



Gaining Momentum



Vision

Delivering Innovation - Touching Lives

Values

Speed

Proactive and swift action are our mantras

Innovation

Our constant approach at all levels is to seek better ways of listening, thinking and doing - making our offerings meaningful and impactful

Happiness

We are motivated by our customers' success
and happiness of our stakeholders



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Chairman's Letter

Former President of India, Late Dr. APJ Abdul Kalam often used to quote *"You are never given a dream without the power to make it come true"*.

Launch of our '*center of excellence*' at Pune is reminiscent of our old fond memories with Dr. Kalam. As we remember him, we also draw tremendous sense of inspiration as well as aspiration. Inspiration to stand against multifaceted challenges as they emerge and aspiration to be an impactful leader in our sector, while overcoming all impediments.

Long before, Bilcare set up its global footprints in the developed economy, it had a vision to be global leader, and in doing so, it pursued a dream that embodies Dr. Kalam's notion.

In many occasion, I had the opportunity to seek his advise and blessings- abundance source of motivation, which in turn helped us in taking forward some of our innovation on drug dispensing and ncID™ Technology.

Bilcare always looked at pharma packaging from a scientific, research angle, which not only helped us to be a pioneer in several drug dispensing technologies but also protected these innovations with global patents, which in turn helped us to be ahead of the curve, while making our dream come true!

Bilcare Research AG (BRAG), comprising of pharma, specialty and card packaging business in the US, Europe and now Asia, which constitute more than 80 % of Company's total revenue is '*Gaining Momentum*' to emerge as key growth driver for the Company, demonstrating strong turnover growth and margin improvement in the current year. BRAG's Revenue has increased from EUR 240 Mn. in (2011/12) to EUR 265 Mn. in (2014/15), current year, despite exit from packaging business worth EUR 40 Mn. Similarly, BRAG EBIDTA is up from EUR 8 Mn. in (2011/12) to EUR 27 Mn. in (2014/15) due to prudent strategy execution, cost efficiency and realignment of business and products.

BRAG business having consolidated and garnered leadership position in the US and Europe, is now looking to expand and tap high potential Asian markets. Bilcare Research AG acquired Bilcare Singapore pharma packaging assets and aligned to its European and US business model as a natural course of action, and also to expand its customer base in Mainland China, and other Asian markets, making Singapore as an Asian Hub.

It is also plausible to mention that BRAG, a fast growing business is well financed by leading European banks with stable repayment- giving further impetus for growth in sales and margins.

As part of capacity expansion plan to infuse growth and meet customer requirement, BRAG is in the process of investing 15 Million Euro at its manufacturing site Staufen, Germany, where Bilcare is been known for years as a strong and committed partner in the shrink films market.

Our last two years overseas restructuring exercise has catapulted to visible result this year and this trend shall continue in the ensuing years.

Bilcare continues to invest on *R&D activities* and effectively utilize its investments made on creation of research sites resulting in successful addition of newer products, processes services and technologies to its innovation portfolio. During the financial year, Bilcare filed 2 new Patent applications related to its innovative products and technologies and were granted 9 Patents, earlier applied.

Bilcare R&D got breakthrough in developing light weight material that can have an excellent barrier for 'Nuclear Radiation'. DRDO have taken their first prototype trial with this material and have placed an order for the same.

Bilcare GCS clocked 12.8% Revenue growth with addition of 14 new clients. 'Comparator Sourcing' business increased substantially over last year, showing 40% growth. With growth and increasing customer requirement from the west, GCS opened marketing offices in USA and UK to capture future opportunity. We expect this business division to cross INR 100 Cr. by next year.

Bilcare Technology made inroads in bagging pharma and Government customers and important pilot projects. Talking about pharma, there was line integration project for serialization services for primary, secondary & tertiary level packaging for Biocon, including supply of secondary and tertiary labels. Similarly, we were able to

execute serialization and track and trace as per DGFT & MoHFW mandate for secondary and tertiary packs for Merck at Fulford India Ltd and Organon India.

A paradigm shift in Bilcare ncID Technology is expected to be unleashed with induction of highly competent technocrat; who along with his 'new team' is working on go-to-the-market strategy with customer oriented solution offerings.

Financials:

Total Standalone Revenue for the year declined from INR 394.47 Cr. in (FY14) to INR 335.60 Cr. in (FY15).

This loss of sales is primarily on account of crunch in working capital coupled with loss / unfulfillment of orders, or in other words- we had to forgo orders in hand due to raw material unavailability for said reasons. This resulted in reduced EBIDTA of INR 25.29 Cr. in the current year, (FY15) from INR 57.49 Cr. of the previous year, (FY14).

Increase in depreciation from INR 67.81 Cr. in (FY14) to INR 105.52 Cr. in (FY15) caused additional increase of INR 37.71 Cr. due to change in Company's act 2013, resulting in Net Loss of INR 183.68 Cr. for the year, (FY15).

However, Revenue for the quarter ended, (Q4 FY15) stood at INR 90.48 Cr. as against INR 78.16 Cr. of the previous quarter (Q3 FY15), showing a growth of 15.76%

Total Consolidated Revenue for the current year ended, (FY15) reduced to INR 2737.88 Cr. as against INR 3075.66 Cr. of the last year (FY14) with EBIDTA% marginally up from 8.35% to 8.44%.

"Failure will never overtake me if my definition to succeed is strong enough" this saying of Dr. Kalam is perhaps most apt, when I think of India Business.

As you are aware, India Business in last two years in going through certain stress due to mismatch of cash flows- impacting raw material procurement and meeting customers' orders in hand, as a result our top and bottom line has suffered to a large extent.

We have strived hard to meet our creditor commitment – with almost 60% resolution of debt through various options and structures permissible under banking framework. We are confident to turn around headwinds, through our continuous, collective, belligerent endeavor, exploring all possible options.

With BRAG business showing visible sign of momentum, alongside India debt under speedy resolution, I am confident that your Company will soon come out from boulevard of its turbulent past to a better and bright future in the coming fiscal year.

As I conclude, may I, on behalf of your Board of Directors and the employees of your Company, once again thank you for your continued support and encouragement.

Thank you, Ladies & Gentlemen.

A handwritten signature in black ink, appearing to read 'Mohan H. Bhandari', with a long horizontal line extending from the end of the signature.

Mohan H. Bhandari
Chairman & Managing Director



Corporate Information

Board of Directors

Mr. Mohan H. Bhandari
Mr. Rajendra B. Tapadia
Mr. Avinash S. Joshi
Dr. Sankarshan Basu
Mrs. Nutan M. Bhandari

Company Secretary & CFO

Mr. Anil Tikekar

Registered Office and Works

1028, Shirol, Rajgurunagar, Pune - 410 505, India.

Auditors

M/s. R. L. Rathi & Co., Pune
Chartered Accountant

Secretarial Auditor

M/s. Shekhar Ghatpande & Co,
Practicing Company Secretaries

Bankers

Multiple Banking under the Security Trust Arrangement.

Registrar & 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
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Management Discussion and Analysis

Global Pharmaceutical Packaging Landscape and Trends

Pharmaceutical Packaging products are used to protect the medicines so that they remain unscathed by any external toxins and microbial activity, and thus, have an extended shelf life. Drug manufacturers have to abide by international compliance jurisdictions enforced by the global regulatory authorities, which ensure packaging is a critical element in the drug delivery process to the final point of purchase. Various raw materials such as plastic resins, glass, paper and paperboard, aluminum, and other metals are used for the construction of pharmaceutical packaging materials. These packages are available in a broad range of products, such as bottles, parenteral containers, blister packs, caps, closures, pre-fillable syringes, and tubes.

TechNavio's analysts forecast the Global Pharmaceutical Packaging market to grow at a CAGR of 5.90 percent over the period 2014 - 2019.

Blister Packaging is a form of high visibility packaging that uses pre-formed plastic packs for small consumer goods and pharmaceuticals. Blister packs comprise a base layer, made either of plastic or aluminum, with cavities or a formable web known as blisters. Blister packs are mainly used to package pharmaceutical products – Rx, OTC drugs and medicines (capsules), as

well as small medical devices. The analysts forecast the Blister Packaging market in the US to grow at a CAGR of 5.92 percent over the period 2013-2018. Bilcare is one of the largest Blister packaging Company in the world.

The pharma packaging industry, though mature, is undergoing a sea of change. The progress of this industry is tied to innovations. Evolving consumer needs, novel medicines, advancing technology, increasing cost pressure, stringent regulations, etc., are driving innovation in pharma packaging. These factors, along with numerous others, are playing a vital role in enhancing packaging functionality. Apart from innovations, the importance of design and visual recall has also moved up the curve for industry players.

Key Trends –Opportunity areas:

- **Serialization and Anti-counterfeiting Packing:** There has been widespread prevalence of counterfeit drugs, especially in pharmerging markets, and the various regulations being adopted by governments to check their infiltration. India's Directorate General of Foreign Trade (DGFT) mandates the use of unique numbers and bar codes on primary, secondary, and tertiary packaging for easy tracking and tracing, a practice known as serialization, of all drugs exported from the country. The mandate, which came

into force in January 2011, was supposed to be fully implemented by mid-2013. However, due to noncompliance, the deadline had been extended to April 2015. The California ePedigree Law, which requires pharma manufacturers and distributors to implement serialization, has come into effect from January 2015.

Pharma companies globally have changed/are changing their packaging process to adapt to these regulations. Automation by Contract Packagers: With the introduction of stringent anti-counterfeiting regulations and implementation of serialization, pharma packaging requirements have become more complicated. As a result, pharma companies are increasingly automating packaging lines.

- **Senior-friendly and Child-resistant Packaging:** With increasing share of the elderly in the world population, pharma and packaging companies are focusing on senior-friendly (SF) packaging globally. The global share of older people (aged >60) will increase 10% during 2013–2050, further increasing the need for SF packaging.
- Along with SF packaging, focus on child-resistant (CR) packaging has also increased. In addition to branding, packaging should address product needs, patient convenience, and product security.
- **Eco-friendly Packaging:** Although eco-friendly and sustainable packaging seems to be losing sway, their importance does not wane. With the ever-widening environmental concerns, drug manufacturers and packaging companies are constantly focusing on eco-friendly packaging materials, techniques, and technologies.
- **Talking Packaging and use of digital technology to track and trace :** This is a technology that enables products to speak for themselves.

Bilcare understood the importance of these

trends long back, and started its innovation led packaging under its 5 C (counterfeit, compliance, convenience, communication and CR pack) philosophy, which captures all above elements. Bilcare has several covert, overt feature and print technology based anti- counterfeit measures, including invisible inks, special font and print design in packaging to check counterfeit. Similarly, the Company has special “Child Resistant” and “Senior Friendly” pack design with aluminum lidding foil for both domestic and international customers. In Europe and US it is a standard norm, while in India, awareness levels are on the rise.

Bilcare nCiD™ - nano technology based on real time authentication, track and trace and anti- counterfeit solution is the next generation packaging technology is getting appreciated by several pharma and medical device companies and is well poised to meet DGFT future mandate for exports. In fact, under Government of India (GoI), Council of Scientific & Industrial Research (CSIR) has done a special project under its new millennium initiative to understand feasibility of this technology across entire supply chain and medicine ecosystem from manufacturer to that of patient, including chemists and doctors.

Bilcare 5 C philosophy of innovation has differentiated it as a pioneer in several emerging futuristic trends in packaging to stand as a market leader.

Bilcare EComply™ film, an eco-friendly blister combining the demands of biodegradability and product protection stability. EComply blends standard PVC film with a special additive that makes EComply biodegradable. The result is PVC-level functionality without a PVC-level environmental footprint.

Risk and Concerns

- **Financial Concern-** Currently, the Company is going through debt restructuring and resolution with creditors.

While a significant portion of this has already been resolved through multiple options but still a certain amount is yet to be resolved, not-but which remains as a concern to the organization.

- **Forex Risk-** A significant part of Bilcare's revenue, cost, assets and liabilities are denominated in foreign currency and hence the Company is certainly subjected to Forex risks. The parent Company is based in India, while majority of the business and its subsidiaries are based out of Europe/ US and hence currency fluctuation has direct impact; however, natural hedging is factored-in the respective markets.

Pharma Industry related other risks- There are various industry related external risk and policy change that can affect the Company, such as:

- Drug Price Control
- Regulatory reforms
- DGFT policy change or postponement
- Quality issues
- Product patent
- Policy change on PET bottles
- Policy on packaging safety for children
- Other packaging industry related policy change

Packaging Innovation

The Primary Pharma Packaging Industry represents 15% by value- estimated at US\$ 19Bn. and blister packaging is around 35% by volume and 25% by value – estimated at US\$ 6.3Bn.

Bilcare is largely present in this Blister Packaging segment- comprising films and foils for the pharmaceuticals in India, Europe and in the US. Further, it is also present in specialty packaging and cards solutions in the US and Europe.

Research & Development- (India):

Bilcare continues to invest on R&D activities and effectively utilize its investments made on creation of research sites resulting in successful addition of newer products, processes services and technologies to its innovation portfolio.

During the financial year, Bilcare filed 2 new Patent Applications related to its innovative products and technologies and were granted 9 Patents, including earlier applied.

Bilcare R&D have remained focused on innovative research solutions in both packaging materials and its application to pharmaceutical formulations This has led to substantial growth in the materials business- arising from the conversion of conventional packaging to more attractive and value added packaging solutions. The novel Bilcare Optima™ service continues to generate newer alliances with global pharmaceutical companies in not only the developing regions but also the developed regions of the world. These Research initiatives has enabled Bilcare not only to generate future growth opportunity but also gainfully leverage its special relation with pharmaceutical industry across the globe.

Pharma Packaging and Innovation (India):

Pharma Packaging and Innovation business in India and the subcontinent continues to focus on pharmaceuticals, while bringing best of packaging technology, innovation and materials best suited for pharma challenges. Some of the key product highlights are as follows:

- Bilcare developed laminates which are metalloscene based composite films that benefits the customer to pack powder formulations at desired temperature that provides better sealing through contamination.

- Bilcare printed Alpro Venus is under approval stage, which is one of the highest selling brand.
- Successful trials of lamination of PVC and Aclar is conducted on the new duplex machine.
- Developed and commercialized solvent based offline primer system for PVdC coating, which results in sparing the additional free capacity for PVdC coating machine without compromising its quality.
- Developed in-house PVdC coating over paper and incorporated special printed security features as anti-counterfeit solutions and successfully conducted the machine trial for one of its global customer.

Bilcare Research AG-(Packaging Business):

Bilcare acquisition of Ineos packaging business, now known as Bilcare Research AG (BRAG), headquartered out of Basel, Switzerland has helped the Company in garnering leadership position in most of the markets across Europe, US and Asia. **BRAG has ever since gained momentum and now acting as 'Growth Driver' for the organization:**

- BRAG demonstrated strong turnover growth and margin with its Net Turnover increasing from EUR 240 Mn. in 2011/12 to EUR 265 Mn. in 2014/15, despite the exit from packaging business worth EUR 40 Mn.
- EBIDTA went up from EUR 8 Mn. in 2011/12 to EUR 27 Mn. in 2014/15 due to cost efficiency, better product mix and internal restructuring.
- Emerging and Asian market growth is expected with BRAG's takeover of Bilcare Singapore, which also gives a better footprint and opportunity to expand in China.

- Serves over 1000+ pharma customers where each of them constitute no more than 2% of Turnover, making it risk free; further 15 out of top 20 global pharma Companies are BRAG customers.
- Excellent relationship resulting-in repeat business of almost 95% with pharma customers.

Bilcare Research AG garnering leadership position:

BRAG service offering is primarily segmented into three distinct businesses, namely - Pharma Packaging Innovation, Specialty Films Solutions and Cards Solution which maintains highest quality standards and extremely customer focused. Pharmaceuticals Packaging Business at (EUR 124 Mn.) forms largest share of BRAG business, while Europe with 62% market share accounts for its biggest geographical region. Bilcare maintains its leadership position within top three- across regions and markets in the US, Europe, Asia and Rest-of-the-World (ROW).

Quality: BRAG manufacturing sites are certified according to ISO9001:2008, ISO14001 (Environmental Management Systems), EMAS IIL validation (Eco Management & Audit Scheme), ISO 15378:2011

Product Registration:

- One global Bilcare Research Drug Master File (FDA, US).
- Specification of Bilcare's Pharma Blister Films within customers' dossiers/ registration of drugs.
- Specification in particular film qualities for dedicated projects also in Specialty Films.

Customer Focused: BRAG for its customer focus and service quality in 2014 was awarded and ranked by Frost & Sullivan globally as best Company in solid dosage packaging. BRAG has over 2000+ well diversified customers base, where top 50

customers contribute to 32% of turnover. Existing customers accounts for approx. 95% of total sales in 2015 where direct relationship with global pharmaceuticals accounts for 50% of its packaging turnover. Average length of relationship with customers is around 10 years. New acquisition of customers in pharma takes around 6-18 month due to long audit processes whereas other packaging business have shorter sales cycles. Majority of PPI customers have audited BRAG facilities, with over 50 client visits and /or audits occurring each year.

Pharmaceutical Packaging Innovation (PPI):

PPI addresses key challenges of pharma clients, viz. counterfeit, compliance, convenience, cost and child resistant packaging.

- BRAG provides excellent product development capabilities with its unique packaging optimization process - Optima™ along with its product range in films and foils.
- It offers films for blister to protect medicine, such as mono PVC films or high barrier films, which are in-house coated with PVC or laminated. Aluminum complements films and result in unique capability to offer full packaging components, including lid and base.
- BRAG manufactures films and foils from low to ultra high barrier materials for pharmaceuticals, medical and healthcare packaging, such as blister pack, medical device packs, EtO sterilization. Product range includes- Mono, Duplex, Triplex, Aclar, Aqua Ba, and CFF foils.

Optima™ which was launched in 2011, provides not just optimal packaging research solution based on Bilcare patented model but also strengthen relationship as a partner in the early phases of R&D.

Specialty Packaging:

Specialty Films Solution offers a wide selection of high quality films for printing, decoration, shrink films, visual packaging application and office materials and classified under-i) Printing and Decoration ii) Shrink Films and iii) Office and Stationery.

A wide choice of films components and characteristics encompassing many colours, surface finishes and embossing as well broad range of gauges, ensures the perfect solution for every requirements.

Films are typically used in conjunction with screen, offset, digital, flexo and gravure printing methods.

Main drivers in volume and turnover are PVC print films and shrink films.

Bilcare quality of print is well accepted in the market due to its unique surface properties - giving unique position in the European market. This well established PVC shrink film business had been extended very successful with PETG shrink films. Bilcare in Staufen has started-the center of excellence for specialty films. Specialty Films Solution Thermoforming also finds packaging solution for Food, cosmetics and technical and blister packaging.

Card Solutions:

Cards Solutions encompassing high-quality core films and overlay films for various card applications which has computer controlled processing methods for minimal production tolerances. Mono PVC films used directly as card, coated, core or overlay films which are augmented at the customers site.

Product range includes solutions for all card application, coated and uncoated overlay, transparent and opaque films in all colours with different finish surface.

Cards application includes- bank cards, chip cards, loyalty cards, contact-less cards and

other access cards. Core and overlay films are used for ID, driver license, inlays, dual interface, gift and playing cards.

Road Ahead for BRAG:

Pharma Packaging Innovation (PPI)

is the key growth driver for BRAG - as it differentiates from commoditized competitors by focusing service to customers with an offering of a wide product portfolio (mono, barrier, Al cold foils) and leveraging Optima solutions.

As part of strategic initiatives, BRAG will invest in new capacity for in-demand products in key markets, which includes:

- Capacity expansion of Botzingen site.
- External growth projects: to become truly global solution provider for the Pharmaceuticals.
- Integration of Bilcare Singapore assets.

Card Solutions (CaS)- BRAG with approx 35% (market share in Europe and 25 % in the US will keep the volumes and optimize cost structures.

Specialty Films Solutions (SFS) will be other key growth drivers for the BRAG platform as it distinguishes in the specialty films market in three areas:

- Quality: Superior formulation resulting in easier to process products.
- Service: Work closely with customers throughout the development process.
- R&D: Best-in-class R&D team with proven track record.

Additionally SFS will also look at:

- Expansion of PETG capacity to capitalize on market growth.
- Investment in EU resources supports business development, and ultimately gaining of market share in the Americas.

Global Clinical Services:

The pharmaceutical industry began globalizing clinical trials about 15 years ago. Lured by lower research expenses and rapid patient recruitment more than 50% of the clinical trials are conducted offshore and in more developing countries than ever before, profoundly increasing the complexity of supply chain logistics. Some of the forces affecting the industry include access to new markets and patients, regulatory standards for clinical trials supply, supply chain security and other technology for developing and testing medicines.

While Asia's clinical research landscape has grown significantly at 8% over the past five years, a new Center Watch analysis has found new pockets of growth, particularly in China South Korea and Japan, but regulatory concerns have caused a dramatic slowdown in India, which the industry had anticipated would become a leading market for clinical research by now. Much of the research focus has shifted from India to China where, despite substantial challenges including lengthy study start-up times and cost concerns, analysis shows the clinical trial infrastructure has begun to consolidate and mature

The clinical research landscape in India went through a roller-coaster ride over the last several months. All this was being done to streamline the entire conduct of clinical research in India and ensure patient safety and enhanced data quality and integrity. In recent years, this industry witnessed a decline in number of trials in India (529 in 2010; 253 in 2012). The number of drugs entering the Indian markets had been gradually reducing even before the current slump in clinical research activity (270 in 2008; 140 in 2011; 44 in 2012 and 25 in 2013).

Bilcare GCS looking at challenges of clinical trial slow down in India as well other opportunities made the

decision to expand its reach. USA & European Comparator Drug Business and routine CTMS enquiries from EU & USA substantially increased in last year. By seeing the last year's trend Bilcare GCS established marketing offices in USA and UK to capture future rising opportunities. Bilcare GCS, this year, clocked 12.8 % Revenue growth with addition of 14 new clients. '*Comparator Sourcing*' business increased substantially over last year, showing 40% growth.

Bilcare Technology:

Counterfeit trade globally is estimated to be over USD 500 billion. By 2015, ICC expects the value of counterfeit goods globally to exceed \$1.7 trillion, translating to over 2% of the world's total current economic output. The global trade in counterfeit goods is booming, and it's shifting from relatively innocuous items like shoes and handbags to things like medicine and pesticides that can carry serious health and safety implications.

Anti-counterfeit packaging, the segment where Bilcare plays a critical role is the process of providing a secure packaging to products to reduce counterfeiting or imitation. The packaging not only helps companies to reduce losses incurred because of counterfeiting but also improves the safety of packaged goods. Governments in various countries are taking strong measures to stop counterfeiting by spreading awareness among consumers as how to identify the counterfeit products. The practice of counterfeiting is widespread in developing countries as consumers are unaware about the process of product authentication. According to TechNavio's forecast the Global Anti-counterfeit Packaging market to grow at a CAGR of 16.23 percent over the period 2014-2019.

