

**30<sup>th</sup> March, 2024**

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.  
Fax No. 022 22723121

**Sub: Voting Results and Scrutinizer's Report in respect of the Postal Ballot of the Company**

**Ref: Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

**Scrip Code - 526853**

Dear Sir / Madam,

Pursuant to applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the applicable Secretarial Standards and Regulation 44 of the Listing Regulations, the Company had sought approval of the Members on Special Resolutions set out in the Postal Ballot Notice dated February 26, 2024 and provided Remote E-Voting facility in this regard. In this connection, pursuant to the provisions of Regulation 44 of the Listing Regulations, we enclose herewith:

- 1) E-voting results in the prescribed format – **Annexure I**
- 2) Report on e-voting results dated March 29, 2024 issued by the Scrutinizer i.e. Mr. Shekhar Ghatpande Membership No. F1659 and CP No.782, Partner of Ghatpande and Ghatpande Associates, Practicing Company Secretaries – **Annexure II**

It may be noted that the business items as per the Notice of the Postal Ballot are approved by the Members with requisite majority.

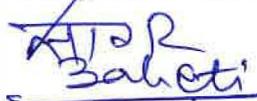
Further, the Voting Results along with the Scrutiniser's Report are being made available on the website of Link Intime India Pvt. Ltd. at <https://www.linkintime.co.in> and also on the Company's website at [www.bilcare.com](http://www.bilcare.com).

Request you to take the same on record.

Thanking You.

Yours faithfully,

**For Bilcare Limited**



**Sagar R. Baheti**  
**Company Secretary**

Encl : as above



## Evoting Result

Bilcare Limited									
Resolution Required : Special			1 - To appoint Mr. Pramod Toshniwal (DIN: 10441634) as Non-Executive Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	7066611	5395612	76.3536	5395612	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5395612</b>	<b>76.3536</b>	<b>5395612</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	10000	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	16468620	29438	0.1788	26883	2555	91.3207	8.6793	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>29438</b>	<b>0.1788</b>	<b>26883</b>	<b>2555</b>	<b>91.3207</b>	<b>8.6793</b>	<b>0</b>
<b>Total</b>		<b>23545231</b>	<b>5425050</b>	<b>23.0410</b>	<b>5422495</b>	<b>2555</b>	<b>99.9529</b>	<b>0.0471</b>	<b>0</b>



## Bilcare Limited

Resolution Required :Special		2 - To appoint Dr. Abhigyan Upadhyay, (DIN 07267470) as an Executive Director of the Company and to fix his remuneration							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	7066611	5395612	76.3536	5395612	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5395612</b>	<b>76.3536</b>	<b>5395612</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	10000	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	16468620	30938	0.1879	23946	6992	77.4000	22.6000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>30938</b>	<b>0.1879</b>	<b>23946</b>	<b>6992</b>	<b>77.4000</b>	<b>22.6000</b>	<b>0</b>
<b>Total</b>		<b>23545231</b>	<b>5426550</b>	<b>23.0473</b>	<b>5419558</b>	<b>6992</b>	<b>99.8712</b>	<b>0.1288</b>	<b>0</b>



***BILCARE LIMITED***

***Scrutinizer's Report on Postal Ballot through  
Remote E-Voting***

***By***

***Ghatpande & Ghatpande Associates  
Company Secretaries  
FRN No. P2019MH077200***

**Dated 29<sup>th</sup> March, 2024**



# GHATPANDE & GHATPANDE ASSOCIATES

COMPANY SECRETARIES

**Shekhar Ghatpande**  
B.Com., D.T.L., FCS  
**Prabhanjan Ghatpande**  
B.E.(E & TC), ACS

**Office :**  
13, 'Saraswati', 3rd Floor,  
93, Rambaug Colony, Paud Road,  
Kothrud, Pune - 411 038

Tel. : 8669602650 Mob. : 9422089343 | 9665334993 Email : shekhar\_fcs1659@yahoo.com | pcs.ghatpande@yahoo.com

## Form MGT-13

### Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

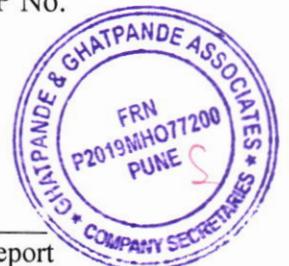
To,  
The Chairman  
Bilcare Limited  
1028 Shirolu Rajgurunagar  
Pune 410505

Dear Sir,

**Subject: Scrutinizer's Report on Postal Ballot conducted by the Company vide Notice dated 26<sup>th</sup> February, 2024**

