

Bilcare Limited

Regd. Office: 1028, Shiroli, Rajgurunagar, Pune - 410 505, India
Phone : +91 2135 304200 Fax: +91 2135 304370 Website: www.bilcare.com Email: investors@bilcare.com
CIN: L28939PN1987PLC043953

Notice

Notice is hereby given that an Extra-ordinary General Meeting of the Members of Bilcare Limited will be held on Saturday, the 10th day of February, 2018, at 11.00 a.m. at the Registered Office of the Company at 1028, Shiroli, Rajgurunagar, Pune - 410 505 to transact the following Special Business:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, (“the Act”), the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”), and all other applicable laws including the Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, various rules, regulations, press notes, notifications, any other guidelines, regulations and clarifications issued by the Government of India, all applicable regulations, circulars, notifications issued by the Securities and Exchange Board of India (“SEBI Regulations”), the Reserve Bank of India (“RBI”), stock exchanges on which the equity shares of the Company are listed; and also by any other statutory/regulatory authorities and subject to all such other approvals, permissions, consents and/or sanctions of any authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby given to the Board of Directors of the Company (the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to create, offer, issue and allot upto 15,000 (Fifteen Thousand) unlisted, zero-coupon, secured, redeemable, non-convertible debentures (“NCDs”)/Bonds of face value of Rs. 1,00,000/- (One lakh only) each, in one or more tranches aggregating upto Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores) and having a term of maximum upto 10 years from the date of allotment, on private placement basis, to some of the lenders/banks of the Company and each such Lender shall be allotted such number of NCDs/Bonds as may be decided by the Board of Directors/Banks of the Company, from time to time, in one or more tranches, during the period of one year from the date of passing of Special Resolution by the members, upon conversion of a whole/part of the facilities/loans granted by the Lenders/Banks to the Company.”

By Order of the Board of Directors

For Bilcare Limited

Mohan H. Bhandari
Chairman & Managing Director
Pune : 31December 2017

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly completed and signed not less than forty eight (48) hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company. In case, a proxy is proposed to be appointed by a Member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
4. Corporate Members are requested to send board resolution duly certified, authorising their representative to attend and vote on their behalf at the meeting.
5. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 12.
6. Members are requested to bring their Attendance Slip to the Meeting.

7. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number/s in the Attendance Slip for attending the meeting to facilitate identification of Membership at the meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names in the Register of Members of the Company will be entitled to vote.
9. This Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 5th January, 2018.
10. The Notice of the meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for the physical copy of the same. For members who have not registered their e-mail address, physical copies of the above mentioned documents is being sent in the permitted mode.
11. Road Map showing directions to reach the venue of the Meeting is given at the end of this Notice.
12. Voting through electronic means:
 - a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on the resolution set forth in this Notice.
 - b) Mr. Shekhar Ghatpande, Practicing Company Secretary (Membership No. FCS 1659), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - c) The facility for voting through Ballot Paper shall be made available at the meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - d) The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - e) The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Wednesday, 7 February 2018, 9.00 A.M. IST	Friday, 9 February 2018, 5.00 PM IST

- f) During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Saturday, 3rd February, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- g) Instructions and other information relating to e-voting are as under:
 - i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - ii) Click on Shareholders.
 - iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv) Next enter the Image Verification as displayed and Click on Login.
 - v) 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.
 - vi) If you are a first time user follow the steps given below:

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

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the Bilcare Limited on which you choose to vote.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) 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.
- xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii) 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.
- xix) 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.
- xx) 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 Saturday, 3rd February, 2018 and not casting their vote electronically, may only cast their vote at the Extra-ordinary General Meeting.
- xxi) The Scrutinizer shall after the conclusion of voting at the Extra-Ordinary 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 Extra-ordinary 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.
- xxii) The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on 3rd February, 2018.
- xxiii) The results shall be declared on or after the Extra-ordinary General Meeting of the Company. The results declared along with 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.

13. 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](mailto:pune@linkintime.co.in)

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the special business of the accompanying Notice dated 31 December 2017.

As part of the ongoing debt restructuring resolution with the lenders/banks of the Company and to raise further capital for the working capital requirements and general corporate purposes, the Board of Directors has approved, subject to the approval of the shareholders, the issue of Non-Convertible Debentures/Bonds on such terms and conditions and at such time as mentioned in the aforesaid resolution in this Notice.

The Company is desirous of converting a part of the facilities/loans taken by it from its lenders ("Lenders") in upto 15,000 (Fifteen Thousand) unlisted, zero-coupon, secured, redeemable, non-convertible debentures ("NCDs")/Bonds of face value of Rs. 1,00,000/- (One lakh only) each, in one or more tranches aggregating upto Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores), on private placement basis, to the Lenders/Banks, from time to time, in one or more tranches on the following terms and conditions –

Interest : Zero Coupon

Redemption : Maximum upto 10 years at the discretion of the Banks and agreed by the Company.

The NCDs/Bonds shall be allotted to the Lenders/Banks pursuant to conversion of part or whole of the facilities/loans extended by the Lenders/Banks to the Company. Such NCDs shall be allotted to the Lenders/Banks in such proportion as may be sanctioned by the Lenders/Banks and decided by the Board of Directors of the Company.

Pursuant to the provisions of Sections 42 and 71 of the Act and Rules made thereunder, a company offering or making an invitation to subscribe to Non-Convertible Debentures /Bonds/ other instruments on a private placement basis, is required to obtain the prior approval of the Shareholders of the Company by way of a Special Resolution.

Therefore, the approval of the Shareholders of the Company is being sought by way of a Special Resolution of the accompanying Notice under Section 42 of the Companies Act, 2013 and Rules made thereunder, and other applicable provisions, if any, of the Companies Act, 2013 to enable the Company to offer or invite subscriptions for NCDs/Bonds on private placement basis.

The Board believes that the issue of NCDs/Bonds as per the aforesaid resolution being a part of the debt resolution, is in the interest of the Company and therefore, recommends passing of the aforesaid Special Resolution of the Notice. None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said Resolution, except and to the extent of their shareholding in the Company.

ATTENDANCE SLIP
(To be handed over at the entrance of the Meeting Hall)
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 Extra-ordinary General Meeting' of the Company to be held on Saturday, 10th February, 2018 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)	*PAN/Sequence No.
180108010	

*** 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 Extra-ordinary General Meeting of the Company to be held on Saturday, 10th February, 2018 at 11.00 a.m.
2. The remote e-Voting period starts from 9.00 a.m. IST on Wednesday, 7 February 2018 and ends at 5.00 p.m. IST on Friday, 9 February 2018. 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.	

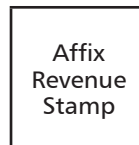
I/We, being the member (s) of shares of the above named company, hereby appoint

- 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 Extra-ordinary General Meeting of the company, to be held on Saturday, the 10th day of February, 2018 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*
To offer, issue and allot upto 15,000 (Fifteen Thousand) unlisted, zero-coupon, secured, redeemable, non-convertible debentures ("NCDs")/Bonds of face value of Rs. 1,00,000/- (One lakh only) each, in one or more tranches aggregating upto Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores to the lenders/banks pursuant to the Debt Restructuring exercise being undertaken by the Company		

Signed this _____ day of _____ 2018.



Signature of shareholders

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.

Road Map to EOGM Venue