Over last few years, Bilcare devoted significant time and resources by doing application research on our path-breaking nCiD™ technology platform to address this global menace and create novel solutions which had immense value for not only the pharmaceutical sectors but also in several key e-governance initiatives of our country. Due to its disruptive nature of innovation and broad application having socio economic impact, Bilcare nonClonableID Technology-nCiD™ has been recognized by multiple platform, such as prestigious EMS - IEH 2013 Award for its valuable contribution in Patient Safety & Well Being by AIIMS, New Delhi & Oklahoma State University, USA and recipient for the 2014 Frost & Sullivan India Technology Innovation Award for nonClonableID technology and grand award from CII as most coveted technology.

On the pharma side, there was line integration project for serialization services for Primary, Secondary & Tertiary level packaging for Biocon, including Supply of secondary and Tertiary labels.

Similarly, we were able to execute Serialization and Track and Trace as per DGFT & MoHFW mandate for secondary and tertiary packs for Merck at Fulford India Ltd and Organon India.

Bilcare Technology expects near future commencement of few more pharma projects, which is on pipeline, such as, Par Pharmaceuticals and AMS (Advanced Medtech Solutions).

Some of the Government pilot projects commenced for the year:

- Ministry of Health - FDA Maharashtra – Pilot project for Track and Trace for high cost/ schedule X drugs.
- Ministry of Commerce -DGS and D-(Through TCIL) – Pilot project to Secure identification of Jute bales from manufacturer to consignee end.

- Ministry of Home Affairs – Secure authentication of Visa Stickers, OCI Cards and Business Cards.

Bilcare Technology overseas business prospect looks brighter now, with possible projects expectation through collaboration with Genuine Marketing Group, USA – to provide secured authentication for Cigarette Manufacturer in China. And, Track and Trace system for British Petroleum, Singapore.

Financial Highlights

Standalone -

Total Standalone Revenue for the year declined from INR 394.47 Cr. in (FY14) to 335.60 Cr. in (FY15).

This loss of sales is primarily on account of crunch in working capital coupled with loss or/ unfulfillment of orders or in other words- we had to forgo orders in hand due to raw material unavailability for said reasons. This resulted in reduced EBIDTA of INR 25.29 Cr. in the current year, (FY15) from INR 57.49 Cr. of the previous year, (FY14).

Increase in depreciation from INR 67.81 Cr. in (FY14) to INR 105.52 Cr. in (FY15) caused additional increase of INR 37.71 Cr. due to change in Company's act 2013, resulting in Net Loss of INR 183.68 Cr. for the year, (FY15).

Consolidated -

Total Consolidated Revenue for the current year ended, (FY15) reduced to INR 2737.88 Cr. as against INR 3075.66 Cr. of the previous year (FY14) with EBIDTA% marginally up from 8.35% to 8.44%.

Performance at consolidated level for the year was lower due to following reasons:

- Decline of total standalone revenue for the year due to closure of its plant in Weißandt-Gölzau.
- Plant realignment, led to terminal costs which added to the negative bottom-line.
- Weakening of Euro vis-a vis Rupee and currency conversion resulted in loss of INR 18 Cr.

Internal control system and adequacy

Company has proper adequate internal control systems to ensure that its assets are safeguarded, and transaction properly authorized, reported and recorded. The Company has internal audit and management review system in place to ensure compliance with the prescribed procedures and authority levels.

Cautionary Statements

Statements in this management discussion and analysis describing the Company's objectives, projection, estimates and expectation may be 'forward looking' within the meaning of applicable laws and regulation. Actual outcome may differ substantially or materially from those expressed or implied. Important development that could affect the Company's operation include significant change in geo-politico-economic environment in key markets applicable statutes, litigation, labour relation, exchange rate fluctuation, interest, market volatility and other costs, including crude and raw materials.

Corporate Social Responsibility

Bilcare CSR started long before 2% mandate by Government with its unique property – 'Window to the World' for children, which continues even to this day. This year happens to be fruitful and eventful for Bilcare CSR journey as it was appreciated under Social Empowerment Category by Asia Responsible Entrepreneurship.

Various other CSR program implemented during the year are as under:

Pulse Polio Drive, Free Health Checkups for under privilege Society Members, Association with Orphanage, Road Safety Weeks, Blood Donation Drives, Gram Swachata Abhiyaan, Special Health Check up camps for Women's, Adoption of Sakurdi Village and donation of water storage tanks, Tree Plantation, Donation Drive at Pabal Mentally Challenged School, Safe and Happy Journey – celebrating Drivers Day, Kids Excellence Award, Blood Donation camp SSY training at school with Shirolu teacher, Polio drop camp at sakurdi, Medical Camp at Sakurdi, celebrating environment day with tree plantation,

Human Resource:

This year HR focus was around various soft and technical training at various levels. Emphasis was given on skill development as well life enrichment with special motivational training, like -**Work Life balance, Time management, Organizing & Planning**. With various people engagement/ activities as mentioned below, HR has been successful to retain employee, while preparing talent pool to meet future challenges.

Annual sports day, family day, various festival celebration, mothers day, women empowerment day, annual medical checkup, safety week training and awareness, yoga and meditation for employee to release stress, monthly town-halls, long service awards, best practice case study sharing and lecture by Governor of Delaware, USA are various people engagements undertaken during the year.



Corporate Governance

Company's Philosophy on Corporate Governance

Bilcare Limited is committed to implement the Corporate Governance norms specified in Clause 49 of the Listing Agreement. The Company has grown substantially in last few years, with global expansion, where systems are being developed and improved continuously to commensurate with the ongoing growth.

The Company believes that Corporate Governance is a set of processes, customs, policies, rules, regulation and laws for ensuring transparency, professionalism and accountability in its dealings with its customers, principal, employees, shareholders and with every individual who comes in contact with the Company. The Company's philosophy on Corporate Governance is based upon a rich legacy of fair ethical governance practices which has been in practice since the beginning. The Company is in full compliance with the requirements of Corporate Governance under Clause 49 of the Listing Agreement entered into with the Stock Exchanges and in this regard, submits a report on the matters mentioned in the said clause and also the practices followed by the Company as stated below:

Board of Directors

Composition of the Board

The composition of the Board of Directors of Bilcare Limited is in conformity with Clause 49 of the Listing Agreement with the stock exchange. The Board comprises of Five (5) Directors, one (1) Executive Director, the Chairman and Managing Director, who is also a Promoter Director, one (1) Woman Director, who is a Non-Executive Non-Independent Director and three (3) Non-Executive Independent Directors.

Number of Board Meetings

The Board met five (5) times during the year. The Meetings were conducted on 30 May, 14 August, 14 November, 2014, 14 January and 14 February 2015. All the meetings were held in such manner that the gap between two consecutive meetings was not more than 120 days.

Directors' Attendance Record and Directorships

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year 2014-15 and the last Annual General Meeting (AGM) held on 30 September 2014 and the number of Directorships and Committee Chairmanships/ Memberships held by them in Indian Public Limited

companies as on 31 March 2015, are given in the following table.

Name of the Director	Category	Particulars of Attendance		No. of Directorships and Committee Memberships / Chairmanships in Indian Public Limited Companies as on 31 March 2015		
		Board Meetings	Last AGM	Directorships	Committee• Memberships	Committee• Chairmanships
Promoter Executive Director						
Mr. Mohan H. Bhandari	Chairman and Managing Director	5	Present	3	5	2
Promoter Non-Executive Director						
Mrs. Nutan M. Bhandari***	Director	—	—	1	2	1
Non-Promoter Executive Directors						
Dr. Praful R. Naik##	Executive Director	5	Present			
Independent Directors						
Mr. Rajendra Tapadia	Director	5	Present	4	7	3
Mr. Pawan G. Chandak#	Director	3	—			
Mr. Avinash S. Joshi*	Director	3	Present	1	7	1
Dr. Sankarshan Basu**	Director	—	—	3	1	
#	Resigned as Director w.e.f. 14 January 2015					
##	Resigned as Director & Executive Director w.e.f. 28 February 2015					
*	Appointed as additional Director w.e.f 14 August 2014					
**	Appointed as additional Director w.e.f 14 January 2015					
***	Appointed as additional Director w.e.f. 25 March 2015 by way of circular resolution					
•	Apart from statutory committees, includes Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee and two (2) Functional Committees					

Independent Directors

As mandated by Clause 49 of the Listing Agreement and the Companies Act, 2013, the Independent Directors on Company's Board:

- are persons of integrity and possess relevant expertise and experience;
 - (i) are not promoters of the Company or its holding, subsidiary or associate company
 - (ii) are not related to promoters or directors in the Company, its holding, subsidiary or associate company;
- apart from receiving director's remuneration, has or had no material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two

immediately preceding financial years or during the current financial year;

- none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- who, neither himself nor any of his relatives:
 - holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately

preceding the financial year in which he is proposed to be appointed;

- is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of:
- a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or
- any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
- holds together with his relatives two percent or more of the total voting power of the Company; or
- is a Chief Executive or Director, by whatever name called, of any non-profit organisation that receives twenty-five percent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the Company;
- is a material supplier, service provider or customer or a lessor or lessee of the Company;
- are not less than 21 years of age.

Information supplied to the Board

Amongst others, the information supplied to the Board includes:

- Quarterly results of the Company
- Minutes of meetings of the Board of Directors, Audit Committee and other Committees

- Any joint venture or collaboration proposals
- Significant development in human resources and the industrial relations front
- Transfer of material nature of assets, which is not in the normal course of business

The Board of Directors of the Company is presented with detailed notes, along with the agenda papers, well in advance of the meeting. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practical to attach any document to the agenda, the same is tabled before the meeting with the specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary items on the agenda are permitted. The Board periodically reviews compliance reports of laws applicable to the Company, prepared and placed before the Board by the Management.

CEO/MD and CFO Certification

The Chairman & Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The said certificate is annexed and forms part of the Annual Report. The Chairman & Managing Director and the Chief Financial Officer also give quarterly certification on financial results, while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement.

Code of Conduct

The Company has adopted a Code of Conduct (the Code) for Directors and Senior Management of the Company. The Code has been circulated to all the members of the Board and Senior Management and the same is available on the Company's website at www.bilcare.com.

The Board members and Senior Management personnel have affirmed their compliance with the code. A declaration to this effect signed by the Chairman and Managing Director of the Company is contained in this Annual Report.

Committees Of The Board

As on 31 March 2015 the Company has Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Risk Management Committee. The Board Committees are set-up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by the members of the respective Board Committees. The Company's guidelines relating to Board Meetings are applicable to Committee Meetings, as far as may be practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its work. Minutes of the proceedings of the Committee Meetings are placed before the Board meeting for perusal and noting. The Company Secretary acts as the secretary of all the Committees.

Audit Committee

The Audit Committee of the Company comprises of three Directors, viz. Mr. Avinash S. Joshi (Chairman of the Committee), Mr. Rajendra B. Tapadia and Mr. Mohan H. Bhandari, two-thirds of which are independent directors. All the members of the Audit

Committee possess accounting, economic, legal and financial management expertise. The composition of the Audit Committee meets with the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Annual General Meeting (AGM) held on Tuesday, 30 September 2014 was attended by the then Chairman of the Committee, Mr. Rajendra B. Tapadia, to answer shareholders' queries.

The Audit Committee assists the Board in discharging of its responsibility to oversee the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting statements, the appointment, independence, performance and remuneration of the Statutory Auditors, including the Cost Auditors and the performance of Internal Auditors of the Company.

Terms of reference

The terms of reference of the Committee, inter alia covers all the matters specified under Clause 49 of the Listing Agreement with the Stock Exchange as well as those specified in Section 177 of the Companies Act, 2013. Besides, in additions to other terms as may be referred by the Board of Directors, the Audit Committee has the power inter alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company, seek legal and professional

Attendance Record of Audit Committee Members for 2014-15

Name of Director	Category	Status	No. of Meetings	
			Held	Attended
Mr. Avinash Joshi*	Independent	Chairman	3	3
Mr. Rajendra B. Tapadia**	Independent	Chairman	5	5
Mr. Mohan H. Bhandari	Non Independent	Member	5	5
Mr. Pawan G. Chandak#	Independent	Member	2	2
* Chairman w.e.f. 14 August 2014				
** Chairman upto 14 August 2014				
# Resigned w.e.f. 14 January 2015				

advice and to secure attendance of outsiders with relevant expertise, if it considers necessary.

The Committee met five times, on 1 April, 30 May, 14 August, 14 November 2014 and 14 February 2015.

The meetings of the Audit Committee are also attended by the Executive Director, Chief Financial Officer, Statutory Auditors, Internal Auditors and other Management representatives as special invitees as and when required. The Company Secretary acts as the secretary to the Audit Committee.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company as on date comprises of three Directors, viz. Mr. Rajendra B. Tapadia (Chairman of the Committee), Mr. Avinash S. Joshi and Mrs. Nutan M. Bhandari.

Terms of reference:

The Nomination & Remuneration Committee has been constituted to recommend / review the remuneration of Executive Directors of the Company, to identify persons who are qualified to become Directors and who may be appointed in Senior Management and to carry out such other duties and functions as stipulated in Section 178 of the Companies Act, 2013 read with rules framed thereunder and Clause 49 of the Listing Agreement. The Nomination & Remuneration Policy of the Company is available on the Company's website at www.bilcare.com.

No remuneration is payable to the Executive Directors during the year 2014-15.

The Non-executive Directors are paid sitting fees for attending each meeting of the Board and of the Committees thereof as specified by the Board.

During the year in review, there was no meeting of Nomination and Remuneration Committee.

Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee of the Company as on date comprises of three Directors, viz. Mrs. Nutan M. Bhandari (Chairperson of the Committee), Mr. Avinash S. Joshi and Mr. Rajendra B. Tapadia.

Terms of reference:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy in terms of Schedule VII of the Companies Act, 2013;
- To recommend the amount of expenditure to be incurred on the CSR activities;
- To monitor the Corporate Social Responsibility Policy of the Company from time to time; and
- To act in terms of any consequent statutory modification(s) / amendment(s) / revision(s) to any of the applicable provisions to the said Committee.

The Corporate Social Responsibility (CSR) Committee met once during the year 2014-15 on 14 November 2014.

Attendance record of Corporate Social Responsibility (CSR) Committee for 2014-15				
Name of Director	Category	Status	No. of Meetings	
			Held	Attended
Mr. Rajendra B. Tapadia	Independent	Chairman	1	1
Mr. Pawan G. Chandak	Independent	Member	1	1
Mr. Avinash S. Joshi	Independent	Member	1	1

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of CSR Policy. The Board on recommendation of CSR committee, on 14 November 2014 have approved CSR policy for the Company and disclosed the contents of the Policy on the Company's website at www.bilcare.com

Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of three Directors, viz. Mr. Rajendra B. Tapadia (Chairman of the Committee), Mr. Mohan H. Bhandari and Mr. Avinash S. Joshi. Mr. Anil Tikekar, Company Secretary is the Compliance Officer. Composition and the terms of reference meet with the requirements under the provisions of Section 178(5) of the Companies Act, 2013 and of Clause 49 of the Listing Agreement.

No meeting of the Committee was held as no complaint was received from the shareholders or investors during the financial year 2014-15. No requests for dematerialization and/or transfer were pending for approval as on 31 March 2015.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web-based complaints redressed system. The salient features of this system include Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of action taken on the complaints and its current status.

Designated Exclusive Email-ID

The Company has also designated the email-ID Investors@bilcare.com exclusively for investor servicing.

Risk Management Committee

The Risk Management Committee was constituted by the Board on 14 August 2014. The Committee of the Company comprises of three Directors, viz. Mr. Rajendra B. Tapadia (Chairman of the Committee), Mr. Avinash S. Joshi and Mr. Mohan H. Bhandari.

Terms of reference:

- a. To Recommend to the Board and then formally announce, implement and maintain a sound system of risk oversight, management and internal control which :
 - identifies, assesses, manages and monitors risk; and
 - allows investors and other stakeholders to be informed of material changes to the Company's risk profile.
 - recommends to the Board and then formally announces clear standards of ethical behaviour required of directors, employees and contractors and encourages observance of those standards.
- b. In discharging its responsibilities, the Committee is to develop and seek Board approval for a range of specific duties that it is to carry out. Such duties will vary depending on the Company's circumstances, the Committee's responsibilities and in particular, the roles of the Board and other committees, such as audit and governance, health, safety, environment and quality (HSEQ).

Functional Committee

The Board is authorised to constitute one or more functional committees delegating thereto powers and duties with respect to specific purposes. Meeting of such committees are held, as and when the need arises. Time schedule for holding the meetings of such functional committees are finalized in consultation with committee members.

REMUNERATION OF DIRECTORS

The aggregate value of salary and perquisites for the year ended 31 March 2015 to Wholtime Directors is as follows:

Mr. Mohan H. Bhandari - Nil

Dr. Praful R. Naik – Nil

Non-Executive Directors' Compensation

The Non-Executive directors of the Company were paid following sitting fees for meetings of the Board and its Committee thereof :

Name of Non-Executive Director	Sitting Fees* (in Rs.)
Mr. Rajendra Tapadia	1,90,000/-
Mr. Pawan G. Chandak	1,00,000/-
Mr. Avinash S. Joshi	85,000/-
Dr. Sankarshan Basu	—
Mrs. Nutan M. Bhandari	—

* Sitting fees include payment for board level committee meetings.

Shares and Convertibles held by Non Executive Directors as on 31 March 2015

Name of the Director	Category	Number of shares held Equity Shares of Rs.10/- each
Mr. Rajendra Tapadia	Independent	271,051
Mr. Avinash S. Joshi	Independent	600
Dr. Sankarshan Basu	Independent	Nil
Mrs. Nutan M. Bhandari	Non Independent	12,05,122

APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS:

Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges, following information is furnished about the Directors proposed to be appointed/re-appointed at the ensuing Annual General Meeting:

Dr. Sankarshan Basu [DIN 06466594]

Dr. Sankarshan Basu is a Professor in the Finance and Control Area at the Indian

Institute of Management Bangalore. His areas of interest both in terms of research and teaching are Financial Calculus, Option Pricing, Bond and Portfolio Valuation, Applications of Quantitative Techniques to Finance, Insurance, Reinsurance, Risk Management, Biostatistics and Corporate Finance.

Dr. Basu is a graduate of Presidency College, Calcutta and a Master's degree holder from the Indian Institute of Technology, Kanpur. Further, he went on to obtain his Ph.D. in Statistics from the London School of Economics and Political Science specializing in Financial Applications of Statistics and Stochastic Processes.

Directorships held in other Public Companies (excluding foreign Companies and section 8 Companies):

Currently Dr. Sankarshan Basu is on the boards of The Clearing Corporation of India Limited and BgSE Properties and Securities Limited (Formerly known as Bangalore Stock Exchange Limited).

Memberships/Chairmanships of committees of Public Companies (includes only Audit Committee and Stakeholders Relationship Committee):

Name of the Company	Committee	
	Membership	Chairmanship
BgSE Properties and Securities Limited	1	—

Dr. Basu is not related to any of the directors of the Company. He does not hold any Equity Shares of the Company as on 31 March 2015.

Mrs. Nutan M. Bhandari [DIN 02198203]

Mrs. Nutan Bhandari is one of the promoters of the Company. She steers the CSR initiatives of the Company. Under her leadership, Company runs an initiative called 'Window to the World' where-in it has tied up with few schools around the manufacturing

plant in Pune to provide children with adequate educational & extra-curricular opportunities. Some of the activities taken up are conducting health & sports camps, yoga classes & science fares etc.

Mrs. Bhandari has completed her graduation in Psychology from Pune University & is a Non-Executive, Non-Independent Director on the Board of the Company and holds 1,205,122 Equity Shares of the Company in her name as on 31 March 2015.

Directorships held in other Public Companies (excluding foreign companies and section 8 companies):

NIL

Memberships/Chairmanships of committees of Public Companies (includes only Audit Committee and Stakeholders Relationship Committee):

NIL

GENERAL BODY MEETINGS

Location and time for the last Three Annual General Meetings were:

Financial Year	Venue	Date	Time	Special Resolution
2011-12	Registered Office of the Company	29 September 2012	11.00 a.m.	Nil
2012-13	Registered Office of the Company	30 September 2013	11.00 a.m.	Nil
2013-14	Registered Office of the Company	30 September 2014	11.00 a.m.	<ul style="list-style-type: none"> • Authority to the Board to create Charge. • Authority to the Board to borrow money.

Postal Ballot

No resolution was passed through Postal Ballot during the year 2014-15.

At present, no special resolution is proposed to be passed through postal ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution conducted through Postal Ballot.

DISCLOSURES

Related Party Transactions:

Please refer to Note No. 41 of Notes to Accounts for significant related party transactions.

None of the transactions with any of the related parties were in conflict with the interests of the Company.

Management Discussion and Analysis

This Annual Report has a detailed chapter on management discussion and analysis.

Disclosures by the Management to the Board

All disclosures relating to financial and commercial transactions where Directors may have a potential interest are provided to the Board and the interested Directors do not participate in the discussion nor do they vote on such matters.

Statutory compliance, Penalties and Strictures:

The Company has complied with all the requirements of regulatory authorities. No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital market during the last three years. The Managing Director (CEO) and the Chief Financial Officer (CFO) have certified to the Board in accordance with Clause 49 (V) of the Listing Agreement pertaining to CEO/CFO

Certification for the Financial Year ended 31 March 2015.

Whistle Blower Policy

The Company has adopted a Whistle Blower Policy for directors and employees of the Company. The policy comprehensively provides an opportunity for an employee/ Director to report the instances of unethical behavior, actual or suspected fraud or any violation of the Code of Conduct and / or laws applicable to the Company and seek redressal. The policy provides for a mechanism to report such concerns to the Audit Committee through specified channels. The policy has been communicated to the employees and also posted on Company's intranet. The Whistle Blower Policy complies with the requirements of Vigil mechanism as stipulated under Section 177 of the Companies Act, 2013. The details of establishment of Whistle Blower Policy/ Vigil Mechanism have been disclosed on website of the Company- www.bilcare.com.

Code for Prevention of Insider-Trading Practices

In compliance with the SEBI regulation on prevention of insider trading, the Company has instituted a comprehensive code of conduct for its management staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of company, and cautioning them of the consequences of violations.

COMPLIANCE WITH MANDATORY AND NON-MANDATORY REQUIREMENTS

The Company is fully compliant with the applicable mandatory requirements of the Clause 49. It has not adopted any non-mandatory requirements.

MEANS OF COMMUNICATION

The Company puts forth vital information about the company and its performance,

including quarterly results, official news releases, and communication to investors and analysts, on its website: www.bilcare.com regularly for the benefit of the public at large. The quarterly results are published in 'Business Standard', 'Financial Express' and 'Loksatta'.