We M/s Ghatpande & Ghatpande Associates Company Secretaries in Practice, having FRN: P2019MH077200 and Peer Review No.: 4537/2023 and having our office at 13A, Saraswati Sadan, 3<sup>rd</sup> Floor Rambaug Colony, Paud Road, Kothrud, Pune - 411038 have been appointed as a Scrutinizer by the Board of Directors of Bilcare Limited (the Company) at its meeting held on Monday, 26<sup>th</sup> February, 2024 for the purpose of scrutinizing the Remote E- Voting on Postal Ballot conducted by the Company vide its notice dated 26<sup>th</sup> February, 2024. The Postal Ballot was conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 and the e-Voting was conducted for the same pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with applicable Circulars issued by Ministry of Corporate Affairs and by the Securities and Exchange Board of India (SEBI) (hereinafter referred to as the "Circulars") and in compliance with the Circulars and the Secretarial Standards-2 issued by the Institute of Company Secretaries of India. In accordance with the aforesaid provisions and circulars issued in this respect, Company can take all the decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting.

Thus on behalf of Ghatpande and Ghatpande Associates, Practicing Company Secretaries I, Shekhar Ghatpande, Partner having Membership No. F1659 and CP No. 782 have attended to the said assignment.



shareholders for passing 2 (Two) Special Resolutions for the special businesses as mentioned in the Notice of Postal Ballot dated 26<sup>th</sup> February, 2024, who have registered their email addresses with the Company or depository/ depository participants/ Registrar and Share Transfer Agent (RTA) and the communication of assent / dissent of the members have taken place through the remote e-voting system.

The Company had availed E-voting facility offered by Link Intime India Pvt. Ltd., the RTA for conducting remote e-voting by members of the Company as permissible under the Act.

In compliance with the requirements of the MCA Circulars the hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot and shareholders were requested to communicate their assent or dissent through the remote e-voting system only.

A public notice in newspaper informing the members about dispatch of notice and commencement of postal ballot was published on Wednesday, 28<sup>th</sup> February, 2024 in Financial Express and Loksatta, Pune Edition.

The remote e-Voting system was open from Wednesday, 28<sup>th</sup> February, 2024 - 9:00 A.M. (IST) to Thursday, 28<sup>th</sup> March, 2024 - 5:00 P.M. IST) both days inclusive. The shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, 23<sup>rd</sup> February, 2024 were entitled to vote on the resolutions as mentioned in the notice dated 26<sup>th</sup> February, 2024.

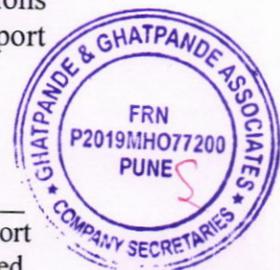
As per Section 110(2) of the Companies Act, 2013 read with Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, if a resolution is assented to by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed on the last date specified for remote e- voting.

In terms of provisions of Section 114 of the Act, in case of the Resolutions proposed by the Company through Postal Ballot Notice, since both the Resolutions proposed are Special Resolutions, the requisite majority shall be - the votes cast in favour is three times more than the votes cast against the Resolution.

On the basis of the aforesaid provisions of the Act, LODR, SS-2 and SEBI & MCA Circulars, we submit herewith our Report as under: -

#### **1) Responsibility and E-voting Agency:**

The compliance with the provisions of Companies Act, 2013 and Rules made there under read along with the Circulars mentioned above and SEBI Regulations, 2015 relating to remote E-Voting on the Resolutions proposed in the Postal Ballot Notice was the responsibility of the management. As a Scrutinizer our responsibility was only to ensure that the process of remote E-Voting was conducted in a fair and transparent manner and to render a report to the Chairman on the Resolutions proposed in the Postal Ballot Notice, based on the Remote E-voting Report



downloaded by us from the Portal of Linkintime India Private Limited, the Registrar and Share Transfer Agents of the Company.

**2) Notice of Postal Ballot and Advertisement:**

As informed hereinabove, the Notice of Postal Ballot was sent to the Shareholders by way of Email dated 27<sup>th</sup> February, 2024 and by way of the Newspaper Advertisement published on Wednesday, 28<sup>th</sup> February, 2024. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and the Circulars mentioned above, the remote e-voting period remained open from Wednesday, 28<sup>th</sup> February, 2024 - 9:00 A.M. (IST) to Thursday, 28<sup>th</sup> March, 2024 - 5:00 P.M. IST) both days inclusive.

**3) Cutoff Date:**

The Shareholders holding Equity Shares as on the “Cut Off” date i.e. Friday, 23<sup>rd</sup> February, 2024 were entitled to vote on the proposed Resolutions mentioned at Item Nos. 1 and 2 as set out in the Postal Ballot Notice.

**4) Event No and Remote E-Voting Process:**

The Event No. allotted by Linkintime India Private Limited for Electronic Voting was 240083.

