 December 2019. The Voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.

**BILCARE LIMITED**

Registered Office: Gat No 1028 At Village Shirol Tal Khed Rajgurunagar-41505

CIN: L28939PN1987PLC043953

EVEN: 191122004

**ANNEXURE- II (As referred in our Report of even date)****SUMMARY OF VOTING DONE BY THE SHAREHOLDERS FOR 32ND ANNUAL GENERAL MEETING HELD ON THURSDAY, 26TH DECEMBER, 2019 THROUGH E-VOTING**

Sr No	MEMBER ID	MEMBER NAME	NO.OF.SHA RES HELD	RESOLUTION NO. 1				RESOLUTION NO. 2				RESOLUTION NO. 3				RESOLUTION NO. 4				RESOLUTION NO. 5				RESOLUTION NO. 6				CATEGORY PROMOTER/ PUBLIC
				VOTED SHARES	FOR	AGAINST	ABSTAIN	VOTED SHARES	FOR	AGAINST	ABSTAIN	VOTED SHARES	FOR	AGAINST	ABSTAIN	VOTED SHARES	FOR	AGAINST	ABSTAIN	VOTED SHARES	FOR	AGAINST	ABSTAIN	VOTED SHARES	FOR	AGAINST	ABSTAIN	
1	1201060002 657210	S ESWARAN BABU	30	30	30	0	0	30	30	0	0	30	30	0	0	30	30	0	0	30	30	0	0	30	30	0	0	Public
2	1201060100 124927	JAYESH SURESH KARIYA	69581	69581	69581	0	0	69581	69581	0	0	69581	69581	0	0	69581	69581	0	0	69581	69581	0	0	69581	69581	0	0	Public
3	1204720006 667070	SAGAR RAMNARAYAN BAHETI	10	10	10	0	0	10	10	0	0	10	10	0	0	10	10	0	0	10	10	0	0	10	10	0	0	Public
4	IN30023911 340650	PRAMOD TOSHNIWAL	1700	1700	1700	0	0	1700	1700	0	0	1700	1700	0	0	1700	1700	0	0	1700	1700	0	0	1700	1700	0	0	Public
5	IN30023911 344476	VINDHYA V KUDVA	9750	9750	9750	0	0	9750	9750	0	0	9750	9750	0	0	9750	9750	0	0	9750	9750	0	0	9750	9750	0	0	Public
6	IN30023911 567459	SHUBHANGI UMESHCHANDR A PARAB	50	50	50	0	0	50	50	0	0	50	50	0	0	50	50	0	0	50	50	0	0	50	50	0	0	Public
7	IN30023912 967017	MOHAN HARAKCHAND BHANDARI	1670999	1670999	1670999	0	0	1670999	1670999	0	0	1670999	1670999	0	0	1670999	1670999	0	0	1670999	1670999	0	0	1670999	1670999	0	0	Promoters
8	IN30023915 251958	SANJAY ASHOK CHINCHALKAR	10	10	10	0	0	10	10	0	0	10	10	0	0	10	10	0	0	10	10	0	0	10	10	0	0	Public
9	IN30028010 224784	NUTAN MOHAN BHANDARI	1205122	1205122	1205122	0	0	0	0	0	1205122	1205122	1205122	0	0	1205122	1205122	0	0	1205122	1205122	0	0	1205122	1205122	0	0	Promoters
10	IN30028010 224901	MOHAN HARAKCHAND BHANDARI	4185490	4185490	4185490	0	0	4185490	4185490	0	0	4185490	4185490	0	0	4185490	4185490	0	0	4185490	4185490	0	0	4185490	4185490	0	0	Promoters
11	IN30045014 656280	FRANCIS L FIGUEIREDO	100	100	0	100	0	100	0	100	0	100	0	100	0	100	0	100	0	100	0	100	0	100	0	100	0	Public