News releases. Official news and media releases are sent to the Stock Exchanges.

Website

The Company's website contains a separate dedicated section titled "Investors". The basic information about the Company, as called for in terms of Clause 54 of the Listing Agreements with the Stock Exchanges, is provided on the Company's website: www.bilcare.com and the same is updated from time to time.

SHAREHOLDERS

Annual Report

Annual Report containing, inter alia, Audited financial statement. Consolidated financial statement Boards' Report, Independent Auditors' Report and other important information, is circulated to members and others entitled thereto. The Management Discussion and Analysis (MDA) Report forms part of the Annual Report and is displayed on the Company's website: www.bilcare.com.

Support Green Initiative of MCA

The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative in the Corporate Governance by allowing paperless compliances by companies vide General Circular 17/2011 dated April 21, 2011, in terms of which the Company has been forwarding such documents through electronic mode. Company requests shareholders to provide their e-mail addresses to enable Company to forward the notices/ documents through e-mail, to the maximum possible extent in order to support green initiative. Members are once again requested

to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants and members who hold shares in physical form with the Company at pune@linkintime.co.in or at its registered office at 1028, Shiroli, Rajgurunagar, Pune - 410 505, Maharashtra, India.

GENERAL SHAREHOLDER INFORMATION

Company Registration Details

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L28939PN1987PLC043953

Annual General Meeting

Date : 30 September 2015

Time : 11.00 a.m

Venue : Registered Office of the Company
1028, Shiroli, Rajgurunagar,
Pune – 410 505, India

Financial Calendar

1 April 2014 to 31 March 2015

For the year ended 31 March 2015, results were announced on –

- 14 August 2014 : First Quarter
- 14 November 2014 : Half yearly
- 14 February 2015 : Third Quarter
- 29 May 2015 : Fourth Quarter and Annual

Key financial reporting dates for the financial year 2015-16

Quarter ending 30 June 2015: on or before 14 August 2015

Quarter ending 30 September 2015: on or before 14 November 2015

Quarter ending 31 December 2015: on or before 14 February 2016

Audited results for the financial year 2015-16: on or before 30 May 2016

Book Closure

The books will be closed from 24 September 2015 to 30 September 2015.

TRANSFER OF UNPAID/UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the year under review, the Company has credited Rs. 454,052/- (Rupees Four Lacs Fifty Four Thousand Fifty Two only) lying in the unpaid/unclaimed dividend/ deposit accounts, to the Investor Education and Protection Fund (IEPF) pursuant to Section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001.

SHARE HOLDING PATTERN

The tables below give the pattern of shareholding by ownership and share class respectively.

Pattern of shareholding by ownership as on 31 March 2015

Category	Number of Shares held	Shareholding %
Promoters	7,061,611	29.99
Foreign Institutional Investors	10,000	0.04
Corporate Bodies (India+ Foreign)	2,899,568	12.31
Non Resident Indians	350,349	1.49
Indian Public	11,113,895	47.21
Shares held by Custodians, against which Depository Receipts have been issued	2,109,808	8.96
Total	23,545,231	100.00

Pattern of shareholding by Share Class as on 31 March 2015

Shareholding Class	Number of Shareholders	Number of Shares	Shareholding %
Up to 500	18321	2042028	8.67
501 - 1,000	1244	988636	4.20
1,001 - 2,000	591	895146	3.80
2,001 - 3,000	239	617913	2.62
3,001 - 4,000	116	417931	1.78
4,001 - 5,000	79	374262	1.59
5,001 - 10,000	129	935477	3.97
10,001 & above	120	17273838	73.37
Total	20839	23545231	100.00

Registrar and Transfer Agents and Share Transfer and Demat System

The Board's Share Transfer Committee generally meets twice a month for dealing with matters concerning securities/share transfers of the Company. The Company has appointed Link Intime India Pvt. Ltd. as the Registrar and Transfer Agents of the Company, to carry out the share transfer work on behalf of the Company.

Address of the Registrar and Transfer Agent

Link Intime India Pvt. Ltd.,
(Unit: Bilcare Limited)
Block No. 202, 2nd Floor, Akshay Complex
Off Dhole Patil Road. Pune – 411 001, India
Telefax : 020 – 26163503
E-mail : pune@linkintime.co.in

Listing

The Equity shares of Bilcare Limited are listed on Bombay Stock Exchange Limited.

Stock Code

BSE : 526853

Stock Data

Table below gives the monthly high and low prices and volumes of Bilcare Limited at

Bombay Stock Exchange Limited, Mumbai (BSE) for the year 2014-15.

Month	Share Price		BSE Sensex	
	High (Rs.)	Low (Rs.)	High	Low
April-14	63.85	48.20	22,939	22,198
May-14	77.70	47.20	25,376	22,277
Jun-14	91.95	65.00	25,725	24,270
Jul-14	111.35	85.50	26,300	24,892
Aug-14	106.00	74.00	26,674	25,233
Sep-14	92.40	65.10	27,355	26,220
Oct-14	86.90	70.55	27,894	25,911
Nov-14	82.00	55.00	28,822	27,740
Dec-14	67.90	43.55	28,810	26,469
Jan-15	79.75	43.35	29,844	26,776
Feb-15	65.70	47.05	29,560	28,044
Mar-15	51.20	40.50	30,025	27,248

Dematerialization

The equity shares of Bilcare Limited are under compulsory demat trading. As on 31 March 2015, dematerialized shares accounted for 99.26% of the total equity.

Demat ISIN numbers in NSDL & CDSL for Equity Shares: INE986A01012.

Liquidity

Bilcare Limited shares are part of the 'B' group on Bombay Stock Exchange Limited

Outstanding GDRs and likely impact on Equity

The Company on 12 January 2010, allotted 2,986,341 GDRs at USD11.15 per GDR (i.e. Rs. 515 per share at the exchange rate of Rs. 46.20 per USD), each GDR representing one equity share of Rs.10 each in the share capital of the Company. As on 31 March 2015, 2,109,808 GDRs were outstanding, and represented an equal number of underlying equity shares. The Paid-up Share Capital of the Company stood at Rs. 235,452,310/- divided into 23,545,231 Equity Shares of Rs.10/- each.

Plant Location

1028, Shirol, Rajgurunagar, Pune 410 505, India

Investor Correspondence Address

For transfer / dematerialisation of shares and any other query relating to the shares of the Company:

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

Deposit holders Correspondence Address

For any query relating to Fixed Deposit :

Company Address

Bilcare Limited
4th Floor, K.G. Mansion,
Apte Road,
Opp. Hotel Kohinoor Executive,
Pune – 411 004
Phone (020) 66007559/ 61

Registrar's Address

Kisu Corporate Services Pvt. Ltd.
186, Khetwadi Main Road,
1st Floor, Near Pitale Maruti Mandir
Mumbai – 400 004
Phone (022) 23810486/ 23886255

DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT

I, Mohan H. Bhandari, Chairman & Managing Director of Bilcare Limited hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31 March, 2015.

Pune : 29 May 2015

Mohan H. Bhandari
Chairman & Managing Director

TO THE MEMBERS OF BILCARE LIMITED

CERTIFICATE BY AUDITORS ON CORPORATE GOVERNANCE

We have examined the compliance of the conditions of Corporate Governance by Bilcare Limited for the year ended 31 March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For R.L. Rathi & Co.
Firm Registration No. 108719W
Chartered Accountants

R. L. Rathi
Proprietor
Membership No. 14739
Place: Pune

Date: 29 May 2015

TO THE BOARD OF DIRECTORS OF BILCARE LIMITED

CERTIFICATION BY CHAIRMAN & MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, the undersigned, in our respective capacities as Chairman & Managing Director and Chief Financial Officer, of Bilcare Limited, ("the Company") to the best of our knowledge and belief certify that:

- a) We have reviewed financial statements and the cash flow statement for 2014-15 and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2014-15 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) Significant changes in internal control over financial reporting during the year;
 - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Anil Tikekar
Company Secretary & CFO
Pune: 29 May 2015

Mohan H. Bhandari
Chairman & Managing Director



Director's Report

To the Members,

Your Directors are pleased to present the 28th Annual Report and the Audited Statements of Account for the year ended 31 March 2015.

PERFORMANCE OF THE COMPANY

The Company's financial performance, for the year ended 31 March 2015 is summarised below:

Rs. in Crores

	2014-15	2013-14
Sales and Other Income	335.60	394.47
Profit / (Loss) before tax	(212.07)	(157.35)
Profit / (Loss) after tax	(183.68)	(121.46)
Balance in profit & loss account	14.19	201.95

Results of Operations and the State of Company's Affairs

The highlights of the Company's performance are as under:

The Company's Standalone revenue for the year FY 2015 stood at Rs. 335.60 Crores as against Rs.394.47 Crores of FY 2014. The decline is mainly due to working capital shortage which resulted in a loss of execution of the sales orders in hand.

The Company has already initiated the process of realigning the entire structure to

ensure optimum utilization of resources as well as capital reorganization.

Consolidated Financial Statements

In accordance with the Companies Act, 2013 ("the Act") and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with AS - 23 on Accounting for Investments in Associates and AS - 27 on Financial Reporting of Interests in Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

These consolidated financial statements provide financial information about the Company and its subsidiaries as a single economic entity and form part of this Annual Report. For the year ended 31 March 2015, the consolidated revenue stood at Rs.2,737.88 Crores against Rs. 3,075.65 Crores of previous year.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return of the Company in Form MGT-9 is annexed herewith as Annexure "A" to this report.

NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2014-15, Five (5) Board Meetings were held. The details of which are given in Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under the Section 134(5) of the Companies Act 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed that :

- a. in the preparation of the annual accounts for the financial year ended 31 March 2015, the applicable accounting standards had been followed and there are no material departures from the same.
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March 2015 and of the loss of the Company for the year ended on that date;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the accounts for the financial year ended 31 March 2015 have been prepared on a 'going concern' basis.
- e. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f. the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and their remuneration. The Nomination and Remuneration policy is available on the Company's website at www.bilcare.com.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars of Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statement provided in this Annual Report. These loans/guarantees are primarily granted for the furtherance of business of the borrowing companies.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Such transactions form part of the notes to the financial statements provided in this Annual Report.

During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at www.bilcare.com

Pursuant to Section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of such transactions are provided in Form AOC-2 which is annexed herewith as Annexure "B" to this report.

DIVIDEND

In absence of profits, your Directors are unable to recommend Dividend for the financial year ended 31 March 2015.

SHARE CAPITAL

The paid-up Equity Share Capital as on 31 March 2015 stood at Rs. 235,452,310. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31 March 2015, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred from the end of the financial year 2014-15 till the date of this report. Further there was no change in the nature of business of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of Energy

i. Steps taken for Conservation of Energy:

The quest for savings in electrical cost which is one of the key components in the cost of the product has not stopped. The never tiring effort to maintain the electrical power factor

to unity was sustained and this has resulted in savings of Rs 42.00 Lacs per annum for the year 2014-15.

The upgradation of heating system from hot air generator to thermic fluid system for foils coating has resulted in savings of Rs. 17.00 Lacs (from August 2014 to March 2015).

The implementation of LED lighting system in phases has resulted in savings of Rs 1.00 Lac (from Oct 14 to Mar 15) in the first phase.

ii. The Capital investment on energy conservation equipment:

Your Company made capital investments amounting to Rs. 14.16 Lacs during the Financial Year 2014-15 on energy conservation equipments, which will result in saving of approx. Rs. 20.00 Lacs annually.

B. Technology Absorption, Adaptation and Innovation

Bilcare continues to invest on R&D activities and effectively utilize its investments made on creation of research sites resulting in successful addition of newer products, processes services and technologies to its innovation portfolio.

Benefits derived as a result of the R&D efforts not only comprise newer innovative products and technologies but also has yielded significant improvement in existing products and realization of cost reduction measures in the manufacturing processes.

i. The efforts made towards technology absorption include:

1. Bilcare adopted pin hole detection system from HPF Elektronik Germany and installed on cold from machine to detect pin holes in CFB film. this helps in assuring pin hole

free film for packing highly sensitive medicines.

2. Bulging height determination has been installed from Frank PTI Germany to ensure the quality in coming foils those get consumes in CFB films. this helps in ensuring the right selection of aluminum foils and hence output become robustic in nature.
3. UTM from lloyds USA adopted for ensuring the required bond strength testing for CFB and laminates with their respective COF testing in line.
4. Installed defect detection system from Futec Japan on triplex laminator to ensure final product without any foreign material contamination.
5. Installed advanced slitte from KAMF Germany to slit CFB with in line tag detector that helps once again defect free material supplies to pharma industry.
6. Installed two NDC systems from USA to ensure and monitor required dry weight of adhesive during lamination on triplex laminator
7. Installed UV detection system from BST on Felxo printing machine that enables us to ensure proper registration of security inks in anti counterfeit packaging material manufactured by us.

ii. Benefits derived :

1. Successful trails of lamination of PVC and Aclar is conducted on the new duplex machine.
2. Bilcare printed Alpro Venus and Bilcare Alrpo Venus is under approval stage at one of the highest selling brand of customer In India.

3. Improved version of Bilcare Aromour having cost effective solution is developed and properties are comparable, with conventionally available and expensive material.
4. Developed and commercialized paper based peelable type child resistant foil for one of the customer.
5. Developed and commercialized solvent based offline primer system for PVDC coating which results in sparing the additional free capacity for PVDC coating machine without compromising the quality.
6. Developed and successfully conducted the machine trial for image embedded security feature for one of the largest selling brand in Indian market.
7. Developed in-house PVDC coating over paper and incorporated special printed security features as anti-counterfeit solutions and successfully conducted the machine trial at one of the global customer.

During the financial year, the company filed 2 new Patent applications related to its innovative products and technologies. During the financial year, 9 Patents applied earlier were granted.

iii. Expenditure on Research and Development

Particulars	Rs. in Crores
Capital	—
Recurring	8.39
Total	8.39
R & D Expenditure as a percentage of Total Turnover	2.50%

On a consolidated basis, total R&D expenditure as a percentage of consolidated turnover is 0.77%.

C. Foreign Exchange Earnings & Outgo

Rs. in Crores	
Foreign exchange earned	53.99
Foreign exchange outgo	142.64

RISK MANAGEMENT

The Company has set up a Risk Management Committee to review the risks faced by the Company and monitor the developments and deployment of risk mitigation action plans. The Committee reports to the Board of Directors and the Audit Committee who provide oversight for the entire risk management framework in the Company.

Accordingly, the Committee met during the year and deliberated upon the probable risk areas and took appropriate actions.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility and Governance Committee (CSR&G Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The CSR Policy may be accessed on the Company's website at the link: www.bilcare.com

The Company has identified few focus areas of engagement which are as under:

Health: Affordable solutions for healthcare through improved access, awareness and health seeking behaviour.

Education: Access to quality education, training and skill enhancement.

Environment: Environmental sustainability, ecological balance, conservation of natural resources.

Adoption of Villages: For development.

The Company would also undertake other need based initiatives in compliance with Schedule VII to the Act.

The Annual Report on CSR activities is annexed herewith marked as Annexure "C".

AUDIT COMMITTEE

The committee comprises of Mr. Avinash S. Joshi (Chairman), Mr. Rajendra B. Tapadia, Mr. Mohan H. Bhandari as other members. All the recommendations made by the committee were accepted by the Board.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. Performance evaluation has been carried out as per the Nomination and Remuneration Policy.

INDEPENDENT DIRECTORS' MEETING

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a meeting of the Independent Directors of the Company was held on 31 March 2015, without the attendance of Non-Independent Directors and Members of the Management.

DETAILS OF APPOINTMENT AND RESIGNATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, the Board approved the appointment of Mrs. Nutan M. Bhandari as a Non-Executive Non-Independent Director who is liable to retire by rotation. The requisite resolutions for approval of her appointment as a Non-

Executive Non-Independent Director, is being proposed in the notice of the ensuing Annual General Meeting for the approval of the members.

The Board also approved the appointment of Dr. Sankarshan Basu as an Independent Directors who is not liable to retire by rotation for a term of 5 consecutive years with effect from the date of ensuing Annual General Meeting, subject to approval of shareholders. The requisite resolutions for approval of his appointment as an Independent Director, is being proposed in the notice of the ensuing Annual General Meeting for the approval of the members.

Mr. Pawan G. Chandak resigned from the Board w.e.f. 14 January 2015 and Dr. Praful R. Naik resigned from the Board w.e.f. 28 February 2015. The Board wishes to place on record its appreciation of the valuable service and guidance rendered by them during their tenure.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

As required under Clause 49 of the Listing Agreement with the Stock Exchange, the information on the particulars of Directors proposed for appointment/re-appointment has been given in the Report on Corporate Governance.

FAMILIARISATION PROGRAMME

The details of programmes for familiarisation of Independent Directors with the Company has been displayed on the Company's website at www.bilcare.com.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

During the year, Bilcare Research Singapore Pte. Ltd. has become the Subsidiary of the Company.

Bilcare Germany GmbH & Co KG ceased to be a subsidiary of the Company by virtue of its merger with Bilcare Germany Management GMBH.

Bilcare International ceased to be a subsidiary of the Company.

Consolidated Financial Statements of the Company, which include the results of the said Subsidiary Companies, are included in this Annual Report. Further, a statement containing the particulars for each of the Company's subsidiaries is also enclosed. Copies of Annual Accounts and related detailed information of all the subsidiaries can also be sought by any member of the Company or its Subsidiaries by making a written request to the Company Secretary at the Registered Office of the Company in this regard. The Annual Accounts of the subsidiary companies are also available for inspection at the Registered Office of the Company and that of the respective subsidiary companies. The Company has Three (3) subsidiary companies, namely Bilcare Mauritius Ltd., Mauritius, Bilcare Packaging Limited, Mauritius and Bilcare Singapore Pte. Ltd., Singapore,. Some of these subsidiaries in turn have their respective step down subsidiaries.

A statement containing the salient features of the financial statement of our subsidiaries in the prescribed format AOC-1 is presented in a separate section forming part of the financial statement.

The Policy for determining 'Material' subsidiaries has been displayed on the Company's website at www.bilcare.com.

DEPOSIT

The following details of deposits, covered under Chapter V of the Companies Act, 2013:

- I. Deposits Accepted during the year; Nil
- II. Remained unpaid or unclaimed as at the end of the year; Rs. 10,091,000/-
- III. Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-
 - a. At the beginning of the year; Nil
 - b. Maximum during the year; Nil
 - c. At the end of the year; Nil

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statement. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

VIGIL MECHANISM

The Company has in place Whistle Blower Policy, wherein the Employees/ Directors/ Stakeholders of the Company are free to report any unethical or improper activity, actual or suspected fraud or violation of the Company's Code of Conduct. This mechanism provides safeguards against victimization of Employees, who report under the said mechanism. During the year under review, the Company has not received any complaints under the said

mechanism. The Whistle Blower Policy may be accessed on the Company's website at www.bilcare.com

CORPORATE GOVERNANCE

A report on Corporate Governance is given in this Annual Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

AUDITORS

Statutory Auditors

At the Annual General Meeting held on 30 September 2014, M/s. R. L. Rathi & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2017. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the Auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. R. L. Rathi & Co., Chartered Accountants as Statutory Auditors of the Company, will be placed for ratification by the Shareholders. In this regard, the Company has received a certificate from the Auditors to the effect that if their appointment is ratified, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The observations and comments given by the Statutory Auditors in their report read together with notes thereon are self-explanatory and hence, do not call for any further comments.

Cost Auditors

The Cost Audit Report under The Companies (Cost Audit Report) Rules, 2011 for the year 2013-14 was duly filed with the Ministry of Corporate Affairs on 29 September 2014.

Secretarial Auditor

The Board has appointed M/s. Shekhar Ghatpande & Co, Company Secretaries, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended 31 March 2015 is annexed herewith marked as Annexure "D" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

In terms of the provisions of Section 197(12) of the Companies Act (herein referred as Act), read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of the Annual Report.

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 forms part of the Annual Report.

However, as per the provisions of Section 136(1) of the Act, the Report and Accounts are being sent to the members, excluding the aforesaid information. Any member interested in obtaining such particulars may inspect the same at the Registered Office of the Company during working hours upto the date of the Annual General Meeting.

For the FY 2015, the compliance report is provided in the Corporate Governance section of this Annual Report. The Auditors' Certificate on compliance with the mandatory recommendations of the committee is annexed to this report.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
3. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated a Policy to prevent Sexual Harassment of Women at Workplace.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

We thank our domestic and international customers, vendors, investors, banking community, investment bankers and rating agencies for their continued support during the year.

Your Directors also wish to place on record their deep sense of appreciation for the committed services of the employees at all levels worldwide.

We thank the Governments of various countries where we have our operations and also thank Central Government, various State Governments and other Government agencies for their positive co-operation and look forward to their continued support in future. Finally, we wish to express our gratitude to the members and shareholders for their trust and support.

