



To,
The Board of Directors
Bilcare Limited
Gat No 1028
At Village Shirol
Tal Khed Rajgurunagar
Pune- 410505

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2021.

I have been engaged by Bilcare Limited (hereinafter referred to as 'the Company') bearing CIN: L28939PN1987PLC043953 whose Equity Shares are listed on BSE Limited (Security Code:526853) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a Report thereon.

My audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report dated 3rd April, 2019 issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Wherever necessary the Company has furnished the clarification letter to my queries. Annual Secretarial Compliance Report is enclosed.

Given at Pune on this 9th June, 2021

For Shekhar Ghatpande & Co
Company Secretaries


Shekhar Ghatpande
Proprietor

FCS:1659 CP:782

UDIN:- F001659C000438942





**Secretarial Compliance Report
for the Year ended 31st March, 2021**

Bilcare Limited
CIN: L28939PN1987PLC043953

I have examined:

- (a) all the documents and records made available to us and explanation provided by Bilcare Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined by me includes: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [Not Applicable as there was no reportable event during the period under review]
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not Applicable as there was no reportable event during the period under review]



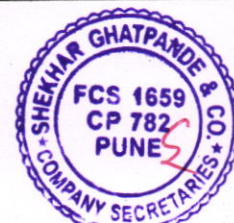
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [Not Applicable as there was no reportable event during the period under review]
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not Applicable as there was no reportable event during the period under review]
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [Not Applicable as there was no reportable event during the period under review]
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;

and circulars/ guidelines issued thereunder;

Based on the above examination, I hereby Report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except for the Observation in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	17 (1) (a)	<p>During the year under Report, the Company had appointed Ms. Alka Sagar as the Woman Independent Director and has informed the particulars of her appointment to BSE, and BSE Website is also updated for the same.</p> <p>However as informed to us, her name could not be updated on ROC / MCA Portal, due to technical reasons.</p> <p>However she resigned as the Director of the Company during the FY 2021-2022, on 26th April, 2021.</p>



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letters, debarment etc.	Observations/ Remarks of the Practicing Company Secretary
-NIL-				

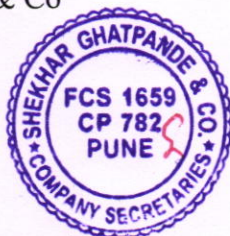
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended	Action taken by the Listed Entity, if any	Comments of Practicing Company Secretary on the actions taken by the Listed Entity.
1	<p>The Company has appointed Ms. Alka Sagar as the Woman Independent Director on resignation of Ms. Madhuri Vaidya and has informed the particulars of her appointment to BSE, and BSE Website is also updated for the same.</p> <p>However as informed to us, her name could not be updated on ROC / MCA Portal, due to technical reasons.</p>	For the year ended 31 st March, 2020	Company has on 2 nd February, 2021 submitted the request letter to ROC to process the appointment of Ms. Alka Sagar as the Woman Independent Director from Back-end.	<p>As informed to us, her name could not be updated on ROC / MCA Portal, due to technical reasons.</p> <p>During the current Financial Year i.e. 2021-2022 she has resigned as the Director, and her Resignation also could not be uploaded on MCA / ROC Portal viz. MCA-21.</p>

Given at Pune on this 9th June, 2021.

For Shekhar Ghatpande & Co
Company Secretaries

Shekhar Ghatpande
Proprietor
FCS:1659 CP:782
UDIN:- F001659C000438942



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