The remote E-voting System was closed on 28<sup>th</sup> March, 2024 and the final voting report was downloaded by us on the same day at around 5:15 P.M., in the presence of two witnesses viz. Ms. Aishwarya Tiwari presently residing at A1-403, Sun Horizon, Baner, Pune-411045 and Ms. Gauri Jadhav presently residing at Flat No. 9, B-Wing Ashish Vihar, Near ICSI Pune, DP Road Kothrud, Pune- 411038 who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "for" and "against", were downloaded from the E-voting website of Linkintime India Private Limited ([instavote.linkintime.co.in](http://instavote.linkintime.co.in)).

**5) E-Voting counting and Results:**

We submit herewith our Final Report of the Remote E-Voting on the Postal Ballot as under:

Details	Remote E-Voting		Votes Not Casted/Abstained		Total Valid Voting	
	For Item No. 1	For Item No. 2	For Item Nos. 1	For Item No.2	For Item Nos. 1	For Item No.2
No. of Members who exercised their right to vote	52	52	2	1	50	51
Total number of shares held by them	54,26,600	54,26,600	1,550	50	54,25,050	54,26,550
Valid votes	As per details provided under each one of the Resolution (s) mentioned hereunder					
Abstained less voted	As mentioned under each of the Resolution					
Invalid votes	NIL					



**SPECIAL BUSINESS:****i) Item No. 1 of the Notice (as a Special Resolution):**

**To appoint Mr. Pramod Toshniwal (DIN 10441634) as a Non-Executive Independent Director**

Category	No. of Votes Cast in favor of the Resolution			No. of Votes Cast against the Resolution			Abstained/ Less voted
	Remote E-Voting	Total		Remote E-Voting	Total		
		Nos.	% to total Votes Cast		Nos.	% to total Votes Cast	
Total Votes of members who exercised their right to vote	54,26,600						
Total Votes Cast	54,25,050						
Promoter/ Promoter Group	53,95,612	53,95,612	99.46	NIL	NIL	NIL	NIL
Public Shareholders	26,883	26,883	0.49	2,555	2,555	0.05	1,550
<b>TOTAL:</b>	<b>54,22,495</b>	<b>54,22,495</b>	<b>99.95</b>	<b>2,555</b>	<b>2,555</b>	<b>0.05</b>	<b>1,550</b>

**SPECIAL BUSINESS:****ii) For Resolution Item No. 2 (as a Special Resolution):**

**To appoint Dr. Abhigyan Upadhyay, (DIN 07267470) as an Executive Director of the Company and to fix his remuneration**

Category	No. of Votes Cast in favor of the Resolution			No. of Votes Cast against the Resolution			Abstained/ Less voted
	Remote E-Voting	Total		Remote E-Voting	Total		
		Nos.	% to total Votes Cast		Nos.	% to total Votes Cast	
Total Votes of members who exercised their right to vote	54,26,600						
Total Votes Cast	54,26,550						
Promoter/ Promoter Group	53,95,612	53,95,612	99.43	NIL	NIL	NIL	NIL
Public Shareholders	23,946	23,946	0.44	6,992	6,992	0.13	50
<b>TOTAL:</b>	<b>54,19,558</b>	<b>54,19,558</b>	<b>99.87</b>	<b>6,992</b>	<b>6,992</b>	<b>0.13</b>	<b>50</b>

**Notes: -**

(i) All the Resolutions mentioned in the Postal Ballot Notice dated 26<sup>th</sup> February, 2024 at Item Nos. 1 and 2 as per the details above stands passed by requisite majority of votes cast in favour being three times more than the votes cast against the Resolution under Remote E-voting and are considered to be passed on the last date of the remote e-Voting process i.e. on 28<sup>th</sup> March, 2024.

(ii) The details of shareholders and their voting is annexed herewith as Annexure-I which forms part of this Report.

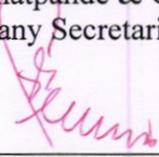


**7) Electronic Data and relevant Records:**

All electronic data and relevant records relating to Postal Ballot have been handed over to the Company Secretary & Compliance Officer of the Company for safe keeping.

Given at Pune on this Friday, 29<sup>th</sup> March, 2024 at 7.00 P.M.

For Ghatpande & Ghatpande Associates  
Company Secretaries

  
Shekhar Ghatpande  
Partner

Scrutinizers

Membership No FCS: 1659, CP: 782

FRN: P2019MH077200

Peer Review No.: 4537/2023

UDIN: F001659E003646278

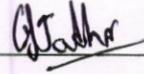


Witness:

1) Ms. Aishwarya Tiwari: \_\_\_\_\_



2) Ms. Gauri Jadhav: \_\_\_\_\_



**GHATPANDE & GHATPANDE ASSOCIATES**  
COMPANY SECRETARIES  
Flat No. 13A, Saraswati Sadan,  
Plot No. 93, Rambaug Colony,  
Paud Road, Kothrud, Pune-411 038.  
Mob. : 8669602650