For and on behalf of the Board of Directors

Mohan H. Bhandari
Chairman & Managing Director

Pune : 29 May 2015

ANNEXURE - A

Form No. MGT-9

EXTRACT OF ANNUAL RETURN As on the financial year ended on 31-03-2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

Registration and Other Details:

i	CIN	L28939PN1987PLC043953
ii	Registration Date	01-July-1987
iii	Name of the Company	Bilcare Limited
iv	Category / Sub-Category of the Company	Public Company / Limited by shares
v	Address of the Registered office and contact details	1028, Shiroli, Rajgurunagar, Pune 410505
vi	Whether listed company	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd., (Unit: Bilcare Limited) Block No. 202, 2nd Floor, Akshay Complex Off Dhole Patil Road. Pune – 411 001, India Telefax : 020 – 26163503 E-mail : pune@linkintime.co.in

Principal Business Activities of the Company

All the business activities contributing 10 % or more of the total turnover of the Company are as stated below:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Articles of Plastics & Polymer	3921	42%
2	Aluminium & Aluminium Products	7607	32%
3	Global Clinical Services	—	24%

Particulars of Holding, Subsidiary and Associate Companies

S. No.	Name Of The Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Bilcare Mauritius Ltd.	C/o CIM Corporate Services Ltd, Les Cascade Building, Edith Cavell Street, Port Louis, Mauritius.	N.A.	SUBSIDIARY	100%	2(87)(ii)
2	Bilcare Research AG	Gewerbestrasse 12,4123 Allschwil,Switzerland	N.A.	SUBSIDIARY	100%	2(87)(ii)
3	Bilcare Research Holding AG	Gewerbestrasse 12,4123 Allschwil, Switzerland	N.A.	SUBSIDIARY	100%	2(87)(ii)
4	Bilcare Germany Management GmbH	Radebeulstrasse 1, 79219, Staufen, Germany	N.A.	SUBSIDIARY	100%	2(87)(ii)
5	Bilcare Research Singapore Pte. Ltd.	45, Contonment Board, Singapore - 089748	N.A.	SUBSIDIARY	100%	2(87)(ii)
6	Films Germany Holding GmbH	Radebeulstrasse 1, 79219 Staufen, Germany	N.A.	SUBSIDIARY	100%	2(87)(ii)
7	Bilcare Agency GmbH	Gewerbestrasse 12,4123 Allschwil,Switzerland	N.A.	SUBSIDIARY	100%	2(87)(ii)
8	Bilcare Research SRL	Via XXIV Maggio 1, 21043 Castiglione Olona (VA)	N.A.	SUBSIDIARY	100%	2(87)(ii)
9	Bilcare Research Inc	1389, School House Road, Newcastle/Delaware city, DE 19706-0537	N.A.	SUBSIDIARY	100%	2(87)(ii)
10	Bilcare Research GmbH	Radebeulstrasse 1, 79219, Staufen,Germany	N.A.	SUBSIDIARY	100%	2(87)(ii)
11	Caprihans India Limited	D Block, Shivsagar Estate, Dr. A B Road, Worli, Mumbai - 400018, India	L29150MH1946PLC004877	SUBSIDIARY	51%	2(87)(ii)
12	Bilcare Packaging Ltd.	CIM Corporate Services Limited, Les Cascades Building, Edith Cavell Street, Port - Louis, Mauritius	N.A.	SUBSIDIARY	100%	2(87)(ii)
13	Bilcare Singapore Pte. Ltd.	52 Changi South Street 1, King Wai Industrial Building, Singapore 486161	N.A.	SUBSIDIARY	100%	2(87)(ii)
14	Bilcare GmbH	Industriepark Hochst, 65926 Frankfurt/Main, Germany	N.A.	SUBSIDIARY	100%	2(87)(ii)
15	Bilcare Inc	2711 Centerville Road, Suite 400 City Wilmington, State of Delaware, Country of New Castle	N.A.	SUBSIDIARY	100%	2(87)(ii)
16	Bilcare Farmaceutica Embalagem E Pesquisas Ltda	Rua Caio Prado, Consolacao, Sao Paulo, Brazil	N.A.	SUBSIDIARY	100%	2(87)(ii)
17	Bilcare Switzerland SA	Rue de France 22	N.A.	SUBSIDIARY	100%	2(87)(ii)
18	Bilcare Technologies Singapore Pte. Ltd.	52 Changi South Street 1, King Wai Industrial Building, Singapore 486161	N.A.	SUBSIDIARY	80%	2(87)(ii)
19	Bilcare Technologies Italia Srl.	Padova (PD) via UGO Foscolo 8 cap 35131	N.A.	SUBSIDIARY	92.5%	2(87)(ii)

Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
1	Indian									
(a)	Individuals / Hindu Undivided Family	7678611	—	7678611	32.61	7061611	—	7061611	29.99	-2.62
(b)	Central Government / State Government(s)	—	—	—	—	—	—	—	—	—
(c)	Bodies Corporate	—	—	—	—	—	—	—	—	—
(d)	Financial Institutions / Banks	—	—	—	—	—	—	—	—	—
(e)	Others	—	—	—	—	—	—	—	—	—
	Sub-Total (A)(1)	7678611	—	7678611	32.61	7061611	—	7061611	29.99	-2.62
2	Foreign									
(a)	Individuals (NRIs / Foreign Individuals)	—	—	—	—	—	—	—	—	—
(b)	Bodies Corporate	—	—	—	—	—	—	—	—	—
(c)	Institutions	—	—	—	—	—	—	—	—	—
(d)	Others	—	—	—	—	—	—	—	—	—
	Sub-Total (A)(2)	—	—	—	—	—	—	—	—	—
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	7678611	—	7678611	32.61	7061611	—	7061611	29.99	-2.62
(B)	Public Shareholding									
1	Institutions									
(a)	Mutual Funds / UTI	226042	—	226042	0.96	—	—	—	—	-0.96
(b)	Foreign Institutional Investors	10000	—	10000	0.04	10000	—	10000	0.04	—
(c)	Qualified fore. Investor-Corporate	2500	—	2500	0.01	2500	—	2500	0.01	—
	Sub-Total (B)(1)	238542	—	238542	1.01	12500	—	12500	0.05	-0.96
2	Non-institutions									
(a)	Bodies Corporate	893379	—	893379	3.79	1137948	—	1137948	4.83	1.04
(b)	Individuals									
1	Individuals holding nominal share capital <= Rs. 1 Lakh	4753505	161682	4915187	20.88	5343405	159482	5502887	23.37	2.50
2	Individuals holding nominal share capital > Rs. 1 Lakh	4903872	—	4903872	20.83	5451743	—	5451743	23.15	2.33
(c)	Others									
1	Trusts	76200	—	76200	0.32	75000	—	75000	0.32	-0.01
2	Non Resident Indians (Repatriate)	572504	15000	587504	2.50	284315	15000	299315	1.27	-1.22
3	Non Resident Indians (Non Repatriate)	55754	—	55754	0.24	51034	—	51034	0.22	-0.02
4	Market Maker	8832	—	8832	0.04	8470	—	8470	0.04	—
5	Clearing Members	315522	—	315522	1.34	72645	—	72645	0.31	-1.03
6	Foreign Corporate Bodies	1761620	—	1761620	7.48	1761620	—	1761620	7.48	—
7	Foreign Nationals	400	—	400	—	650	—	650	—	—
	Sub-Total (B)(2)	13341588	176682	13518270	57.41	14186830	174482	14361312	60.99	3.58
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	13580130	176682	13756812	58.43	14199330	174482	14373812	61.05	2.62
	TOTAL (A) + (B)	21258741	176682	21435423	91.04	21260941	174482	21435423	91.04	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
1	Promoter and Promoter Group	—	—	—	—	—	—	—	—	—
2	Public	2109808	—	2109808	8.96	2109808	—	2109808	8.96	—
	Sub-Total (C)	2109808	—	2109808	8.96	2109808	—	2109808	8.96	—
	GRAND TOTAL (A)+(B)+(C)	23368549	176682	23545231	100.00	23370749	174482	23545231	100.00	—

Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mohan Harakchand Bhandari	62,53,489	26.56	2.10	58,56,489	24.87	0.42	-1.69
2	Nutan Mohan Bhandari	14,25,122	6.05	0.93	12,05,122	5.12	0.00	-0.93
	Total	76,78,611	32.61	3.04	70,61,611	29.99	0.42	-2.62

Change in Promoters' Shareholding

S. No.	Name	Shareholding at the beginning of the year		Increase/ (Decrease) in Shareholding	Shareholding at the end of the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Mohan Harakchand Bhandari	62,53,489	26.56	(397000.00)	58,56,489	24.87
2	Nutan Mohan Bhandari	14,25,122	6.05	(220000.00)	12,05,122	5.12

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

S. No.	Name	Shareholding at the beginning of the year		Increase/ (Decrease) in Shareholding	Shareholding at the end of the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Monument Pte Limited	17,61,620	7.48	—	17,61,620	7.48
2	Jhunjunwala Rakesh Radheshyam	17,35,425	7.37	—	1,73,5425	7.37
3	Sharad Mohanlal Bhatewara	—	0.00	3,99,213	3,99,213	1.70
4	Surya Prakash Gupta	—	0.00	3,41,000	3,41,000	1.45
5	Shah Pradip Padamshi	2,82,761	1.20	26,000	3,08,761	1.31
6	Jhunjunwala Rekha Rakesh	2,67,500	1.14	—	2,67,500	1.14
7	Fidelity Multitrade Pvt.Ltd.	—	0.00	2,45,022	2,45,022	1.04
8	Neha Gupta	1,90,000	0.81	—	1,90,000	0.81
9	Omkarnath Damodar Malpani Huf	1,77,083	0.75	—	1,77,083	0.75
10	Kokila D Ambani	1,00,000	0.42	—	1,00,000	0.42

Shareholding of Directors and Key Managerial Personnel

S. No.	Name	Shareholding at the beginning of the year		Increase/ (Decrease) in Shareholding	Shareholding at the end of the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Rajendra Tapadia	271051	1.15	—	271051	1.15
2	Avinash S. Joshi	600	0.00	—	600	0.00
3	Dr. Sankarshan Basu	—	0.00	—	—	0.00
4	Anil Tikekar	—	0.00	—	—	0.00

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Rs. in Crores

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
a) Principal Amount	987.43	167.00	165.68	1,320.12
b) Interest due but not paid	—	—	—	—
c) Interest accrued but not due	76.71	18.41	8.30	103.42
Total (a+b+c)	1,064.15	185.42	173.98	1,423.54
Change in Indebtedness during the financial year				
• Addition	88.43	7.96	6.07	102.46
• Reduction	84.09	1.54	17.09	102.72
Net Change	4.35	6.41	(11.02)	(0.26)
Indebtedness at the end of the financial year				
a) Principal Amount	929.57	166.08	148.59	1,244.24
b) Interest due but not paid	—	—	—	—
c) Interest accrued but not due	138.93	25.75	14.37	179.05
Total (a+b+c)	1,068.49	191.83	162.96	1423.28

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration to Managing Director, Whole-time Directors and/or Manager:

During the year, no remuneration is paid to the Managing Director and Whole-time Director.

Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Rajendra B. Tapadia	Mr. Avinash S. Joshi	Dr. Sankarshan Basu	Mrs. Nutan M. Bhandari	
1	Independent Directors					
	• Fee for attending board committee meetings	1,90,000	85,000	—	—	2,75,000
	• Commission	—	—	—	—	—
	• Others, please specify	—	—	—	—	—
	Total (1)	1,90,000	85,000	—	—	2,75,000
2	Other Non-Executive Directors					
	• Fee for attending board committee meetings				—	—
	• Commission				—	—
	• Others, please specify				—	—
	Total (2)	—	—	—	—	—
	Total (B)=(1+2)	1,90,000	85,000	—	—	2,75,000
	Total Managerial Remuneration (A) + (B)	1,90,000	85,000	—	—	2,75,000
	Overall Ceiling as per the Act					N.A.

Remuneration to Key Managerial Personnel other than Managing Director/ Whole-time Director/ Manager

Rs. in Lacs

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel
		Mr. Anil Tikekar, Company Secretary & CFO
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	19.20*
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	12.13
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	—
2	Stock Option	—
3	Sweat Equity	—
4	Commission	—
	- as % of profit	—
	- others, specify	—
5.	Others, please specify	—
	Total (A)	31.33

* Includes Gratuity of Rs. 7.50 Lacs under Employees Group Gratuity Scheme

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the Financial Year, there is no incidence of any Penalty/ Punishment/ Compounding under the Companies Act, 2013 against any Director, Key Managerial Personnel and other Officer in Default.

ANNEXURE - B

FORM AOC-2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

- 1.) Details of contracts or arrangements or transactions not at arm's length basis;
N.A. as there were no transactions during the year which were not at arm's length.

- 2.) Details of material contracts or arrangements or transactions at arm's length basis;
During the financial year 2014-15, all the transactions entered into with related parties were at Arm's Length. However, these transactions were not material.

ANNEXURE - C

ANNUAL REPORT ON CSR ACTIVITIES

1	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the weblink for the same is: www.bilcare.com
2	The Composition of the CSR Committee	Mrs. Nutan M. Bhandari - Chairperson Mr. Rajendra B. Tapadia Mr. Avinash S. Joshi
3	Average net profit of the company for last three financial years	Rs. (11.22) Crores
4	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	—
5	Details of CSR spent during the financial year. Total amount to be spent for the financial year; Amount unspent, if any; Manner in which the amount spent during the financial year is detailed below:	N.A.

The Responsibility Statement

The Responsibility Statement of the Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company, is reproduced below:

"The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company."

Mohan H. Bhandari
Chairman & Managing Director

Nutan M. Bhandari
Chairperson – CSR Committee

ANNEXURE - D

(FORM MR-3)

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Bilcare Limited,
1028, Shirol, Rajgurunagar
Pune 410505

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by Bilcare Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (*)
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014; (*)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (*)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (*)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (*)

(*) There were no events/ actions occurred during the year under the report which attracts the provisions of these Act/Regulations/Guidelines, hence the same were not applicable.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (Not notified during the Audit Period and hence not applicable).
- (ii) The Listing Agreement entered into by the Company with Stock Exchanges.

I report that, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the fact that in respect of Fixed Deposits accepted by the Company and its repayment, the Company has obtained an Order from the Company Law Board dated 18 September 2013. I have been informed by the Company that the Order passed by the Company Law Board has been complied with.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the Laws which are specifically applicable to the Company.

I further report that based on the information provided by the Company, in my opinion, adequate system and processes and Control Mechanism exist in the Company to monitor and ensure Compliance with applicable general laws like Labour Law, Competition Laws, and Environmental Laws, Intellectual Property Law, Consumer Laws, and other Miscellaneous Laws.

I further report that the Compliance by the Company of applicable financial laws, like Direct and Indirect Tax Laws, has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Audit and other Designated Professionals.

I further report that-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the Agenda items before the meeting and for meaningful participation at the meeting.

All the Decisions in the Board meetings were carried through by the majority and it was informed to us while there were no dissenting views of the members and hence not captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit period there is no event/action having a major bearing on the Company's affairs.

Date: 29 May, 2015
Place: Pune

Shekhar S. Ghatpande
Practicing Company Secretary
FCS No. 1659/CP No. 782



AUDITORS' REPORT

To,
The Members of
Bilcare Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Bilcare Limited ("the Company") which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and the separate reports of the branch auditors, the aforesaid financial statements read with the notes give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as on 31st March, 2015
- (b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements of company branch, whose financial statements reflect total assets of ₹. 10,026.90 lacs as at 31st March 2015 and total revenues of ₹. 3,600.00 lacs for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors. Our opinion is not qualified in respect of this matter.

Report on other legal and regulatory requirements

- 1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-Section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books. The Branch Auditors reports have been forwarded to us and have been appropriately dealt with;

- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by us in this Report are in agreement with the books of account and with the audited report from the branch;
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f. with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements. (Refer Note 30(iv))
 - (ii) In our opinion and as per the information and explanations provides to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and
 - (iii) There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Pune
Date: 29 May 2015

For R. L. RATHI & CO.
Firm Registration No. 108719W
Chartered Accountants

R. L. RATHI
Proprietor
Membership No. 14739

Annexure referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date

1. (a) The Company has maintained proper records to show full particulars, including quantitative details and situation of all fixed assets.
- (b) The fixed assets are physically verified by the management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
2. (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventories. No material discrepancies were noticed on physical verification
3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the sub-clauses (a) and (b) are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory, and fixed assets and for the sale of goods and services. During the course of audit, we have not observed major weakness or continuing failure to correct any major weakness in the internal control system to the Company in respect of these areas.
5. The Company has not accepted any Fixed Deposits during the financial year 2014-15.
6. We have broadly reviewed the books of account maintained by the Company pursuant sub-section (1) of Section 148 of the Companies Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
7. (a) The company is generally regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and any other statutory dues with the appropriate authorities, except that there are delays in payment of TDS & Provident Fund. We have been informed that there are no arrears of statutory dues as at the last day of the financial year under audit for a period of more than six months.
- (b) According to the records of the company, there are NIL dues outstanding of income tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess on account of any dispute.
- (c) In our opinion and according to the information and explanation given to us, amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under have been transferred to such fund within time.
8. The company has no accumulated losses at the end of the financial year. However, it has incurred cash losses of ₹. 10,645.09 lacs in the current year and it has also incurred cash losses in the previous year.
9. Based on the audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has defaulted in repayment of dues to the financial institutions and banks. The delays have been summarized below indicating the principal amount, interest amount and period.

Particulars	Principal (₹. Cr.)	Interest (₹. Cr.)	Delay in months
Loan from Banks	584.52	* 204.91	18 – 29 months

*Excludes contingent liability as per Note No. 30(iii).

The Company is in negotiations with the respective banks for restructuring of the said dues.

10. According to the information and explanations given to us, the Company has given guarantee for loans taken by others from banks or financial institutions are, prima facie, not prejudicial to the interest of the Company.
11. Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained during the year under audit.
12. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For R. L. RATHI & COMPANY
Firm Registration No. 108719W
Chartered Accountants

Place: Pune
Date: 29 May 2015

R. L. RATHI
Proprietor
Membership No. 14739

BALANCE SHEET AS ON 31 MARCH 2015

	Notes	As on 31 March 2015 ₹. Lacs	As on 31 March 2014 ₹. Lacs
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUND			
Share capital	2	2,354.52	2,354.52
Reserves & surplus	3	64,347.23	83,123.55
		66,701.75	85,478.07
NON-CURRENT LIABILITIES			
Deferred tax liabilities (net)	4	7,230.11	10,255.02
Long-term borrowings	5	94,923.25	100,875.02
Other Long-term liabilities	6	9,905.00	-
Long-term provisions	7	134.91	62.02
		112,193.27	111,192.06
CURRENT LIABILITIES			
Trade payables		3,746.70	3,124.18
Short-term borrowings	8	20,220.18	21,918.09
Other current liabilities	9	54,929.49	40,090.91
Short-term provisions	10	5,437.25	1,823.09
		84,333.62	66,956.27
TOTAL		263,228.64	263,626.40
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
Tangible assets	11	119,284.28	122,821.66
Intangible assets	12	2,447.48	2,655.78
Capital work in progress		12,465.90	18,160.71
		134,197.66	143,638.15
Non-current investments	13	68,242.51	68,313.14
Long-term loans and advances	14	327.98	474.03
Other non-current assets	15	4,172.76	4,960.99
		206,940.91	217,386.31
CURRENT ASSETS			
Inventories	16	14,150.92	11,398.97
Trade receivables	17	10,153.29	10,477.13
Cash and cash equivalents	18	1,701.33	2,552.74
Short-term loans and advances	19	30,282.19	21,811.25
		56,287.73	46,240.09
TOTAL		263,228.64	263,626.40
Summary of Significant Accounting Policies	1		

The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For and on behalf of Board of Directors

R. L. Rathi & Co.

Firm Registration No.108719W

Chartered Accountants

R. L. Rathi

Proprietor

Membership No.14739

Place : Pune

Date : 29 May 2015

Mohan H. Bhandari

Chairman & Managing Director

Avinash Joshi

Director

Anil Tikekar

Company Secretary & CFO

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2015

	Notes	Year ended 31 March 2015 ₹. Lacs	Year ended 31 March 2014 ₹. Lacs
INCOME			
Revenue from operations	20	33,133.44	40,135.20
Other income	21	426.87	(687.88)
Total revenue (i)		33,560.31	39,447.32
EXPENDITURE			
Cost of materials consumed	22	24,383.61	26,409.10
Changes in inventories of finished goods, work-in-progress and stock in trade	23	(310.40)	813.57
Employee benefits expense	24	2,416.29	1,929.16
Other expenses	25	4,541.25	4,545.91
Total expenses (ii)		31,030.75	33,697.74
Profit before interest, depreciation and tax (EBIDTA) (i-ii)		2,529.56	5,749.58
Finance costs	26	13,184.04	14,703.82
Depreciation and amortisation expense	27	10,552.10	6,780.62
Profit / (Loss) before tax		(21,206.58)	(15,734.86)
Tax expense	28	(2,828.94)	134.97
Profit / (Loss) from continuing operations		(18,377.64)	(15,869.83)
Prior Period Expenses		—	24.63
Exceptional Items		(9.37)	(3,748.75)
Extraordinary Items		—	—
Profit / (Loss) after tax carried to Balance Sheet		(18,368.27)	(12,145.71)
Earnings per share of ₹. 10/- each: (computed on basis of continuing operation)	29		
Basic (₹.)		(78.01)	(51.58)
Diluted (₹.)		(78.01)	(51.58)
Summary of Significant Accounting Policies	1		

The accompanying notes are an integral part of the Financial Statements

As per our report of even date
R. L. Rathi & Co.
 Firm Registration No.108719W
 Chartered Accountants

For and on behalf of Board of Directors

R. L. Rathi
 Proprietor
 Membership No.14739
 Place : Pune
 Date : 29 May 2015

Mohan H. Bhandari
 Chairman & Managing Director

Anil Tikekar
 Company Secretary & CFO

Avinash Joshi
 Director

CASH FLOW FOR THE YEAR ENDED 31 MARCH 2015

	Year ended 31 March 2015 ₹. Lacs	Year ended 31 March 2014 ₹. Lacs
A Cash flow from Operating Activities		
Profit after tax	(18,368.25)	(12,145.71)
Adjustments For:		
Depreciation	10,552.10	6,780.62
Interest / Dividend (net)	12,986.90	14,446.37
(Profit) / Loss on sale of fixed assets	0.51	0.67
(Profit) / Loss on sale of Investment	(9.37)	(3,748.75)
Foreign Currency Monetary Items Translation Difference Account	—	823.10
Operating profit before Working Capital changes	5,161.89	6,156.30
Deferred Tax Liability	(2,828.94)	(1,493.49)
Adjustments for:		
Trade & other receivables	(7,212.82)	2,240.39
Inventories	(2,751.95)	2,473.56
Trade & Other Payables	11,637.03	13,088.82
Cash generated from operations	4,005.21	22,465.58
Interest paid	(5,621.86)	(6,273.10)
Direct taxes paid	(51.06)	1,528.98
Net cash from operating activities	(1,667.71)	17,721.46
B Cash flow from Investing Activities		
Purchase of fixed assets	(1,716.65)	(8,240.21)
Sale of fixed assets	0.51	1.38
Investments	80.00	4,872.30
Interest received	164.37	207.93
Dividend received	32.76	49.52
Net cash used in investing activities	(1,439.01)	(3,109.08)
C Cash flow from Financing Activities		
Proceeds from issue of Share Capital	—	—
Proceeds from Share Premium (Net)	—	—
Proceeds from term borrowings	14,723.00	7,811.31
Repayment of term borrowings	(12,467.68)	(23,111.36)
Dividend paid including tax	—	—
Net cash used in financing activities	2,255.32	(15,300.05)
Net increase in cash & cash equivalents (A+B+C)	(851.40)	(687.67)
Opening Balance of Cash and cash equivalents	2,552.73	3,240.41
Closing Balance of Cash and cash equivalents	1,701.33	2,552.74

As per our report of even date

R. L. Rathi & Co.

Firm Registration No.108719W

Chartered Accountants

R. L. Rathi

Proprietor

Membership No.14739

Place : Pune

Date : 29 May 2015

For and on behalf of Board of Directors

Mohan H. Bhandari
Chairman & Managing Director

Avinash Joshi
Director

Anil Tikekar
Company Secretary & CFO

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE - 1

SIGNIFICANT ACCOUNTING POLICIES

i) Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared this financial statements to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

ii) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

iii) Fixed assets

- a. Tangible fixed assets: Tangible fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price net of discounts and rebates, borrowing costs and directly attributable costs of bringing the asset to its working condition for the intended use. The company adjusts exchange differences arising on translation/ settlement of long term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset. Trial run income and expenses are directly capitalized to the respective assets.
- b. Research and development costs: Research costs are expensed as incurred. Development expenditure incurred resulting into enduring benefits are capitalized.
- c. Depreciation on tangible fixed assets: Depreciation is calculated on a straight line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed in Schedule II to the Companies Act, 2013, whichever is higher. In respects of assets added / disposed off during the year, depreciation has been calculated on pro-rata basis with reference to the number of days in use.
- d. Intangible assets: Intangible assets acquired are measured on initial recognition at cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized over their estimated economic life.

iv) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. On initial recognition, all investments are measured at cost.

v) Impairment of assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units' (CGU) net selling price and its value in use. Where the carrying amount of an asset or the CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognized in the statement of profit and loss, except for previously revalued tangible fixed assets, where the revaluation was taken into revaluation reserve. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.