Sr No	MEMBER ID	MEMBER NAME	NO.OF.SHA RES HELD	RESOLUTION NO. 1				RESOLUTION NO. 2				RESOLUTION NO. 3				RESOLUTION NO. 4				RESOLUTION NO. 5				RESOLUTION NO. 6				CATEGORY PROMOTER/ PUBLIC
				VOTED SHARES	FOR	AGAINST	ABSTAIN	VOTED SHARES	FOR	AGAINST	ABSTAIN	VOTED SHARES	FOR	AGAINST	ABSTAIN	VOTED SHARES	FOR	AGAINST	ABSTAIN	VOTED SHARES	FOR	AGAINST	ABSTAIN	VOTED SHARES	FOR	AGAINST	ABSTAIN	
12	IN30051384 614000	SUNIL LAXMAN KHAMBE	200	200	200		0	200	200		0	200	200		0	200	200		0	200	200		0	200	200		0	Public
13	IN30115125 998797	VEERA VENKATA KRISHNA RAO NADELLA	220	220	0	220	0	220	0	220	0	220	0	220	0	220	0	220	0	220	0	220	0	220	0	220	0	Public
14	IN30246110 424180	MAYABEN NIKUNJKUMAR SHAHIWALA	100	100	100	0	0	100	100	0	0	100	100	0	0	100	100	0	0	100	100	0	0	100	0	100	0	Public
15	IN30246110 424278	PRAVINCHANDR A NATHUSHANKE R RAVAL	200	200	200		0	200	200		0	200	200		0	200	200	0	0	200	200		0	200	0	200	0	Public
16	IN30267933 859979	RAJASHREE NILESH PATIL	10	10	10	0	0	10	10	0	0	10	10	0	0	10	10	0	0	10	10	0	0	10	10	0	0	Public
17	IN30290240 046790	MANJIRI SHRIKANT KHADILKAR	50	50	50	0	0	50	50	0	0	50	50	0	0	50	50	0	0	50	50	0	0	50	50	0	0	Public
18	IN30290243 920735	ANKITA JAYESH KARIYA	5000	5000	5000	0	0	0		0	5000	5000	5000	0	0	5000	5000	0	0	5000	5000	0	0	5000	5000	0	0	Promoters
19	IN30302858 741226	SHAILENDRA KUMAR SHRIVASTAVA	10	10	10	0	0	10	10	0	0	10	10	0	0	10	10	0	0	10	10	0	0	10	10	0	0	Public
		Total Votes:-	7148632	7148632	7148312	320	0	5938510	5938190	320	1210122	7148632	7148312	320	0	7148632	7148312	320	0	7148632	7148312	320	0	7148632	7148012	620	0	
		No. of Members:-	19	19	17	2	0	17	15	2	2	19	17	2	0	19	17	2	0	19	17	2	0	19	15	4	0	
		% of Total Votes			99.996	0.004	0		99.995	0.0054	20.38		99.9955236	0.0045	0		99.995524	0.0045	0		99.995524	0.0045	0		99.991327	0.00867	0	

For Shekhar Ghatpande & Co. Company Secretaries

Shekhar Ghatpande

Proprietor

Scrutinizer

Membership No. FCS:1659, CP:782

Place: Pune Date & Time: 26th December, 2019 at 5.00 P.M.

1) Mr. Prabhanjan Ghatpande

2) Ms. Shambhavi Wagle





## BILCARE LIMITED

Registered Office: Gat No 1028 At Village Shirol Tal Khed Rajgurunagar-41505

CIN: L28939PN1987PLC043953

EVEN: 191122004

ANNEXURE- III (As referred in our Report of even date)

SUMMARY OF VOTING DONE BY THE SHAREHOLDERS FOR 32ND ANNUAL GENERAL MEETING HELD ON THURSDAY, 26TH DECEMBER, 2019 THROUGH PHYSICAL BALLOT FORM

				RESOLUTION NO. 1			RESOLUTION NO. 2			RESOLUTION NO. 3			RESOLUTION NO. 4			RESOLUTION NO. 5			RESOLUTION NO. 6			
				VALID			VALID			VALID			VALID			VALID			VALID			
SR. NO.	MEMBER ID	MEMBER NAME	NO OF SHARES HELD	VOTED SHARES	FOR	AGAINST	VOTED SHARES	FOR	AGAINST	VOTED SHARES	FOR	AGAINST	VOTED SHARES	FOR	AGAINST	VOTED SHARES	FOR	AGAINST	VOTED SHARES	FOR	AGAINST	CATEGORY PROMOTER/ PUBLIC
1	IN3029024 1218153	Sandeep Vishvanath Shirwadkar	430	430	430	0	430	430	0	430	430	0	430	430	0	430	430	0	430	430	0	Public
2	120581000 0124411	Ganpat Sadashiv Argade	30	30	30	0	30	30	0	30	30	0	30	30	0	30	30	0	30	30	0	Public
3	IN3010981 0465123	Raju Shamrao Jinralkar	130	130	130	0	130	130	0	130	130	0	130	130	0	130	130	0	130	130	0	Public
4	IN3013301 8978144	Dhananjay Laxman Hirve	55	55	55	0	55	55	0	55	55	0	55	55	0	55	55	0	55	55	0	Public
5	120581000 0107056	Avinash Ramchandra Sandbhor	500	500	500	0	500	500	0	500	500	0	500	500	0	500	500	0	500	500	0	Public
6	IN3026793 3203956	Hemant Popatlal Surana	400	400	400	0	400	400	0	400	400	0	400	400	0	400	400	0	400	400	0	Public
7	120816001 2671732	Toshi Sudhakar Gundalwar	100	100	100	0	100	100	0	100	100	0	100	100	0	100	100	0	100	100	0	Public
8	IN3030286 7870314	Dipak Motilal Mali	100	100	100	0	100	100	0	100	100	0	100	100	0	100	100	0	100	100	0	Public
9	IN3030285 4780786	Manohar Krishnaji Rajkar	1139	1139	1139	0	1139	1139	0	1139	1139	0	1139	1139	0	1139	1139	0	1139	1139	0	Public
10	120816000 0063213	Mehul Rajesh Shah HUF	48029	48029	48029	0	48029	48029	0	48029	48029	0	48029	48029	0	48029	48029	0	48029	48029	0	Public
11	120177000 0055881	Milan Prakashchand Kothari	500	500	500	0	500	500	0	500	500	0	500	500	0	500	500	0	500	500	0	Public