An assessment is made at each reporting date whether there is any indication that previously recognized impairment losses may no longer exists or may have decreased. If such indication exists, the company estimates the asset's or CGU's recoverable amount.

vi) Inventories

Raw Materials, components, stores and spares, work-in-progress and finished goods are valued at lower of cost and net realizable value and is determined on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale.

vii) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sale of goods: Revenue from sale of goods is recognized based on billed and dispatch of goods to the customer. Sales are net of discounts, sales tax, excise duty and sales returns.

Income from services: Revenues from services are recognized pro-rata over the period as and when services are rendered net of taxes.

Interest: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Dividend: Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

viii) Duties and taxes

Sales tax: The Company opted for the Sales Tax Incentives by way of deferral under Government of Maharashtra Package Scheme of Incentive 1993. The period for deferment of tax liability is 10 years and payable thereafter in five equal annual installments.

Excise duty: Excise duty is accounted for on sale of goods. No provision is made for goods manufactured and lying in factory premises.

ix) Retirement and other employee benefits

Provident fund: Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than contribution payable to the provident fund.

Gratuity: The costs of providing gratuity are determined on the basis of actuarial valuation at each year end and actuarial gains / losses are recognized in full in the period in which they occur in the statement of profit and loss. Separate actuarial valuation is carried out for each plan using the projected unit credit method.

Accumulated leave: The Company presents the entire accumulated leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

x) Borrowing costs

Borrowing cost includes interest, amortization of ancillary cost incurred in connection with the arrangement of borrowings and exchange differences arising out of foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction, modernization and expansion or production of an asset are capitalized as part of the cost of the respective asset.

xi) Income taxes

Current income tax is measured at the amount expected to be paid in accordance with the Income Tax Act, 1961 and the tax laws prevailing in the respective tax jurisdiction and the tax rates used to compute the amount are those that are enacted at the reporting date.

Deferred tax: Deferred tax reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years and is measured using the tax rates and tax laws enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities, if they relate to the same taxable entity and the same taxation authority.

xii) Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

xiii) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The company does not recognize a contingent liability but discloses its existence in the financial statements.

xiv) Measurement of EBIDTA

As per the Guidance Note on Revised Schedule VI of the Companies Act, 1956, issued by ICAI, (now applicable to Schedule IV of the Companies Act, 2013) the company has elected to present earnings before interest, tax, depreciation and amortization (EBIDTA) as a separate line item on the face of the statement of profit and loss.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015 ₹. Lacs	As on 31 March 2014 ₹. Lacs
NOTE - 2		
SHARE CAPITAL		
AUTHORISED		
i) 40,000,000 (31 March 2014 : 40,000,000) Equity Shares of ₹. 10/- each	4,000.00	4,000.00
ii) 5,000,000 (31 March 2014 : 5,000,000) Preference Shares of ₹. 10/- each	500.00	500.00
	<u>4,500.00</u>	<u>4,500.00</u>
ISSUED SUBSCRIBED AND PAID UP		
i) 23,545,231 (31 March 2014 : 23,545,231) Equity Shares of ₹. 10/- each	2,354.52	2,354.52
TOTAL	<u>2,354.52</u>	<u>2,354.52</u>
a. Reconciliation of the shares outstanding (No. of shares)		
At the beginning of the period	23,545,231	23,545,231
Add / (Less) : Movement during the year	—	—
At the end of the period	23,545,231	23,545,231

b. Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹. 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31 March 2015, the amount of per share dividend recognized as distributions to equity shareholders was ₹.NIL (31 March 2014 : ₹. NIL).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of Shareholders holding more than 5% shares in the Company

	No. of Shares	% Holding in the Class	No. of Shares	% Holding in the Class
Equity shares of ₹. 10/- each fully paid				
i. Mohan H. Bhandari	5,856,489	24.87	6,253,489	26.56
ii. Deutsche Bank Trust Company Americas (Custodian of shares against GDR's issued)	2,109,808	8.96	2,109,808	8.96
iii. Monument Pte. Ltd.	1,761,620	7.48	1,761,620	7.48
iv. Rakesh R. Jhunjunwala	1,735,425	7.37	1,735,425	7.37
v. Nutan M. Bhandari	1,205,122	5.12	1,425,122	6.05

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 3				
RESERVES & SURPLUS				
i) Securities Premium		51,034.41		51,034.41
ii) General Reserve				
Balance as per last Financial Statement	11,622.47		11,622.47	
Add: Transfer from Statement of Profit and Loss	—		—	
		11,622.47		11,622.47
iii) Capital Redemption Reserve		271.63		271.63
iv) Foreign Currency Monetary Items Translation Difference Account				
Balance as per last Financial Statement	—		(823.10)	
Add: Additions during the year	—		—	
Less: charged to Profit and Loss Account	—		(823.10)	
		—		—
v) Surplus in the Statement of Profit and Loss				
Balance as per last Financial Statement	20,195.04		32,340.75	
Add: Net Profit for the year	(18,368.27)		(12,145.71)	
Less: Transfer to General Reserve	—		—	
Adjustment relating to Fixed Assets (Refer Note No. 12)	408.05		—	
Proposed Dividend	—		—	
Tax on Dividend	—		—	
		1,418.72		20,195.04
TOTAL		64,347.23		83,123.55
NOTE - 4				
DEFERRED TAX LIABILITIES (NET)				
Deferred Tax Liabilities				
— Related to Fixed Assets		15,019.17		14,255.63
Deferred Tax Assets				
— Related to Business Loss		(7,789.06)		(4,000.61)
		7,230.11		10,255.02

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 5				
LONG-TERM BORROWINGS				
i) Secured Loans:				
Term Loan from Banks / FI		87,995.66		93,893.36
ii) Unsecured Loans:				
Deferred sales tax loans	1,070.78		1,088.20	
Term Loan from Banks / FI	5,000.00		5,000.00	
Others	856.81		893.46	
		6,927.59		6,981.66
TOTAL		94,923.25		100,875.02

- The rupee term loan from banks / financial institutions carries interest @ 12% to 15% p.a.
- The foreign currency loan from banks carries interest @ LIBOR plus 4% to 6%.
- Term loans to banks / financial institutions are repayable within a period from 3 to 5 years in quarterly / half yearly installments as per terms of the respective loans. (as per Annexure A to Notes to Financial Statements)
- Term loan from banks / financial institutions are secured by first charge on the immovable and movable properties and second charge on current assets, both present and future, under security trustee arrangement.
- Deferred sales tax loan is interest free and is repayable in yearly installments till 2023.
- The other unsecured loan carries interest @ 3 % p.a. and repayable in 10 annual equal installments starting from 2014.

NOTE - 6

OTHER LONG TERM LIABILITIES

Other long-term liabilities (Refer Note No. 41)	9,905.00	—
TOTAL	9,905.00	—

NOTE - 7

LONG TERM PROVISIONS

i) Provisions for employee benefits	134.91	62.02
	134.91	62.02

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 8				
SHORT-TERM BORROWINGS				
i) Secured:				
Working capital loan from banks	4,960.97		4,849.82	
		4,960.97		4,849.82
ii) Unsecured:				
Fixed deposits from public	14,859.21		16,568.27	
Loans and advances from related parties	400.00		500.00	
(Refer Note No. 41)		15,259.21		17,068.27
TOTAL		20,220.18		21,918.09

- The Working capital facilities from banks carries interest rate from 12% to 15% p.a.
- The working capital facilities are secured by first charge on current assets and second charge on immovable and movable properties, both present and future, under security trustee arrangement.
- Fixed deposits from public carries interest @ 11% to 12% p.a.

NOTE - 9

OTHER CURRENT LIABILITIES

i) LC Acceptances	9,280.18	9,218.56
ii) Interest accrued but not due on borrowings		
[Refer Note - 30(iii)]	17,904.62	10,342.45
iii) Withholding tax payable	221.78	207.84
iv) Unclaimed Dividend*	11.54	15.83
v) Advance - Others (Refer Note No. 41)	27,511.37	20,306.23
TOTAL	54,929.49	40,090.91

* This figure does not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

NOTE - 10

SHORT TERM PROVISIONS

i) Provision for taxes on income (Net of Advance Tax)	(227.76)	(176.70)
ii) Provision for employee benefits	67.94	54.97
i) Proposed Dividend	—	—
ii) Provision for dividend tax	—	—
iii) Other short term provisions	5,597.07	1,944.82
TOTAL	5,437.25	1,823.09

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

NOTE - 11

TANGIBLE ASSETS

Sr. No.	Items of Asset	Gross Block at Cost or Book Value				Depreciation					Net Block	
		As on 01/04/2014	Additions during the year	Deductions during the year	As on 31/03/2015	As on 01/04/2014	Adjustment During The Year	For The Year	Deductions during the year	As on 31/03/2015	As on 31/03/2015	As on 31/03/2014
01	Land	227.20	—	—	227.20	—	—	—	—	—	227.20	227.20
02	Building	5,691.12	148.48	—	5,839.60	1,520.23	—	166.12	—	1,686.35	4,153.25	4,170.89
03	Plant & Machinery	67,262.09	6,877.09	—	74,139.18	16,985.82	431.19	4,938.70	—	22,355.71	51,783.47	50,276.27
04	Vehicles	170.21	—	20.40	149.81	123.64	1.22	15.95	19.38	121.43	28.38	46.57
05	Electric Fitting	1,700.85	31.69	—	1,732.54	677.49	138.40	392.80	—	1,208.69	523.85	1,023.36
06	Furniture & Fixture	714.62	10.43	—	725.05	370.39	15.38	92.40	—	478.17	246.88	344.23
07	Office Equipments	895.56	19.83	—	915.39	787.99	17.84	27.58	—	833.41	81.98	107.57
08	Tools & Equipments	68,536.70	—	—	68,536.70	1,911.13	—	4,386.30	—	6,297.43	62,239.27	66,625.57
	TOTAL	145,198.35	7,087.52	20.40	152,265.47	22,376.69	604.03	10,019.85	19.38	32,981.19	119,284.28	122,821.66
	Previous Year	76,640.21	68,561.22	3.08	145,198.35	16,548.19	—	5,829.53	1.03	22,376.69	122,821.66	60,092.02

INTANGIBLE ASSETS

Sr. No.	Items of Asset	Gross Block at Cost or Book Value				Depreciation					Net Block	
		As on 01/04/2014	Additions during the year	Deductions during the year	As on 31/03/2015	As on 01/04/2014	Adjustment During The Year	For the year	Deductions during the year	As on 31/03/2015	As on 31/03/2015	As on 31/03/2014
01	Patent and Trademarks	2,803.09	57.65	—	2,860.74	1,143.64	—	215.71	—	1,359.35	1,501.39	1,659.45
02	Other Intangible Assets	4,215.25	266.30	—	4,481.55	3,218.92	—	316.54	—	3,535.46	946.09	996.33
	TOTAL	7,018.34	323.95	—	7,342.29	4,362.56	—	532.25	—	4,894.81	2,447.48	2,655.78
	Previous Year	6,986.63	31.71	—	7,018.34	3,411.47	—	951.09	—	4,362.56	2,655.78	3,575.16

NOTE - 12

Pursuant to the enactment of the Companies Act, 2013 (the 'Act'), the Company has provided depreciation in accordance with Schedule II to the Act. Accordingly, the carrying amount as at 1 April 2014 is being depreciated over the revised remaining useful life of the asset/s. Had the Company continued with the previously assessed useful lives, charge for depreciation for year ended 31 March 2015 would have been lower by ₹. 2,811.98 lacs on asset/s held at 1 April 2014 and additions during the year and the loss before tax would have been lower by such amount. Further, the carrying value of ₹. 408.05 lacs (net of deferred tax ₹. 195.98 lacs.) , in case of asset/s with nil revised remaining useful life as at 1 April 2014 is charged to the retained earnings at such date.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 13				
NON-CURRENT INVESTMENTS				
Unquoted Equity Instruments				
i) Investment in subsidiaries				
Bilcare Singapore Pte Ltd. 173.35 million (31 March 2014: 173.35 million) Equity Shares of SGD 1 each fully paid-up	52,972.30		52,972.30	
Bilcare Mauritius Limited 27,255 (31 March 2014: 27,255) Equity Shares of USD 1,000 each fully paid-up	15,238.11		15,238.11	
Bilcare International NIL (31 March 2014: 1) Equity shares of USD 1 each fully paid-up	—		70.63	
Bilcare Packaging Limited 50 (31 March 2014 : 50) Equity shares of USD 1,000 each fully paid-up	31.10		31.10	
		68,241.51		68,312.14
iii) Other non-current investments :				
Equity Shares:				
Cosmos Bank 1,000 (31 March 2014 : 1,000) shares of ₹. 100 each	1.00	1.00	1.00	1.00
TOTAL		68,242.51		68,313.14
NOTE - 14				
LONG-TERM LOANS AND ADVANCES				
Unsecured, considered good				
Security deposits		327.98		474.03
TOTAL		327.98		474.03
NOTE - 15				
OTHER NON-CURRENT ASSETS				
Deposits with government authorities		4,172.76		4,960.99
TOTAL		4,172.76		4,960.99

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 16				
INVENTORIES				
(valued at lower of cost and net realizable value)				
i) Raw material		12,441.91		9,990.08
ii) Work-in-progress		1,228.12		879.34
iii) Finished goods		346.21		384.59
iv) Stores & spares, consumables		134.68		144.96
TOTAL		<u>14,150.92</u>		<u>11,398.97</u>
NOTE - 17				
TRADE RECEIVABLES				
Secured, considered good				
i) Outstanding for more than six months from due date	0.05		1.70	
ii) Others	<u>106.57</u>		<u>160.35</u>	
		106.62		162.05
Unsecured, considered good				
i) Outstanding for more than six months from due date	4,934.86		1,399.58	
ii) Others	<u>5,111.81</u>		<u>8,915.50</u>	
		10,046.67		10,315.08
TOTAL		<u>10,153.29</u>		<u>10,477.13</u>
NOTE - 18				
CASH AND CASH EQUIVALENTS				
i) Cash on Hand		13.56		3.40
ii) Deposits with Bank				
On current account	638.22		764.08	
On term deposit account	<u>1,049.55</u>		<u>1,785.26</u>	
		1,687.77		2,549.34
TOTAL		<u>1,701.33</u>		<u>2,552.74</u>
a) Term deposits with bank include earmarked deposits ₹. 879.85 lacs (31 March 2014: ₹. 1,643.50 lacs) as margin money for letter of credits, guarantees etc.				
NOTE - 19				
SHORT-TERM LOANS AND ADVANCES				
Unsecured, considered good				
i) To others (Refer Note No. 41)		30,282.19		21,811.25
TOTAL		<u>30,282.19</u>		<u>21,811.25</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 20				
REVENUE FROM OPERATIONS				
i) Sales of goods		31,409.48		37,399.21
ii) Sale of services		1,723.96		2,735.99
TOTAL		<u>33,133.44</u>		<u>40,135.20</u>
NOTE - 21				
OTHER INCOME				
i) Interest received		164.37		207.93
ii) Dividend income		32.76		49.52
iii) Lease rental income		175.00		700.00
iv) Exchange differences, net income		47.83		(1,664.42)
v) Miscellaneous income from non-operating activities		6.91		19.09
TOTAL		<u>426.87</u>		<u>(687.88)</u>
NOTE - 22				
COST OF RAW MATERIALS CONSUMED				
Opening stock of raw material		9,990.08		11,676.99
Add: Purchases		26,835.44		24,722.19
Less: Closing stock of raw material		12,441.91		9,990.08
TOTAL		<u>24,383.61</u>		<u>26,409.10</u>
NOTE - 23				
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE				
Opening Stock in trade (at the commencement)				
Semi finished goods / work-in-progress	879.34		1,564.21	
Finished goods	<u>384.59</u>		<u>513.29</u>	
TOTAL		1,263.93		2,077.50
Closing Stock in trade (at the end)				
Semi finished goods / work-in-progress	1,228.12		879.34	
Finished goods	<u>346.21</u>		<u>384.59</u>	
TOTAL		1,574.33		1,263.93
(Increase) / Decrease		<u>(310.40)</u>		<u>813.57</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 24				
EMPLOYEE BENEFITS EXPENSE				
i) Salaries, wages, allowance and bonus		2,271.72		1,788.71
ii) Contribution to retirement benefits for employees		83.30		83.82
iii) Staff welfare expenses		61.27		56.63
TOTAL		<u>2,416.29</u>		<u>1,929.16</u>
NOTE - 25				
OTHER EXPENSES				
i) Consumables, Spares and Loose Tools Consumed		248.94		148.15
ii) Power and Fuel		1,087.36		1,125.55
iii) Repairs and Maintenance				
Plant and Machinery	60.79		103.50	
Buildings	17.44		22.07	
Others	48.19		78.25	
		126.42		203.82
iv) Rent / Lease of Premises		103.49		112.79
v) Rates and Taxes		5.08		5.47
vi) Insurance		97.14		100.41
vii) Selling Expenses		1,048.56		1,260.80
viii) Travelling, Conveyance and Vehicle Expenses		298.90		323.59
ix) Communication Expenses		54.91		56.47
x) Consultancy Charges		676.91		784.73
xi) Loss on Sale of Assets		0.51		0.67
xii) Donations		0.33		0.35
xiii) Office Expenses, Administrative and Other Miscellaneous Expenses		792.70		423.11
TOTAL		<u>4,541.25</u>		<u>4,545.91</u>
NOTE - 26				
FINANCE COSTS				
i) Interest Expenses		10,318.27		10,206.20
ii) Other Borrowing Costs		2,608.68		3,754.14
iii) Bank charges & commission/brokerage		257.09		743.48
TOTAL		<u>13,184.04</u>		<u>14,703.82</u>
NOTE - 27				
DEPRECIATION AND AMORTISATION EXPENSES				
i) Depreciation on Tangible assets (Refer Note No. 11 & 12)		10,019.84		5,829.53
ii) Amortisations of Intangible assets (Refer Note No. 11 & 12)		532.26		951.09
TOTAL		<u>10,552.10</u>		<u>6,780.62</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 28				
TAX EXPENSE				
Current Tax:				
Income Tax		—		—
Minimum Alternate Tax (MAT)	—	—	—	—
Less: MAT Credit Entitlement	—	—	—	—
Deferred Tax		(2,828.94)		(1,493.49)
Income Tax Earlier Year		—		1,628.46
		<u>(2,828.94)</u>		<u>134.97</u>

NOTE - 29

EARNINGS PER SHARE (EPS)

i) Net Profit as per Profit & Loss Account	(18,368.27)	(12,145.71)
ii) Weighted average number of equity shares for basic / diluted EPS	23,545,231	23,545,231
iii) Nominal value of equity per share (₹.)	10	10
iv) Basic / diluted Earning per share (₹.)	(78.01)	(51.58)

NOTE - 30

CONTINGENT LIABILITIES

i) Claims against the Company, not acknowledged as debts:		
Corporate guarantees given on behalf of subsidiaries	77,500.90	147,140.47
ii) Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances)	—	—
iii) Interest on Bank Loans (NPA Accounts) has been charged at 10% p.a. being average base rate of lending.	9,888.20	4,237.97

The contingent liability for unprovided Interest on account of difference between the Sanctioned Rate of Interest and the Base Rate, which is subject to negotiation with individual banks as a part of the Restructuring undertaken by the Company till 31 March 2015. Had the company provided this interest, loss would be higher by ₹. 5,650.23 Lacs. (31 March 2014 : ₹. 4,237.97 lacs)

- iv) The Commissioner of Income Tax (Central), Pune has filed a Writ Petition in the honourable High Court of Judicature at Mumbai against Income Tax Settlement Commission (ITSC) & the Company. The Writ Petition is filed challenging the order of the ITSC u/s 245D(4) passed on 14th October 2013 in favour of the Company allowing the Company's claim of certain expenditure. Thus, the Company may have a possible obligation based on the outcome of the Writ petition which is currently not possible to estimate.

NOTE - 31

AUDITOR'S REMUNERATION

i) As auditor:		
– Audit fee	10.00	11.24
– Tax audit fee	2.00	2.25
ii) In other capacity:		
– Taxation matters	2.00	8.99
– Other services	1.00	6.74
TOTAL	<u>15.00</u>	<u>29.22</u>
• Provided net of Service Tax in F.Y. 2014-15		

NOTE - 32

RESEARCH AND DEVELOPMENT EXPENDITURE

i) Capital	—	—
ii) Revenue	839.01	792.89
TOTAL	<u>839.01</u>	<u>792.89</u>

NOTE - 33

DUES TO MICRO AND SMALL ENTERPRISES

Trade payables include ₹. 38.31 lacs (31 March 2014 : ₹. 44.33 lacs) payable to Micro and Small enterprises under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). No amount is overdue for payment to such undertakings.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

NOTE - 34

DEFERRAL / CAPITALISATION OF EXCHANGE DIFFERENCES

The Ministry of Corporate Affairs (MCA) has issued the amendment dated 29 December 2011 to AS-11 The Effects of Changes in Foreign Exchange Rates, to allow companies deferral / capitalization of exchange differences arising on long term foreign currency monetary items. In accordance with the amendment, the Company has deferred the exchange loss arising on long term foreign currency loans amounting to ₹.NIL (31 March 2014 : ₹.NIL). As the Company does not have any other long term foreign currency monetary item, the same is reflected in the "Foreign Currency Monetary Items Translation Difference Account (FCMITDA)". During the year, the Company has written off ₹. NIL (31 March 2014: ₹. 823.10 lacs) from this account.

NOTE - 35

GRATUITY PLAN

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
i) Statement of Profit and Loss				
Net Employee benefit expense recognised in Employee Cost				
Current / Past Service Cost		42.25		36.48
Interest cost on benefit obligation		17.68		17.84
Expected return on plan assets		(15.34)		(15.53)
Net Actuarial (gain) / Loss		35.31		(49.77)
Net Benefit Expense		79.90		(10.98)
ii) Balance Sheet				
Benefit asset / (liability)				
Present value of defined benefit obligation		274.77		202.75
Fair value of plan assets		180.99		173.16
Plan asset / (liability)		(93.78)		(29.59)
Changes in the present value of the defined benefit obligation				
Opening Defined Benefit obligation		202.75		243.28
Current Service Cost		42.25		36.48
Interest Cost		17.68		17.84
Benefits Paid		(21.20)		(46.02)
Actuarial (gains) / losses on obligation		33.30		(48.84)
Closing defined benefit obligation		274.78		202.74
Changes in the fair value of plan assets				
Opening fair value of plan assets		173.16		182.75
Expected return		15.34		15.53
Contribution by employer		15.71		19.96
Benefits paid		(21.20)		(46.02)
Actuarial gains / (losses)		(2.01)		0.93
Closing fair value of plan assets		181.00		173.15

iii) Principal assumptions used in determining gratuity and leave encashment obligations for the Company's plans are as below:

	Gratuity	Leave encashment	Gratuity	Leave encashment
Discount rate	7.80%	7.80%	9.20%	9.20%
Expected rate of return	9.00%	—	9.15%	—
Salary escalation rate	10.00%	10.00%	10.00%	10.00%

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

NOTE - 36

FOREIGN CURRENCY EXPOSURES

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the time of the transaction and monetary items denominated in foreign currencies at the year-end not covered by forward exchange contracts are translated at year end rates and those covered by forward exchange contracts are translated at the rate of forward exchange contract.

Details of un-hedged foreign currency exposures at the reporting date: (Refer Note No. 41)

Sr. No.	Particulars	Currency	As on 31 March, 2015		As on 31 March, 2014	
			Foreign Currency	₹. Lacs	Foreign Currency	₹. Lacs
i)	Bank Balances	USD	0.69	43.17	4.34	260.91
		EURO	4.94	331.04	1.37	113.39
ii)	Trade Payables	EURO	(0.08)	(5.57)	10.78	891.73
		USD	74.29	4,630.80	36.74	2,206.30
		GBP	0.02	1.68	0.21	21.49
iii)	Trade Receivables	EURO	0.16	10.61	3.48	288.22
		USD	25.11	1,565.30	23.64	1,419.87
		GBP	0.47	43.56	0.27	26.88
iv)	Short Term Loans & Advances	EURO	(3.93)	(263.26)	(29.33)	(2,426.85)
		USD	(180.51)	(11,252.14)	(275.22)	(16,529.28)
		GBP	1.50	139.19	1.38	138.51
		SGD	7.65	347.76	3.44	163.98
v)	Other Current Liabilities	EURO	(7.53)	(504.48)	(14.40)	(1,191.56)
		USD	513.90	32,034.02	11.86	712.08
		GBP	—	0.10	—	0.11
		SGD	0.03	1.39	0.03	1.46
vi)	Other Long-Term Liabilities	EURO	143.77	9,627.79	—	—
vii)	Foreign Currency Loans	USD	—	—	—	—
	Conversion rates (INR to foreign currency)	EURO		66.97		82.73
		USD		62.34		60.06
		GBP		92.55		100.14
		SGD		45.43		47.73

NOTE - 37

LEASE DETAILS

The Company has entered into commercial leases on property and items of machinery. These leases have an average life of between three and ten years and there are no restrictions placed upon the Company by entering into these leases.

i)	As lessee		
	Within one year	102.26	209.43
	After one year but not more than five years	446.13	162.83
	More than five years	477.91	157.92
ii)	Lease Rental Income		
	Within one year	—	700.00
	After one year but not more than five years	—	2,800.00
	More than five years	—	1,692.50

- Lease Rental income from Bilcare Singapore Pte. Ltd. is not considered w.e.f. 1 July 2014.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015 ₹. Lacs	As on 31 March 2014 ₹. Lacs
NOTE - 38		
EXPENDITURE IN FOREIGN CURRENCY (actual payment basis)		
i) Value of imports on CIF basis		
Raw materials	13,826.95	11,870.48
ii) Other expenses		
Traveling Expenses	34.75	127.93
Interest	—	328.34
Other	402.18	847.63
NOTE - 39		
EARNINGS IN FOREIGN CURRENCY (actual receipt basis)		
i) Export of Goods	5,396.77	8,760.10
ii) Others-Interest	2.10	—
NOTE - 40		

SEGMENT INFORMATION

The Company is engaged in pharma packaging research solutions which is considered the only reporting business segment for disclosure in the financial statements by the management in the light of the dominant source and nature of risks and returns, location of its production facilities and assets of the group and relied upon by the auditors as per accounting standard AS-17.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

NOTE - 41

RELATED PARTY DISCLOSURES

Disclosure as required by Accounting Standard (AS) - 18 "Related party disclosures" are given below:

i) Names of related parties and related party relationship

Related parties where control exists

Ultimate holding Company

Holding Company – wholly owned subsidiary

Subsidiaries

Bilcare Limited

Bilcare Singapore Pte. Ltd.

Bilcare GmbH

Bilcare Inc

Bilcare Farmaceutica Embalagem E Pesquisas Ltda

Bilcare Switzerland SA

Bilcare Technologies Singapore Pte. Ltd.

Bilcare Technologies Italia Srl.

Bilcare Mauritius Ltd.

Bilcare Research Holding AG

Bilcare Research AG

Bilcare Germany Management GmbH

Bilcare Research Singapore Pte.Ltd.

Bilcare Germany GmbH & Co KG *

Films Germany Holding GmbH

Bilcare Agency GmbH

Bilcare Research SRL

Bilcare Research Inc

Bilcare Research GmbH

Caprihans India Limited

Bilcare International (for part of the F.Y.)

Bilcare Packaging Ltd.

Holding Company – wholly owned subsidiary

Subsidiaries

Wholly owned subsidiary

Wholly owned subsidiary

*Merged with Bilcare Germany Management GMBH

Key management personnel

Mr. Mohan H. Bhandari (Chairman & Managing Director)

Dr. Praful R. Naik (Executive Director)*

Mr. Anil Tikekar (Company Secretary & CFO)

*Employed for part of the year

Relative of Key management personnel

Ankita Kariya

Nutan Bhandari



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Balances as at 31 March 2015:
(Amount in ₹. Lacs)

Related Party	Other Current Liabilities	Short Term Provisions	Unsecured Loans	Other Long-Term Liabilities	Trade Payables	Short Term Loans & Advances	Fixed Assets*	Investment	Corporate Guarantees Given
Bilcare GMBH	-	-	-	-	-	187.35	-	-	-
	-	-	-	-	-	263.30	-	-	-
Bilcare Inc	-	-	-	-	-	209.89	-	-	-
	-	-	-	-	-	233.85	-	-	-
Bilcare International	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	(2,258.59)	-	70.63	-
Bilcare Research AG	(0.80)	-	-	(9,905.00)	-	(2,770.37)	-	-	-
	(0.80)	-	-	-	-	(2,766.36)	-	-	72,469.55
Bilcare Research GMBH	(75.96)	-	-	-	-	1.94	-	-	-
	(78.27)	-	-	-	-	-	-	-	-
Bilcare Research Inc	-	-	-	-	-	957.02	-	-	-
	-	-	-	-	-	629.87	-	-	-
Bilcare Singapore Pte. Ltd.	2,492.46	-	-	-	-	(6,607.42)	-	52,972.30	8,911.28
	2,624.94	-	-	-	-	(12,432.81)	-	52,972.30	14,591.80
Bilcare Mauritius Ltd.	-	-	-	-	(517.42)	-	-	15,238.11	-
	-	-	-	-	79.93	-	-	15,238.11	-
Bilcare Packaging Ltd.	(29,935.97)	-	-	-	-	-	-	31.10	30,564.96
	(22,852.09)	-	-	-	-	-	-	31.10	23,442.95
Bilcare Technologies Singapore Pte. Limited	-	-	-	-	-	393.98	-	-	-
	-	-	-	-	-	133.30	-	-	-
Caprihans India Limited	-	-	(400.00)	-	(173.41)	-	-	-	-
	-	-	(500.00)	-	(190.69)	-	-	-	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Balances as at 31 March 2015:
(Amount in ₹. Lacs)

Related Party	Other Current Liabilities	Short Term Provisions	Unsecured Loans	Other Long-Term Liabilities	Trade Payables	Short Term Loans & Advances	Fixed Assets*	Investment	Corporate Guarantees Given
Key Management Personnel									
Mohan H. Bhandari	-	(4.01)	-	-	-	(222.00)	6,951.29	-	-
	-	(10.10)	-	-	-	-	6,675.29	-	-
Praful Naik	-	-	-	-	-	(3.43)	-	-	-
	-	-	-	-	-	(22.53)	-	-	-
Anil Tikekar	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
Relative of Key Management Personnel									
Ankita J. Kariya	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
Nutan M. Bhandari	-	-	-	-	-	-	2,358.38	-	-
	-	-	-	-	-	-	2,358.38	-	-
Total	(27,520.27)	(4.01)	(400.00)	(9,905.00)	(690.83)	(7,853.04)	9,309.67	68,241.51	39,476.24
	(20,306.22)	(10.10)	(500.00)	-	(110.76)	(16,219.97)	9,033.67	68,312.14	110,504.30

Note:
Figures in bold & Italic represent Previous Year's amounts.

* includes Capital WIP

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Transactions during the year with related parties:

(Amount in ₹. Lacs)

Related Party	Short Term Loans & Advances	Other Current Liabilities	Other Long-Term Liabilities	Short Term Provisions	Unsecured Loans	Sale of Goods	Purchase of Goods	Purchase of Land	Investment Purchased / (Sold)	Remuneration Paid	Lease Rent - Expense / (Income)	Interest - Expense / (Income)	Others - Expense / (Income) - Reimbursement
Bilcare GMBH	(75.95) 41.56	-	-	-	-	-	-	-	-	-	-	-	-
Bilcare Inc	(23.96) (13.38)	-	-	-	-	-	-	-	-	-	-	-	-
Bilcare International	-	-	-	-	-	-	-	-	(70.63)	-	-	-	-
Bilcare Research AG	(4.01) (675.67)	-	(9,905.00)	-	-	11.11 (61.60)	-	-	-	-	-	-	-
Bilcare Research GMBH	1.94	2.31 (45.30)	-	-	-	1.94	42.84	-	-	-	-	-	-
Bilcare Research Inc	327.15 109.30	-	-	-	-	1,126.13 656.24	0.46	-	-	-	-	-	13.76
Bilcare Singapore Pte. Ltd.	5,825.39 (2,378.84)	(132.47) 1,998.49	-	-	-	487.86 353.73	9.04	-	-	-	175.00 700.00	-	-
Bilcare Mauritius Ltd.	-	-	-	-	-	-	517.42	-	2,609.55	-	-	-	-
Bilcare Packaging Ltd.	-	(7,083.88) (22,852.09)	-	-	-	-	-	-	-	-	-	-	-
Bilcare Technologies Singapore Pte. Limited	260.68 112.60	-	-	-	-	-	29.79 25.10	-	-	-	-	-	-
Caprihans India Limited	-	-	-	-	100.00	-	0.35	-	-	-	-	65.55 70.35	(14.35) (11.70)
International Labs, LLC	-	-	-	-	-	-	-	-	(3,757.25)	-	-	-	-
Bilcare Research SRL	-	-	-	-	-	-	-	-	(3.47)	-	-	-	-
Bilcare Fucine SRL	-	-	-	-	-	-	-	-	(3.47)	-	-	-	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Transactions during the year with related parties:
(Amount in ₹. Lacs)

Related Party	Short Term Loans & Advances	Other Current Liabilities	Other Long-Term Liabilities	Short Term Provisions	Unsecured Loans	Sale of Goods	Purchase of Goods	Purchase of Land	Investment Purchased / (Sold)	Remuneration Paid	Lease Rent - Expense / (Income)	Interest - Expense / (Income)	Others - Expense / (Income) - Reimbursement
Key Management Personnel													
Mohan H. Bhandari	(222.00)	-	-	6.09			-	276.00	-	-	-	-	-
Praful Naik	19.11 (7.00)	-	-	92.12			-	206.59	-	-	-	-	-
Anil Tikekar	-	-	-	-			-	-	-	23.83 22.28	-	-	-
Relative of Key Management Personnel	-	-	-	-			-	-	-	11.28 1.81	-	-	-
Ankita J. Kariya	-	-	-	-			-	-	-	-	-	-	-
Total	6,108.35 (2,811.43)	(7,214.04) (20,899.70)	(9,905.00) -	6.09 92.12	100.00 -	1,627.04 978.46	547.56 1,416.36	276.00 206.59	(70.63) (1,154.64)	35.11 24.09	175.00 700.00	65.55 70.35	(0.59) (11.70)

Note:

Figures in bold & Italic represent Previous Year's amounts.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

NOTE - 42

EXCEPTIONAL ITEMS

During the year the company has parted with its Wholly owned subsidiary - Bilcare International. The profit on sale of this investment amounting to ₹. 9.37 lacs has been recognized as an exceptional item in the Profit & Loss Account. (In the previous year, the company had parted with its Joint Venture in USA. The Profit on Sale of this Business amounting to ₹.3,748.75 lacs has been recognized as an exceptional item in the Profit & Loss Account).

NOTE - 43

PREVIOUS YEAR FIGURES

Figures for the previous year have been regrouped / reclassified wherever necessary to conform with the current year's classification.

NOTE - 44

The financial statements are presented in ₹. Lacs and decimal thereof except for per share information or as otherwise stated.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

ANNEXURE A TO NOTES TO FINANCIAL STATEMENTS

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 5				
LONG TERM BORROWINGS				
i) Secured Loans				
Term Loan from Banks :				
– State Bank of India	14,021.85		21,136.99	
Loan of ₹. 15,000 lacs : (Payable from 30.04.2011 in 57 monthly installments, rate of interest 14.70% p.a.)				
(Default in payment from September 2012 till date, ₹. 10,150.00 lacs)				
Loan of ₹. 9,200 lacs : (Payable from 30.11.2011 in 11 monthly installments, rate of interest 13.95% p.a.)				
Repaid in F.Y. 2014-15				
– S E Investments Ltd.	–		46.67	
(Payable from 30.06.2012 in 24 equal monthly installments, rate of interest 10.75% p.a.)				
– SREI Equipment Finance Pvt. Ltd.	439.16		592.79	
(Payable from 22.10.2012 in 54 equal monthly installments, rate of interest 14.25% p.a.)				
(Default in payment from February 2015 till date, ₹. 26.10 lacs)				
– Punjab National Bank	5,664.86		5,664.86	
(Payable from 31.03.2013 in 9 quarterly installments, rate of interest 14.50% p.a.)				
(Default in payment from March 2013 till date, ₹. 5,664.86 lacs)				
– State Bank of Hyderabad	5,000.30		5,000.29	
(Payable from 31.10.2013 in 12 quarterly installments, rate of interest 13.20% p.a.)				
(Default in payment from October 2013 till date, ₹. 2,500 lacs)				
– Central Bank of India	4,635.62		4,635.40	
(Payable from 31.07.2012 in 6 monthly installments, rate of interest 15% p.a.)				
(Default in payment from August 2012 till date, ₹. 4,347.00 lacs)				
– Axis Bank	5,448.20		5,448.20	
(Payable from 31.03.2013 in 12 quarterly installments, rate of interest 13.50% p.a.)				
(Default in payment from June 2013 till date, ₹. 3,333.33 lacs)				
– IDBI Bank	–		86.96	
(Payable from 01.01.2013 in 10 monthly installments, rate of interest 15% p.a.)				
– United Bank of India	4,842.41		4,975.41	
(Payable from 31.12.2012 in 12 quarterly installments, rate of interest 13% p.a.)				
(Default in payment from December 2012 till date, ₹. 4,008.67 lacs)				
– The Karnataka Bank Ltd.	5,666.86		5,666.71	
(Payable from 01.01.2013 in 12 quarterly installments, rate of interest 13% p.a.)				
(Default in payment from January 2013 till date, ₹. 3,750.03 lacs)				

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

ANNEXURE A TO NOTES TO FINANCIAL STATEMENTS

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
i) Secured Loans (Contd..)				
Term Loan from Banks (Contd..) :				
– Canara Bank (Payable from 30.01.2013 in 10 monthly installments, rate of interest 12.95% p.a.) (Default in payment from January 2013 till date, ₹. 4,412.00 lacs)	6,030.90		5,141.07	
– Andhra Bank (Payable from 30.09.2013 in 3 quarterly installments, rate of interest 14.25% p.a.) (Default in payment from September 2013 till date, ₹. 5,000.00 lacs)	7,058.88		6,006.85	
– Federal Bank (Payable from 30.06.2015 in 20 quarterly installments, rate of interest 11% p.a.)	5,047.15		5,047.14	
– Federal Bank – FITL (Funded Interest Term Loan) (Payable from 30.06.2015 in 20 quarterly installments, rate of interest 11% p.a.)	1,073.55		504.66	
– Bank of Baroda (Payable from 30.04.2013 in 72 monthly installments, rate of interest 12.75% p.a.) (Default in payment from July 2013 till date, ₹. 2,682.55 lacs)	15,571.55		15,571.55	
– Dhanlaxmi Bank (Payable from 25.09.2013 in single installment, rate of interest 18% p.a.) (Default in payment from September 2013 till date, ₹. 5,024.65 lacs)	5,024.65		5,608.04	
– State Bank of Bikaner & Jaipur (Payable from 30.06.2013 in 6 quarterly installments, rate of interest 13.40% p.a.) (Default in payment from June 2013 till date, ₹. 2,469.73 lacs)	2,469.72		2,469.73	
– Barclays Bank (Payable from 31.08.2012 in single installment, rate of interest 13.75% p.a.)	-		290.04	
		87,995.66		93,893.36
ii) Unsecured Loans				
Deferred Sales Tax Loan (Interest Free)	1,070.78		1,088.20	
Term Loan from Banks:				
– Corporation Bank (Payable from 31.01.2013 in 3 installments, rate of interest 13.25% p.a.) (Default in payment from January 2013 till date, ₹. 5,000.00 lacs)	5,000.00		5,000.00	
Others:				
– CSIR Loan (Payable from 01.10.2014 in 10 yearly installments, rate of simple interest 3% p.a.) Default in payment from October 2014 till date, ₹ 52.70 lacs	856.81		893.46	
		6,927.59		6,981.66
		<u>94,923.25</u>		<u>100,875.02</u>

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I REGISTRATION DETAILS

Registration No. State Code

Balance Sheet Date

II CAPITAL RAISED DURING THE YEAR (AMOUNT IN ₹. LACS)

Public Issue Right Issue

Bonus Issue Private Placement

III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN ₹. LACS)

Total Liabilities Total Assets

EQUITY AND LIABILITIES

Shareholders' Funds Non current liabilities

Current Liabilities

ASSETS

Non Current Assets Current Assets

IV PERFORMANCE OF COMPANY (AMOUNT IN ₹. LACS)

Income Expenditure

EBIDTA

Profit / (Loss) before Tax Profit / (Loss) after Tax

Earning Per Share in ₹. Dividend rate %

V GENERIC NAMES OF THREE PRINCIPAL/PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS)

Item Code No (ITC Code)

Product Description

For and on behalf of Board of Directors

Mohan H. Bhandari
Chairman & Managing Director

Avinash Joshi
Director

Place : Pune
Date : 29 May 2015

Anil Tikekar
Company Secretary & CFO

Statement Containing Salient Features Of Financial Statements Of Subsidiary/ Associates/Joint Ventures As Per Companies Act,2013
(Pursuant To First Proviso To Sub-Section (3) Of Section 129 Of The Companies Act,2013, Read With Rule 5 Of Companies (Accounts) Rules, 2014 - AOC-1)
Part "A": Subsidiaries

Sr. No.	Name of the Subsidiary	Reporting Currency	Country	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Details of Investments	Turnover including Other Income	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	% of Shareholding
1.	Bilcare Singapore Pte Ltd.*	SGD	Singapore	79,431.61	9,631.92	116,858.97	116,858.97	29,990.65	5,815.47	(4,458.04)	-	(4,458.04)	-	100%
2.	Bilcare GmbH*	Euro	Germany	16.74	(108.86)	244.09	244.09	-	-	(265.97)	-	(265.97)	-	100%
3.	Bilcare Inc.*	USD	USA	5,284.11	6,420.36	11,842.10	11,842.10	-	-	(8.16)	-	(8.16)	-	100%
4.	Bilcare Farmaceutica Embalagem E Pesquisas Ltda*	BRL	Brazil	102.52	(102.52)	-	-	-	-	-	-	-	-	100%
5.	Bilcare Technologies Singapore Pte. Ltd.*	SGD	Singapore	5,769.11	(5,824.75)	5,620.02	5,620.02	-	29.35	(1,742.05)	-	(1,742.05)	-	80%
6.	Bilcare Technologies Italia Srl.*	Euro	Italy	13.39	(49.36)	4.47	4.47	-	-	-	-	-	-	92.5%
7.	Bilcare Switzerland SA *#	CHF	Switzerland	64.15	(35.14)	29.30	29.30	-	0.01	(3.61)	0.06	(3.67)	-	100%
8.	Bilcare Mauritius Ltd.*	USD	Mauritius	17,059.12	13,210.22	36,802.82	36,802.82	30,426.49	14,101.99	13,255.96	-	13,255.96	-	100%
9.	Bilcare Research AG	Euro	Switzerland	10,239.26	16,328.62	119,548.83	119,548.83	11,337.67	31,340.88	13,945.11	256.59	13,688.53	-	100%
10.	Bilcare Germany Management GmbH	Euro	Germany	16.88	(4,779.64)	63,241.03	63,241.03	62,053.50	6,025.46	869.95	(675.09)	1,545.04	-	100%
11.	Films Germany Holding GmbH *	Euro	Germany	16.88	1,841.53	1,863.81	1,863.81	1,822.78	17.89	7.11	(2.19)	9.30	-	100%
12.	Bilcare Agency GmbH*	CHF	Switzerland	12.83	(5.77)	19.54	19.54	-	0.10	(4.31)	-	(4.31)	-	100%
13.	Bilcare Research Srl	Euro	Italy	337.55	4,706.78	14,068.14	14,068.14	0.00	29,205.27	1,865.86	1,080.98	784.87	-	100%
14.	Bilcare Research Inc	USD	USA	31.30	9,730.70	20,270.78	20,270.78	-	30,381.68	(3,705.74)	-	(3,705.74)	-	100%
15.	Bilcare Research GmbH	Euro	Germany	6,161.77	53,473.77	90,903.84	90,903.84	7,656.44	151,227.64	7,803.31	195.25	7,608.06	-	100%
16.	Caprihans India Limited	INR	India	1,313.40	10,230.26	15,082.08	15,082.08	-	25,583.06	1,087.24	382.00	705.24	-	51%
17.	Bilcare Research Holding AG*	Euro	Switzerland	7,166.43	16,530.81	28,422.31	28,422.31	25,821.11	37.80	(255.35)	-	(255.35)	-	100%
18.	Bilcare International (for part of the year)*	USD	Mauritius	-	-	-	-	-	-	270.04	-	270.04	-	100%
19.	Bilcare Pacakging Limited*	USD	Mauritius	31.30	(1,707.00)	31,039.78	31,039.78	-	-	(1,493.56)	-	(1,493.56)	-	100%

NOTES:

- 1 # Company having 31 December as a reporting date.
- 2 * Financial information is based on Unaudited results.
- 3 Name of Subsidiary which is yet to commence operations -
- Bilcare Research Singapore Pte. Ltd.
- 4 Name of Subsidiary which has been sold during the year -
- Bilcare International
- 5 Name of Subsidiary which has been merged during the year -
- Bilcare Germany GmbH & Co KG (merged with Bilcare Germany Management GMBH)
- 6 Exchange rate used in case of foreign subsidiaries are given below:

Currency	SGD	EURO	BRL	USD	CHF
Closing Rate	45.4326	66.9663	19.5920	62.3355	64.1549
Average rate	47.4213	76.9037	24.7777	61.3261	65.6858

Part "B": Associates and Joint Ventures - None

CONSOLIDATED FINANCIAL STATEMENTS



AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To
The Members of
Bilcare Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Bilcare Limited** (the "Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as on 31 March 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of other auditors, on the financial statements / consolidated financial statements of the subsidiaries and associates and unaudited financial statements of subsidiaries and associates as approved by the Company's Directors as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as on 31 March 2015;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the loss of the Group for the year ended on that date and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

We did not audit the financial statements / consolidated financial statements of certain overseas subsidiaries whose financial statements / consolidated financial statements reflect total assets (net) of ₹. 117,000.48 lacs as on 31 March 2015, total revenues (net) of ₹. 257,357.40 lacs and net cash inflows amounting to ₹. 7,683.23 lacs for the year ended on that date. These financial statements / consolidated financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

We have relied on the unaudited financial statements/ consolidated financial statements of certain overseas subsidiaries, whose financial statements reflect total assets (net) of ₹. 156,848.35 lacs as on 31 March 2015, total revenues (net) of ₹. 7,400.29 lacs and net cash inflows amounting to ₹. 248.15 lacs for the year ended on that date. The above figures include total assets (net) of ₹. 99,996.53 lacs as on 31 March 2015, total revenues (net) of ₹. 6,682.38 lacs and net cash inflows amounting to ₹. 193.42 lacs pertaining to Bilcare Singapore Pte. Ltd. which is under Judicial Management and its subsidiaries. These unaudited financial statements as approved by the respective Board of Directors of these companies (except for Bilcare Singapore Pte. Ltd.) and certified under Indian GAAP by a firm of Chartered Accountants in India in respect of majority of the revenues/assets have been furnished to us by the management and our report in so far as it relates to the amounts included in respect of such subsidiaries is based solely on such approved unaudited financial statements / consolidated financial statements.