				RESOLUTION NO. 1			RESOLUTION NO. 2			RESOLUTION NO. 3			RESOLUTION NO. 4			RESOLUTION NO. 5			RESOLUTION NO. 6			
				VALID			VALID			VALID			VALID			VALID			VALID			
SR. NO.	MEMBER ID	MEMBER NAME	NO OF SHARES HELD	VOTED SHARES	FOR	AGAINST	VOTED SHARES	FOR	AGAINST	VOTED SHARES	FOR	AGAINST	VOTED SHARES	FOR	AGAINST	VOTED SHARES	FOR	AGAINST	VOTED SHARES	FOR	AGAINST	CATEGORY PROMOTER/ PUBLIC
12	1205810000128199	Amit Abhay Kalaskar	25	25	25	0	25	25	0	25	25	0	25	25	0	25	25	0	25	25	0	Public
13	IN30051316743387	Rajendra Pandurang Kale	68	68	68	0	68	68	0	68	68	0	68	68	0	68	68	0	68	68	0	Public
14	IN30302853716376	Dattatray Mahadu Shivale	3	3	3	0	3	3	0	3	3	0	3	3	0	3	3	0	3	3	0	Public
15	1201770000092527	Dattatray Mahadu Shivale	479	479	479	0	479	479	0	479	479	0	479	479	0	479	479	0	479	479	0	Public
16	'IN30133019014527	Yashwant Darawade	100	100	100	0	100	100	0	100	100	0	100	100	0	100	100	0	100	100	0	Public
17	'IN30133019000151	Mahadeo Manikrao Nikam	20	20	20	0	20	20	0	20	20	0	20	20	0	20	20	0	20	20	0	Public
18	'1203320013786891	Savita Arjun Pawale	621	621	621	0	621	621	0	621	621	0	621	621	0	621	621	0	621	621	0	Public
19	'1206380000074186	Sanjeev Dattatray Kulkarni	10	10	10	0	10	10	0	10	10	0	10	10	0	10	10	0	10	10	0	Public
20	1201770000093039	LIMBAJI SONABA MALI	55	55	55	0	55	55	0	55	55	0	55	55	0	55	55	0	55	55	0	Public
21	IN30302854847398	Pradeep Ramdas Patil	250	250	250	0	250	250	0	250	250	0	250	250	0	250	250	0	250	250	0	Public
22	IN30023911827610	Manish Ramesh Deogaonkar	5	5	5	0	5	5	0	5	5	0	5	5	0	5	5	0	5	5	0	Public



			RESOLUTION NO. 1				RESOLUTION NO. 2				RESOLUTION NO. 3				RESOLUTION NO. 4				RESOLUTION NO. 5				RESOLUTION NO. 6				
			VALID				VALID				VALID				VALID				VALID				VALID				Public
																							Public				
23	120177000 0142514	Daryappa Mallaappa Natekar	1010	1010	1010	0	1010	1010	0	1010	1010	0	1010	1010	0	1010	1010	0	1010	1010	0	1010	1010	0	Public		
24	IN3030285 7413601	VINOD CHARUDATTA MULAY	3750	3750	3750	0	3750	3750	0	3750	3750	0	3750	3750	0	3750	3750	0	3750	3750	0	3750	3750	0			
25	IN3002391 1271509	RAM DASHRAT BHOTE	200	200	200	0	200	200	0	200	200	0	200	200	0	200	200	0	200	200	0	200	200	0			
		Total Votes:-	58009	58009	58009	0	58009	58009	0	58009	58009	0	58009	58009	0	58009	58009	0	58009	58009	0	58009	58009	0			
		No. of Shareholders:-		25	25		25	25		25	25		25	25		25	25		25	25		25	25	0			
		% of Total Votes			100			100			100			100			100			100			100	0			

For Shekhar Ghatpande & Co. Company Secretaries

Shekhar Ghatpande

Proprietor

Scrutinizer

Membership No. FCS:1659, CP:782

Place: Pune

Date & Time: 26th December, 2019 at 05:00 P.M.

1) Mr. Prabhanjan Ghatpande

2) Ms. Shambhavi Wagle