Our opinion is not qualified in respect of other matters.

For R. L. RATHI & CO.

Firm Registration No. 108719W

Chartered Accountants

R. L. RATHI

Proprietor

Membership No. 14739

Place: Pune

Date: 29 May 2015

CONSOLIDATED BALANCE SHEET AS ON 31 MARCH 2015

	Notes	As on 31 March 2015 ₹. Lacs	As on 31 March 2014 ₹. Lacs
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUND			
Share capital	2	2,354.52	2,354.52
Reserves & surplus	3	107,241.16	130,028.06
		109,595.68	132,382.58
SHARE APPLICATION MONEY PENDING ALLOTMENT			
		—	—
MINORITY INTEREST			
		4,940.62	5,259.96
NON-CURRENT LIABILITIES			
Deferred tax liabilities (net)	4	4,639.90	8,243.74
Long-term borrowings	5	206,315.71	188,165.41
Other long-term liabilities	6	307.68	4,500.38
Long-term provisions	7	11,794.99	11,698.12
		223,058.28	212,607.65
CURRENT LIABILITIES			
Trade payables		26,012.78	24,044.79
Short-term borrowings	8	24,820.18	26,418.09
Other current liabilities	9	27,751.01	21,929.68
Short-term provisions	10	17,003.33	14,192.91
		95,587.30	86,585.47
TOTAL		433,181.88	436,835.66
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
Tangible assets	11	168,582.71	178,458.07
Intangible assets	12	8,231.01	10,078.81
Goodwill on consolidation		15,764.50	24,106.68
Capital work-in-progress		21,840.83	26,232.19
		214,419.05	238,875.75
Non-current investments	13	17.82	14.75
Long-term loans and advances	14	441.38	574.41
Other non-current assets	15	5,365.40	4,960.99
		220,243.65	244,425.90
CURRENT ASSETS			
Inventories	16	41,181.08	47,166.05
Trade receivables	17	93,662.78	87,907.46
Cash and cash equivalents	18	15,627.13	10,602.22
Short-term loans and advances	19	56,778.64	40,074.18
Other current assets	20	5,688.60	6,659.85
		212,938.23	192,409.76
TOTAL		433,181.88	436,835.66
Summary of Significant Accounting Policies	1		

The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For and on behalf of Board of Directors

R. L. Rath & Co.

Firm Registration No.108719W

Chartered Accountants

R. L. Rath

Proprietor

Membership No.14739

Place : Pune

Date : 29 May 2015

Mohan H. Bhandari

Chairman & Managing Director

Avinash Joshi

Director

Anil Tikekar

Company Secretary & CFO

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2015

	Notes	Year ended 31 March 2015 ₹. Lacs	Year ended 31 March 2014 ₹. Lacs
INCOME			
Revenue from operations	21	269,230.26	306,197.53
Other income	22	4,558.09	1,367.75
Total revenue (i)		273,788.35	307,565.28
EXPENDITURE			
Cost of materials consumed	23	138,321.22	169,715.92
Changes in inventories of finished goods, Work-in-Progress and stock in trade	24	5,104.71	(2,991.03)
Employee benefits expense	25	54,765.33	56,291.01
Other expenses	26	52,480.90	58,855.85
Total expenses (ii)		250,672.16	281,871.75
Profit before interest, depreciation and tax (EBIDTA) (i - ii)		23,116.19	25,693.53
Finance Costs	27	23,574.42	21,724.38
Depreciation and amortisation expense	28	19,110.92	14,101.01
Profit / (Loss) before tax		(19,569.15)	(10,131.86)
Tax expense	29	(1,591.34)	2,295.53
Profit / (Loss) from continuing operations		(17,977.81)	(12,427.39)
Prior period expenses		–	24.63
Exceptional Items		(9.37)	(1,044.08)
Extraordinary Items		3,638.97	–
Minority interest		(2.84)	(74.15)
Profit / (Loss) after tax carried to Balance Sheet		(21,604.57)	(11,333.79)
Earnings Per Share of ₹. 10/- each : (computed on the basis of continuing operation)	30		
Basic (₹.)		(91.76)	(48.14)
Diluted (₹.)		(91.76)	(48.14)
Summary of Significant Accounting Policies	1		

The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For and on behalf of Board of Directors

R. L. Rathi & Co.

Firm Registration No.108719W

Chartered Accountants

R. L. Rathi

Proprietor

Membership No.14739

Place : Pune

Date : 29 May 2015

Mohan H. Bhandari

Chairman & Managing Director

Anil Tikekar

Company Secretary & CFO

Avinash Joshi

Director

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2015

	Year ended 31 March 2015 ₹. Lacs	Year ended 31 March 2014 ₹. Lacs
A Cash flow from Operating Activities		
Profit after tax	(21,604.55)	(11,333.79)
Adjustments for:		
Depreciation (including Exchange Fluctuation)	321.57	32,291.33
Interest / Dividend (Net)	22,604.27	21,299.30
(Profit) / Loss on sale of fixed assets	22.51	0.67
(Profit) / Loss on sale of investment	(20.94)	(1,812.37)
Foreign Currency Monetary Items Translation Difference Account	—	823.10
Exchange Difference (Foreign Currency Translation Reserves)	(596.71)	10,070.46
Operating Profit before Working Capital Changes	726.15	51,338.70
Deferred Tax Liability	(3,603.84)	(6,761.86)
Adjustments for:		
Trade & other receivables	(21,759.89)	11,265.65
Inventories	5,984.96	(1,936.50)
Trade & other Payables	4,086.50	(12,981.00)
Cash generated from operations	(14,566.12)	40,924.99
Interest Paid	(16,974.82)	(11,609.09)
Direct Taxes paid	10.50	2,093.80
Net cash from operating activities	(31,530.44)	31,409.70
B Cash flow from Investing Activities		
Purchase of fixed assets	24,027.60	(47,176.46)
Sale of fixed assets	85.00	9,888.92
Investments (net inflow from sale of investment)	(407.16)	1,806.73
Interest received	817.88	375.56
Dividend received	152.28	49.52
Net cash used in investing activities	24,675.60	(35,055.73)
C Cash flow from Financing Activities		
Proceeds from issue of Share Capital	—	—
Adjustment of Exchange Fluctuation in Share Premium	(160.60)	276.25
Increase in Share Application Money	—	—
Increase in Minority Interest	(319.34)	(94.01)
Proceeds from Long Term Borrowings*	66,589.25	28,568.23
Repayment of Long Term Borrowings	(54,229.56)	(23,941.75)
Dividend Paid Including Tax	—	—
Net cash from financing activities	11,879.75	4,808.72
Net increase in cash & cash equivalents (A+B+C)	5,024.91	1,162.69
Opening balance of cash & cash equivalents	10,602.22	9,439.53
Closing balance of cash & cash equivalents	15,627.13	10,602.22

*Reduction in loan of Bilcare International amounting to ₹. 4,215.46 lacs, is on account of sale of Bilcare international (Wholly Owned Subsidiary) is not considered in Cash Flow Statement as Repayment of Loan. The adjustment of this amount has been made under the head "Proceeds from Long Term Borrowings".

As per our report of even date

R. L. Rathi & Co.

Firm Registration No.108719W

Chartered Accountants

R. L. Rathi

Proprietor

Membership No.14739

Place : Pune

Date : 29 May 2015

For and on behalf of Board of Directors

Mohan H. Bhandari

Chairman & Managing Director

Avinash Joshi

Director

Anil Tikekar

Company Secretary & CFO

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE - 1

SIGNIFICANT ACCOUNTING POLICIES

i) Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

ii) Principles of consolidation

The consolidated financial statements for the year ended 31 March 2015 of the company and its subsidiaries (the "Group") are prepared in accordance with generally accepted accounting principles in India, and the Accounting Standard 21 (AS-21) on 'Consolidation of Financial Statements', notified by Companies (Accounting Standards) Rules, 2006 (as amended) ("Accounting Standards") to the extent possible in the same format as that adopted by the company for its separate financial statements.

The financial statements of the company and its subsidiary companies have been combined on line by line basis by adding together the book value of line items of assets and liabilities, income and expenditure after eliminating intra group balances and intra group transactions except where cost cannot be recovered. Any excess of the cost to the company of its investment in a subsidiary and the company's portion of equity of subsidiary at the date, at which investment in the subsidiary is made, is described as goodwill and recognized separately as an asset in the consolidated financial statements.

iii) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

iv) Fixed assets

a. Tangible fixed assets: Tangible fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price net of discounts and rebates, borrowing costs and directly attributable costs of bringing the asset to its working condition for the intended use. The company adjusts exchange differences arising on translation / settlement of long term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset. Trial run income and expenses are directly capitalized to the respective assets.

b. Research and development costs: Research costs are expensed as incurred. Development expenditure incurred resulting into enduring benefits are capitalized.

c. Depreciation on tangible fixed assets: Depreciation is calculated on a straight line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed in Schedule II to the Companies Act, 2013, whichever is higher. In respects of assets added / disposed off during the year, depreciation has been calculated on pro-rata basis with reference to the number of days in use.

d. Intangible assets: Intangible assets acquired are measured on initial recognition at cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized over their estimated economic life.

v) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. On initial recognition, all investments are measured at cost.

vi) Impairment of assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units' (CGU) net selling price and its value in use. Where the carrying amount of an asset or the CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognized in the statement of profit and loss, except for previously revalued tangible fixed assets, where the revaluation was taken into revaluation reserve. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date whether there is any indication that previously recognized impairment losses may no longer exists or may have decreased. If such indication exists, the company estimates the asset's or CGU's recoverable amount.

vii) Inventories

Raw Materials, components, stores and spares, work-in-progress and finished goods are valued at lower of cost and net realizable value and is determined on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale.



viii) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sale of goods: Revenue from sale of goods is recognized based on billed and dispatch of goods to the customer. Sales are net of discounts, sales tax, excise duty and sales returns.

Income from services: Revenues from services are recognized pro-rata over the period as and when services are rendered net of taxes.

Interest: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Dividend: Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

Translation of integral and non-integral foreign operations: The Group classifies all its foreign operations either as "integral foreign operations" or "non-integral foreign operations". The financial statements of the integral foreign operations are translated as if the transactions of the foreign operations have been those of the group itself. The assets and liabilities of the non-integral operations are translated into the reporting currency at the exchange rate prevailing at the reporting date. Their statement of profit and loss is translated at exchange rates prevailing at the date of transactions. The exchange differences arising on translation are accumulated in the foreign currency translation reserve.

ix) Duties and taxes

Sales tax: The Company opted for the Sales Tax Incentives by way of deferral under Government of Maharashtra Package Scheme of Incentive 1993. The period for deferment of tax liability is 10 years and payable thereafter in five equal annual installments.

Excise duty: Excise duty is accounted for on sale of goods. No provision is made for goods manufactured and lying in factory premises.

x) Retirement and other employee benefits

Provident fund: Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than contribution payable to the provident fund.

Gratuity: The costs of providing gratuity are determined on the basis of actuarial valuation at each year end and actuarial gains / losses are recognized in full in the period in which they occur in the statement of profit and loss. Separate actuarial valuation is carried out for each plan using the projected unit credit method.

Accumulated leave: The Company presents the entire accumulated leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

xi) Borrowing costs

Borrowing cost includes interest, amortization of ancillary cost incurred in connection with the arrangement of borrowings and exchange differences arising out of foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction, modernization and expansion or production of an asset are capitalized as part of the cost of the respective asset.

xii) Income taxes

Current tax: Current income tax is measured at the amount expected to be paid in accordance with the Income Tax Act, 1961 and the tax laws prevailing in the respective tax jurisdiction and the tax rates used to compute the amount are those that are enacted at the reporting date.

Deferred tax: Deferred tax reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years and is measured using the tax rates and tax laws enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities, if they relate to the same taxable entity and the same taxation authority.

xiii) Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

xiv) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The company does not recognize a contingent liability but discloses its existence in the financial statements.

xv) Measurement of EBIDTA

As per the Guidance Note on Revised Schedule VI of the Companies Act, 1956, issued by ICAI, (now applicable to Schedule IV of the Companies Act, 2013) the company has elected to present earnings before interest, tax, depreciation and amortization (EBIDTA) as a separate line item on the face of the statement of profit and loss.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 2				
SHARE CAPITAL				
AUTHORISED				
i) 40,000,000 (31 March 2014: 40,000,000) Equity Shares of ₹. 10/- each		4,000.00		4,000.00
ii) 5,000,000 (31 March 2014: 5,000,000) Preference Shares of ₹. 10/- each		500.00		500.00
		<u>4,500.00</u>		<u>4,500.00</u>
ISSUED SUBSCRIBED AND PAID UP				
i) Equity Shares 23,545,231 (31 March 2014: 23,545,231) Equity Shares of ₹.10/- each		2,354.52		2,354.52
		<u>2,354.52</u>		<u>2,354.52</u>
NOTE - 3				
RESERVES & SURPLUS				
i) Securities Premium Balance as per last Financial Statement Add: Additions during the Year	54,370.28 (160.60)		54,094.02 276.25	
		54,209.68		54,370.27
ii) General Reserve Balance as per last Financial Statement Add: Transfer from Statement of Profit and Loss	11,674.44 —		11,674.44 —	
		11,674.44		11,674.44
iii) Capital Redemption Reserve		271.63		271.63
iv) Foreign currency monetary items translation difference account Balance as per last financial statement Add: Additions during the year Less: Transfer to Statement of Profit and Loss	— — —		(823.10) — 823.10	
		—		—
v) Foreign currency translation reserve on consolidation		31,850.30		32,446.96
vi) Surplus in the Statement of Profit and Loss Balance as per last Financial Statement Add: Net Profit for the year Less: Transfer to General Reserve Adjustment relating to Fixed Assets (Refer Note No. 12)	31,264.72 (21,604.57) — 425.04		42,598.55 (11,333.79) — —	
		<u>9,235.13</u>		<u>31,264.76</u>
		<u>107,241.16</u>		<u>130,028.06</u>



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 4				
DEFERRED TAX LIABILITIES (NET)				
Deferred Tax Liability		15,202.56		14,443.86
Deferred Tax Assets		(10,562.66)		(6,200.12)
		<u>4,639.90</u>		<u>8,243.74</u>
NOTE - 5				
LONG-TERM BORROWINGS				
i) Secured Loans:				
Term Loan from Banks	194,232.79		174,714.52	
Financial Lease Obligations	<u>699.69</u>		<u>3,066.60</u>	
		194,932.48		177,781.12
ii) Unsecured Loans:				
Deferred Sales Tax Loans	1,070.78		1,088.20	
Others	<u>10,312.45</u>		<u>9,296.09</u>	
		11,383.23		10,384.29
		<u>206,315.71</u>		<u>188,165.41</u>
NOTE - 6				
OTHER LONG-TERM LIABILITIES				
Other long-term Liabilities		307.68		4,500.38
		<u>307.68</u>		<u>4,500.38</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 7				
LONG-TERM PROVISIONS				
Provisions for Employee Benefits	11,794.99		11,698.12	
Others	-		-	
		<u>11,794.99</u>		<u>11,698.12</u>
NOTE - 8				
SHORT-TERM BORROWINGS				
i) Secured:				
Working capital loan from banks		4,960.97		4,849.82
ii) Unsecured:				
Fixed deposits from Public	14,859.21		16,568.27	
Term Loan from Banks	<u>5,000.00</u>		<u>5,000.00</u>	
		19,859.21		21,568.27
		<u>24,820.18</u>		<u>26,418.09</u>
NOTE - 9				
OTHER CURRENT LIABILITIES				
i) LC Acceptances		9,662.64		10,612.32
ii) Interest accrued but not due on borrowings [Refer Note - 31 (iii)]		19,252.61		12,653.01
iii) Withholding Tax Payable		1,260.36		1,210.21
iv) Advance - Others		<u>(2,424.60)</u>		<u>(2,545.86)</u>
		27,751.01		21,929.68
NOTE - 10				
SHORT-TERM PROVISIONS				
i) Provision / (Refund) for Taxes on Income		250.65		240.15
ii) Provision for Employee Benefits		67.94		54.97
iii) Other Short Term Provisions		<u>16,684.74</u>		<u>13,897.79</u>
		<u>17,003.33</u>		<u>14,192.91</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

NOTE - 11

TANGIBLE ASSETS

₹. Lacs

Sr.No.	Items of Asset	Gross Block at Cost or Book Value				Depreciation					Net Block		
		As on 01/04/2014	Exchange Fluctuation	Additions	Deductions	As on 31/03/2015	As on 01/04/2014	Exchange Fluctuation	Adjustment During the Year	For the Year	Deductions	As on 31/03/2015	As on 31/03/2014
01	Freehold Land	2,320.47	(211.03)	—	—	2,109.44	—	—	—	—	—	2,109.44	2,320.47
02	Leasehold Land	1,954.49	(93.89)	—	—	1,860.60	143.92	(8.31)	—	35.31	—	1,689.68	1,810.57
03	Building	33,828.90	(3,478.72)	2,024.71	16.46	32,358.43	19,480.56	(2,650.43)	0.36	1,804.25	16.46	13,740.15	14,348.34
04	Plant & Machinery	206,945.59	(22,984.89)	10,968.67	2,287.90	192,641.47	115,719.11	(16,381.13)	444.66	10,346.89	2,287.72	84,799.66	91,226.48
05	Vehides	1,662.98	(228.10)	29.64	20.40	1,444.12	1,454.65	(227.34)	1.36	72.30	19.38	162.53	208.33
06	Electric Fitting	1,700.85	119.77	31.99	—	1,852.61	677.49	—	138.40	392.80	—	643.92	1,023.36
07	Furniture & Fixture	1,739.12	(88.10)	138.27	15.97	1,773.32	961.29	(34.13)	16.77	411.73	15.80	433.46	777.83
08	Office Equipments	1,438.47	5,066.00	228.63	304.94	6,428.16	1,321.35	1,664.11	28.54	828.18	178.60	2,764.58	117.12
09	Tools & Equipments	68,536.70	—	—	—	68,536.70	1,911.13	—	—	4,386.30	—	62,239.27	66,625.57
	TOTAL	320,127.57	(21,898.96)	13,421.91	2,645.67	309,004.85	141,669.50	(17,637.23)	630.09	18,277.75	2,517.96	168,582.71	178,458.07

PREVIOUS YEAR	236,596.42	24,251.04	72,458.77	13,178.66	320,127.57	115,615.05	16,523.84	—	—	12,240.78	2,710.17	178,458.07	120,981.37
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INTANGIBLE ASSETS

01	Patent and Trademarks	3,426.61	(113.76)	57.65	—	3,370.50	1,333.96	(49.76)	—	332.70	—	1,753.60	2,092.65
02	Other Intangible Assets	23,437.51	(1,849.14)	(911.78)	—	20,676.59	15,451.35	(1,756.86)	24.43	500.47	20.21	6,477.41	7,986.16
	TOTAL	26,864.12	(1,962.90)	(854.13)	—	24,047.09	16,785.31	(1,806.62)	24.43	833.17	20.21	8,231.01	10,078.81
PREVIOUS YEAR	26,926.23	2,298.05	284.27	2,644.43	26,864.12	16,481.96	1,666.48	—	—	1,860.22	3,223.35	10,078.81	10,444.27

NOTE - 12

Pursuant to the enactment of the Companies Act, 2013 (the 'Act'), the Company has provided depreciation in accordance with Schedule II to the Act. Accordingly, the carrying amount as at 1 April 2014 is being depreciated over the revised remaining useful life of the asset/s. Had the Company continued with the previously assessed useful lives, charge for depreciation for the year ended 31 March 2015 would have been lower by ₹. 2,767.26 lacs on asset/s held at 1 April 2014 and additions during the year and the loss before tax would have been lower by such amount. Further, the carrying value of ₹. 425.04 lacs (net of deferred tax ₹. 204.73 lacs), in case of asset/s (including 51% of subsidiary's assets) with nil revised remaining useful life as at 1 April 2014 is charged to the retained earnings at such date.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 13				
NON-CURRENT INVESTMENTS				
i) Other non current investments :				
Non-trade investment		17.82		14.75
		<u>17.82</u>		<u>14.75</u>
NOTE - 14				
LONG-TERM LOANS AND ADVANCES				
Unsecured, considered good				
i) Security deposits		441.38		574.41
		<u>441.38</u>		<u>574.41</u>
NOTE - 15				
OTHER NON CURRENT ASSETS				
Deposits with Government Authorities		5,365.40		4,960.99
		<u>5,365.40</u>		<u>4,960.99</u>
NOTE - 16				
INVENTORIES				
(valued at lower of cost and net realizable value)				
i) Raw Material		20,793.96		20,859.15
ii) Work-in-progress		4,666.95		5,951.40
iii) Finished Goods		11,664.15		15,484.41
iv) Stores & Spares, Consumables		4,056.02		4,871.09
		<u>41,181.08</u>		<u>47,166.05</u>
NOTE - 17				
TRADE RECEIVABLES				
Secured, considered good				
i) Outstanding for more than six months from due date	0.05		1.87	
ii) Others	<u>398.53</u>		<u>506.28</u>	
		398.58		508.15
Unsecured, considered good				
i) Outstanding for more than six months from due date	69,070.55		56,261.02	
ii) Others	<u>24,193.65</u>		<u>31,138.29</u>	
		93,264.20		87,399.31
		<u>93,662.78</u>		<u>87,907.46</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 18				
CASH AND CASH EQUIVALENTS				
i) Cash on Hand		24.54		13.91
ii) Deposits with Bank				
On Current Account	11,936.03		5,692.63	
On Term Deposit Account	3,666.56		4,895.68	
		15,602.59		10,588.31
		15,627.13		10,602.22
a) Term deposits with banks include earmarked deposits ₹. 1,040.11 lacs (31 March 2014 : ₹.2,192.83 lacs) as margin money for letter of credits, guarantees etc.				
NOTE - 19				
SHORT-TERM LOANS AND ADVANCES				
Unsecured, considered goods				
i) Balances with Government Authorities		83.88		974.48
ii) Advance others		56,694.76		39,099.70
		56,778.64		40,074.18
NOTE - 20				
OTHER CURRENT ASSETS				
i) Prepaid expenses		5,688.60		6,659.85
		5,688.60		6,659.85
NOTE - 21				
REVENUE FROM OPERATIONS				
i) Sales of Goods		267,453.98		303,440.75
ii) Sale of Services		1,776.28		2,756.78
		269,230.26		306,197.53
NOTE - 22				
OTHER INCOME				
i) Interest Received		817.88		375.56
ii) Dividend Income		152.28		49.52
iii) Exchange differences (net)		3,023.45		(404.05)
iv) Profit on Sale of Investment		11.57		768.29
v) Miscellaneous income from non-operating activities		552.91		578.43
		4,558.09		1,367.75

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015		As on 31 March 2014	
	₹. Lacs	₹. Lacs	₹. Lacs	₹. Lacs
NOTE - 23				
COST OF MATERIALS CONSUMED				
Opening Stock of Raw Material		20,859.15		22,303.45
Add: Purchases (net)		138,256.03		168,271.62
Less: Closing stock of Raw Material		20,793.96		20,859.15
		<u>138,321.22</u>		<u>169,715.92</u>
NOTE - 24				
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE				
i) Stock in trade (at commencement)				
Semi finished goods / work-in-progress	5,951.40		5,819.69	
Finished goods	<u>15,484.41</u>		<u>12,625.09</u>	
		21,435.81		18,444.78
ii) Closing stock (at the end)				
Semi finished goods / work-in-progress	4,666.95		5,951.40	
Finished goods	<u>11,664.15</u>		<u>15,484.41</u>	
		16,331.10		21,435.81
(Increase) / Decrease		<u>5,104.71</u>		<u>(2,991.03)</u>
NOTE - 25				
EMPLOYEE BENEFIT EXPENSE				
i) Salaries, wages, allowance and bonus		41,595.35		42,058.52
ii) Contribution to retirement benefits for employees		12,199.67		13,241.83
iii) Staff welfare expenses		970.31		990.66
		<u>54,765.33</u>		<u>56,291.01</u>
NOTE - 26				
OTHER EXPENSES				
i) Consumables, Spares and Loose Tools Consumed		3,976.06		4,837.025
ii) Power and Fuel		13,050.78		16,443.93
iii) Repairs and Maintenance				
Plant and Machinery	3,370.40		3,392.70	
Buildings	89.71		72.77	
Others	<u>101.50</u>	3,561.61	<u>125.61</u>	3,591.08
iv) Rent / Lease of Premises		2,039.71		2,047.55
v) Rates and Taxes		324.09		155.75

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015 ₹. Lacs	As on 31 March 2014 ₹. Lacs
NOTE - 26 (Continued)		
OTHER EXPENSES		
vi) Insurance	777.53	760.01
vii) Selling Expenses	14,703.80	16,748.26
viii) Travelling, Conveyance and Vehicle Expenses	1,649.39	1,555.53
ix) Communication Expenses	1,680.07	1,826.75
x) Consultancy Charges	3,325.94	4,499.15
xi) Donations	6.02	3.90
xii) Office Expenses, Administrative and other miscellaneous expenses	7,363.39	6,386.25
xiii) Loss on Assets Sold / Discarded	22.51	0.67
	<u>52,480.90</u>	<u>58,855.85</u>
NOTE - 27		
FINANCE COSTS		
i) Interest Expenses	12,394.03	11,907.41
ii) Other Borrowing Costs	8,220.91	7,314.41
iii) Bank Charges & Commission/Brokerage	2,959.48	2,502.56
	<u>23,574.42</u>	<u>21,724.38</u>
NOTE - 28		
DEPRECIATION AND AMORTISATION EXPENSES		
i) Depreciation on Tangible Assets (Refer Note No. 11 & 12)	18,277.75	12,240.79
iii) Amortisation of Intangible Assets (Refer Note No. 11 & 12)	833.17	1,860.22
	<u>19,110.92</u>	<u>14,101.01</u>
NOTE - 29		
TAX EXPENSE		
i) Income Tax	2,288.26	3,237.29
ii) Deferred Tax	(3,879.60)	(2,570.22)
iii) Income Tax Earlier Year	—	1,628.46
	<u>(1,591.34)</u>	<u>2,295.53</u>
NOTE - 30		
EARNINGS PER SHARE (EPS)		
Net Profit as per Statement of Profit and Loss (after minority interest)	(21,604.57)	(11,333.79)
Weighted Average Number of Equity Shares for Basic / Diluted EPS	23,545,231	23,545,231
Nominal Value of Equity per Share (₹.)	10	10
Basic / Diluted Earning per Share (₹.)	(91.76)	(48.14)

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

	As on 31 March 2015 ₹. Lacs	As on 31 March 2014 ₹. Lacs
NOTE - 31		
CONTINGENT LIABILITIES		
i) Claims against the Company, not acknowledged as debts:		
Corporate Guarantees given	171,587.14	69,688.38
Disputed Income Tax Matters in Appeal	400.00	400.00
Excise & Others	2,382.79	10,053.43
ii) Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances)	73,794.48	7.38
iii) Interest on Bank Loans (NPA Accounts) has been charged at 10% p.a. being average base rate of lending. The contingent liability for unprovided Interest on account of difference between the Sanctioned Rate of Interest and the Base Rate, which is subject to negotiation with individual banks as a part of the Restructuring undertaken by the Company. till 31 March 2015. Had the company provided this interest, loss would be higher by ₹. 5,650.23 Lacs. (31 March 2014 : ₹. 4,237.97 lacs)	9,888.20	4,237.97
iv) The Commissioner of Income Tax (Central), Pune has filed a Writ Petition in the honourable High Court of Judicature at Mumbai against Income Tax Settlement Commission(ITSC) & the Company. The Writ Petition is filed challenging the order of the ITSC u/s 245D(4) passed on 14th October 2013 in favour of the Company allowing the Company's claim of certain expenditure. Thus, the Company may have a possible obligation based on the outcome of the Writ Petition which is currently not possible to estimate.		

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

NOTE - 32

COMPANIES INCLUDED IN CONSOLIDATION

Name of the Company	Country of incorporation	% holding	Relationship
Bilcare Limited	India	—	Ultimate Holding Company
Bilcare Singapore Pte. Ltd.	Singapore	100.0%	Wholly owned Subsidiary
Bilcare GmbH	Germany	100.0%	Stepdown Subsidiary
Bilcare Inc	USA	100.0%	Stepdown subsidiary
Bilcare Farmaceutica Embalagem E Pesquisas Ltda	Brazil	100.0%	Stepdown subsidiary
Bilcare Switzerland SA	Switzerland	100.0%	Stepdown subsidiary
Bilcare Technologies Singapore Pte. Ltd.	Singapore	80.0%	Stepdown Subsidiary
Bilcare Technologies Italia Srl.	Italy	92.5%	Stepdown Subsidiary
Bilcare Mauritius Ltd.	Mauritius	100.0%	Wholly Owned Subsidiary
Bilcare Research AG	Switzerland	100.0%	Stepdown Subsidiary
Bilcare Research Holding AG	Switzerland	100.0%	Stepdown subsidiary
Bilcare Germany Management GmbH	Germany	100.0%	Stepdown Subsidiary
Bilcare Research Singapore Pte. Ltd.	Singapore	100.0%	Stepdown subsidiary
Bilcare Germany GmbH & Co KG *	Germany	100.0%	Stepdown Subsidiary
Films Germany Holding GmbH	Germany	100.0%	Stepdown Subsidiary
Bilcare Agency GmbH	Switzerland	100.0%	Stepdown Subsidiary
Bilcare Research Srl.	Italy	100.0%	Stepdown Subsidiary
Bilcare Research Inc	USA	100.0%	Stepdown subsidiary
Bilcare Research GmbH	Germany	100.0%	Stepdown Subsidiary
Caprihans India Limited	India	51.0%	Stepdown Subsidiary
Bilcare International (For Part of the Year)	Mauritius	100.0%	Wholly owned subsidiary
Bilcare Packaging Ltd.	Mauritius	100.0%	Wholly owned Subsidiary

*Merged with Bilcare Germany Management GMBH

NOTE - 33

RELATED PARTY DISCLOSURES

i) Names of related parties and related party relationship

- Key management personnel
 - Mr. Mohan H. Bhandari (Chairman & Managing Director)
 - Dr. Praful R. Naik (Executive Director)*
 - Mr. Anil Tikekar (Company Secretary & CFO)

*Employed for part of the year

- Relative of Key management personnel
 - Ankita Kariya
 - Nutan Bhandari

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

ii) Balances as at 31 March 2015:

(Amount in ₹. Lacs)

Related Party	Short Term Provisions	Short Term Loans & Advances	Fixed Assets*
Key Management Personnel			
Mohan H. Bhandari	(4.01)	(222.00)	6,951.29
	(10.10)	-	6,675.29
Praful Naik	-	(3.43)	-
	-	(22.53)	-
Relative of Key Management Personnel			
Nutan M. Bhandari	-	-	2,358.38
	-	-	2,358.38
Total	(4.01) (10.10)	(225.43) (22.53)	9,309.67 9,033.67

Note:

Figures in Bold & Italic represent Previous Year's amounts.

* includes Capital WIP

iii) Transactions during the year with related parties:

(Amount in ₹. Lacs)

Related Party	Short Term Provisions	Short Term Loans & Advances	Purchase of Land	Remuneration Paid
Key Management Personnel				
Mohan H. Bhandari	6.09	(222.00)	276.00	-
	92.12	-	206.59	-
Praful Naik	-	19.11	-	-
	-	(7.00)	-	-
Anil Tikekar	-	-	-	23.83
	-	-	-	22.28
Relative of Key Management Personnel				
Ankita J. Kariya	-	-	-	11.28
	-	-	-	1.81
Total	6.09 92.12	(202.89) (7.00)	276.00 206.59	35.11 24.09

Note:

Figures in Bold & Italic represent Previous Year's amounts.

NOTE - 34

LEASE DETAILS

The Company has entered into commercial leases on property and items of machinery. These leases have an average life of between three and ten years and there are no restrictions placed upon the Company by entering into these leases.

i) As Lessee		
Within one year	4,774.67	4,536.31
After one year but not more than five years	4,792.60	7,629.00
More than five years	744.59	2,287.94
ii) Lease Rental Income		
Within one year	—	700.00
After one year but not more than five years	—	2,800.00
More than five years	—	1,692.50

- Lease Rental income from Bilcare Singapore Pte. Ltd. is not considered w.e.f. 1 July 2014.

NOTE - 35

EXCEPTIONAL ITEMS

During the year the company has parted with its Wholly owned subsidiary - Bilcare International. The profit on sale of this investment amounting to ₹. 9.37 lacs has been recognized as an exceptional item in the Profit & Loss Account. (In the previous year, the company had parted with its Joint Venture in USA. The Profit on Sale of this Business amounting to ₹. 2,327.61 lacs has been recognized as an exceptional item in the Profit & Loss Account. Further, an amount of ₹. 1,283.53 lacs in respect of Bilcare Research Srl pertaining to a one time tax inspection has also been considered as an exceptional item).

NOTE - 36

EXTRAORDINARY ITEMS

During the year Bilcare Research GMBH, a step down subsidiary of the company has closed down its "Golzau" plant in Germany. The expenses amounting to ₹. 4,539.44 lacs incurred for dismantling of the said plant and the related "terminal costs" have been charged as "extra-ordinary items" in the Profit & Loss account. Further an amount of ₹. 900.47 lacs (net) pertaining to excess provision of tax of another step down subsidiary has been adjusted from the above amount. The above has resulted in a net charge of ₹. 3,638.97 lacs to the Profit and Loss as an extra-ordinary item.

NOTE - 37

PREVIOUS YEAR FIGURES

Figures for the previous year have been regrouped / reclassified wherever necessary to conform with the current year's classification. .

NOTE - 38

The financial statements are presented in ₹. Lacs and decimal thereof except for per share information or as otherwise stated.

NOTES

[illegible]

Bilcare Limited

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

CIN: L28939PN1987PLC043953

Notice

Notice is given that the 28th Annual General Meeting of the Members of Bilcare Limited will be held on Wednesday, the 30th day of September 2015, 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 consider and adopt the Audited Financial Statement of the Company for the year ended 31 March 2015, together with the Report of the Board of Directors attached thereto and Auditors' Report thereon.
2. 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 139, 142 and other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the Members at the 27th Annual General Meeting held on 30 September 2014, the appointment of M/s. R. L. Rath & Co., (Firm Registration No. 108719W) Chartered Accountants, Pune, as Statutory Auditors of the Company, has been made to hold the office till the conclusion of 30th Annual General Meeting of the Company to be held in the year 2017, be and is hereby ratified for the financial year 2015-16 and that the Board of Directors be and is hereby authorised to fix their remuneration for the period."

SPECIAL BUSINESS

3. To appoint Dr. Sankarshan Basu [DIN 06466594] 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 Section 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Sankarshan Basu [DIN 06466594], who was appointed as an Additional Director of the Company with effect from 14 January 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 33rd Annual General Meeting of the Company in the calendar year 2020."
4. To appoint Mrs. Nutan M. Bhandari [DIN 02198203] as a 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 Section 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Nutan M. Bhandari [DIN 02198203], who was appointed as an Additional Director of the Company with effect from 25 March 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Woman Director, be and is hereby appointed as a non-executive, non-independent Director of the Company, liable to retire by rotation."

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 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 2015-16 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.”

By Order of the Board of Directors
For Bilcare Limited

Mohan H. Bhandari
Chairman & Managing Director

Pune : 14 August 2015

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with the copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. The notice of 28th Annual General Meeting and instructions for e-voting, alongwith the attendance slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
8. The Company has fixed closure of Register of Members and Share Transfer Books from Thursday, 24 September 2015 to Wednesday, 30 September 2015 (both days inclusive)..
9. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1995-96 to 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30 September 2014 (date of last Annual General Meeting) on the website of the Company (www.bilcare.com), as also on the website of the Ministry of Corporate Affairs.
10. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar & Transfer Agent.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
12. 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 certificates to Registrar & Transfer Agent, for consolidation into a single folio.
13. Non-Resident Indian Members are requested to inform the Registrar & Transfer Agent, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. 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.
15. 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.

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

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 5 of the accompanying Notice dated 14 August 2015.

Item No. 3

Dr. Sankarshan Basu is appointed as an Additional Director of the Company with effect from 14 January 2015. In terms of Section 161(1) of the Companies Act, 2013, Dr. Basu holds office as additional director upto the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member along with deposit of Rs. 1,00,000/- (Rupees One Lac only) under the provisions of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company. In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and read with rules under the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV of the Companies Act, 2013 and in compliance with the listing agreement as amended from time to time, Dr. Basu is proposed to be appointed as an Independent Director for 5 (five) consecutive years for a term up to the conclusion of 33rd Annual General Meeting of the Company in the calendar year 2020. Pursuant to revised Clause 49 of the Listing Agreement, he is eligible for re-appointment on the conclusion of aforesaid tenure.

In the opinion of the Board, Dr. Basu fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Copy of the draft letter for appointment of Dr. Basu as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company. Brief Profile along with other details of Dr. Sankarshan Basu is provided in the Report on Corporate Governance forming part of the Annual Report.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Dr. Basu as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Basu as an Independent Director, for the approval by the shareholders of the Company. Except Dr. Basu, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 3.

Item No. 4

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have atleast one woman director. Keeping in view the above legal requirements, the Board of Directors, by way of circular resolution passed on 25 March 2015, appointed Mrs. Nutan M. Bhandari as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013 (the Act), read with the Articles of Association of the Company.

In terms of Section 161 of the Companies Act, 2013, Mrs. Nutan M. Bhandari will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a Member, along with a deposit of Rs. 1,00,000/- (Rupees One Lac only) under the provisions of the Section 160 of the Act, 2013, proposing her candidature for the office of Woman Director of the Company, to be appointed as a Non-Executive, Non-Independent Director under the provisions of Section 149 of the Act.

The Directors are of the view that the appointment of Mrs. Nutan M. Bhandari as a non-executive, non-independent Director will be beneficial to the Company and accordingly recommend the Ordinary Resolution as set out in Item No. 4 of the Notice for approval by the Members of the Company. Brief Profile along with other details of Mrs. Nutan M. Bhandari is provided in the Report on Corporate Governance forming part of the Annual Report.

She holds 1,205,122 Equity Shares in the Company.

Mrs. Nutan M. Bhandari may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in respect of her appointment as a Director. Mr. Mohan H. Bhandari who is her relative and the Chairman & Managing Director of the Company and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Mrs. Nutan M. Bhandari.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the resolution set out at Item No.4 of the Notice.

Item No. 5

The Board of Directors, at its meeting held on 14 August, 2015 as per the recommendation of the Audit Committee, approved the appointment of M/s. Parkhi Limaye & Co., Cost Accountants (Firm Registration No: 000191) appointed as the Cost Auditors, for the Financial year 2015-16 at a fee of Rs. 150,000/- plus applicable taxes and other out of pocket expenses, for conducting the audit of the cost accounting records of the Company for the financial year ending 31st March, 2016. Pursuant to section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 members of the Company are required to ratify the remuneration to be paid to the Cost auditors of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No 5 of the notice for ratification of remuneration payable to the Cost Auditors of the Company for the year ending 31st March, 2016.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the Resolution at Item No 5.

Board recommends the Resolution at item No 5 for approval of the Members.

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

- i) Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 28th Annual General Meeting to be held on Wednesday, 30th September, 2015, at 11:00 a.m. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.
- ii) These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 30th September, 2015.
- iii) The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Sunday, 27th September, 2015 , 10.00 A.M. IST	Tuesday, 29th September, 2015, 6.00 PM IST

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (23rd September, 2015), may cast their vote electronically. The e-voting module shall be disabled by CDSL after voting period ends

- a) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- b) The shareholders should log on to the e-voting website www.evotingindia.com.

- c) Click on Shareholders.
- d) Now Enter your User ID
 - i) For CDSL: 16 digits beneficiary ID,
 - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field.
DOB	<ul style="list-style-type: none"> Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none"> Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) 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..
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for Bilcare Limited on which you choose to vote.
- l) 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.
- m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n) 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.
- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- q) 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.
- r) 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 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.
 - 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 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.
- s) 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, under help section or write an email to helpdesk.evoting@cdslindia.com, or contact CDSL e-Voting Helpdesk on 18002005533 (toll free).

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 23rd September 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

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.

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 three days 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.

The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on 23rd September 2015.

The results shall be declared on or after the Annual General Meeting of the Company. The results declared alongwith the Scrutinizers' Report shall be placed on the Company's website **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.

Bilcare Limited
Regd. Office: 1028 Shiroli Rajgurunagar Pune 410 505 India
CIN : L28939PN1987PLC043953

Bilcare
Research

ATTENDANCE SLIP

Sr No:

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

I/We record my/our presence at the '**28th Annual General Meeting**' of the Company to be held on Wednesday, 30 September 2015 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

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

EVSN (Electronic Voting Sequence Number)	*Sequence No.

* 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 28th Annual General Meeting of the Company to be held on Wednesday, 30 September 2015 at 11.00 a.m.
2. The remote e-Voting period starts from 10.00 a.m. IST on Sunday, 27 September 2015 and ends at 6.00 p.m. IST on Tuesday, 29 September 2015. The Voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L28939PN1987PLC043953

Name of the Company: Bilcare Limited

Registered Office: 1028, Shiroli, Rajgurunagar, Pune - 410 505

Name of the Member(s)	
Registered Address	
Email ID	
DP ID & Client ID / Folio No.	

I/We, being the member (s) of shares of the above named company, hereby appoint

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Eighth Annual General Meeting of the company, to be held on the Wednesday, the 30th day of September, 2015 At 11.00 a.m. at the Registered Office of the Company at 1028, Shiroli, Rajgurunagar, Pune - 410 505 and at any adjournment thereof in respect of such resolutions as are indicated below:

Description	For *	Against*
1. Receive, consider and adopt the audited Financial Statements of the Company together with the reports of Board of Directors and the Auditors thereon.		
2. Appointment of Statutory Auditors and authorizing Board to fix their remuneration.		
3. Appointment of Dr. Sankarshan Basu as an Independent Director.		
4. Appointment of Mrs. Nutan M. Bhandari as non-executive non-independent Director.		
5. Ratification of Remuneration of Cost Auditor.		

Signed this _____ day of _____ 2015.

Affix
Revenue
Stamp

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

- *1. Please put 'x' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Bilcare Limited
1028, Shirol, Rajgurunagar
Pune 410505, India.

investors@bilcare.com
www.bilcare.com

