

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of the Shilpa Medicare Limited will be held on **Friday the 29th day of September, 2017 at 12.15 P.M.** at the Registered Office of the Company at #12-6-214/A-1, Hyderabad Road, Raichur Karnataka- 584135, to transact the following items of business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March 2017, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.**
2. **To confirm the Interim Dividend of Re.0.60 per share paid and declare the same as the dividend for the year 2016-17.**
3. **To appoint a Director in place of Ms. Namrata Bhutada (DIN: 05133614) who retires by rotation and being eligible, offers herself for re-appointment.**
4. **To appoint Statutory Auditors and to fix their remuneration 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to appoint M/s. Brahmayya & Co, Chartered Accountants, Registration No. 000513S, as statutory auditors of the Company, in place of retiring Auditors M/s. Bohara Bhandari Bung And Associates LLP, Registration No. 008127S/S200013, for a period of 5 (Five) years subject to the ratification of members in every Annual General Meeting, on such terms as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending March 31,2018.”

SPECIAL BUSINESS:

5. **Appointment of Mr. Naresh Patwari as Director**
To Consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** Mr. Naresh Patwari (DIN: 03319397), who was co-opted as an Additional Director of the Company pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 and who holds office as such up to the date of this Annual General Meeting and in respect of whom

the Company has received a Notice in writing under Section 160, along with a deposit of Rs.1,00,000/-, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be determinable by retirement of Directors by rotation.”

6. **Ratification of Remuneration to Cost Auditors:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, payable to M/s VJ Talati & Co., Cost Accountants (Regd.No.M/2203), to audit the cost records maintained by the Company for the financial year ending March 31, 2018, be and is hereby approved and ratified.”

7. **Approval of Related Party Transaction:**

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 Regulation 23 of SEBI (LODR) Regulations, 2015 (as amended from time to time by the Securities and Exchange Board of India and for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into transactions, contracts or arrangements on such terms and conditions as the Board may think proper and beneficial for the Company with all its subsidiaries, Joint Ventures and Associate companies of the Company, during every financial year commencing after 31st March, 2017 upto Rs. 400.00 Crores per financial year, for a period of 3 years.”

“**FURTHER THAT** the Board be and is hereby authorized to negotiate and settle the terms and conditions of related party transactions and all others matters incidental thereto and to give such direction as considered necessary including delegating all or any of the powers herein conferred to any Committee of

Directors, Executive Chairman, Managing Director, Whole Time Director(s), Director(s) and/or any officers of the Company, and authorize them to sign and execute all agreements, applications, contracts, deeds, and/or documents that may be required, on behalf of the Company and the Board hereby further authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto without being required to seek any further consent or approval thereto, for the purpose of giving effect to this resolution."

By order of the Board of Directors
For **Shilpa Medicare Limited**

Sd/-

Madhusudhan Reddy

Company Secretary

M.No. 33355

Place: Raichur

Date : 10.08.2017

NOTES:

1. The Explanatory Statement in respect of the special business in the Notice, pursuant to Section 102 of the Companies Act, 2013 ('the Act') is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
3. Proxy forms in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the meeting.
4. The Company has notified closure of Register of Members and Share Transfer Books from **23.09.2017 to 29.09.2017** (both days inclusive) for the Annual General Meeting.
5. M/s. Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot No.31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
6. Members seeking any information or clarification on the accounts are requested to send queries in writing to the Registered Office of the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
7. All the shareholders and beneficial owners who have not claimed the dividend for the years 2009-10 to 2015-16 are requested to submit their claims immediately to the Company/ STA for respective dividends. The dividends unclaimed for 7 years along with respective shares will be transferred to Investor Education and Protection Fund.
8. The annual accounts of the subsidiary companies and the related detailed information are available for inspection by any shareholder(s) at the Registered Office of the Company during business hours and shall be provided to the shareholders who seek such information.
9. Members/Proxies are requested to bring their copies of the Annual Report to the AGM and the Attendance slip duly filled in for attending AGM. Copies of Annual Report will not be provided at the AGM.
10. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
11. Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar & Share Transfer Agents and members holding shares in electronic form may obtain the Nomination form from their respective Depository Participants.
12. The notice of the 30th Annual General Meeting is available on the website of the Company www.vbshilpa.com and website of Agency i.e <https://evoting.karvy.com>.
13. Members holding Shares in physical form may write to the Company/Registrar & Share Transfer Agents (RTA) for any change in their address and bank mandates; members having shares in electronic form may inform the same to their depository participants immediately.
14. Pursuant to the provisions of Sections 125 of the Companies Act, 2013, the Company will transfer the unclaimed or un-encashed dividends for financial year 2009-10 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company transfers the unclaimed or un-encashed dividend to IEPF after the expiry of seven years from the date of transfer to unpaid dividend account. Members, who have a valid claim to any unclaimed dividends which are not yet transferred, may claim the same from the Company immediately.
15. Registration of e-mail addresses for sending annual reports, communications, etc: Members are requested to register their e-mail addresses and changes therein from time to time with the Registrars and Share Transfer Agents (in case of physical shares) or with the concerned Depository Participant (in case of electronic holdings) so that the Company will use the same for sending notices, annual reports and other communications.

Copies of annual report 2016-17 are being sent under electronic mode only, to all the members whose e-mail addresses are registered with the Registrars and Share Transfer Agents of the Company i.e. Karvy

Computershare Private Limited / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the annual report 2016-17 are being sent by a permitted mode.

16. That the Company is providing facility for voting by electronic means and the business may be transacted through such voting as mentioned down under;
17. **Process and manner for members opting for e-voting are as under:**

The Company is offering e-voting facility to its members enabling them to cast their votes electronically. The Company has signed an agreement with M/s Karvy Computershare Private Limited for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Rule 20 of Companies (Management and Administration) Rules, 2014. The instructions for e-voting are as under:

A. In case a member receives an email from Karvy Computershare Private Limited (Karvy):

- I. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- II. Enter the login credentials (i.e., User ID and password mentioned in your email/AGM Notice). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User ID:	For Members holding shares in Demat form:
	a. For NSDL: 8 character DP ID followed by 8 digit Client ID
	b. For CDSL: 16 digit Beneficiary ID/Client ID
Password:	For Members holding shares in Physical form:
	Event No.(EVEN) followed by Folio No. registered with the Company.
Password:	Your unique password is printed on the AGM Notice/provided in the email forwarding the electronic notice.

- III. After entering these details appropriately, Click on “LOGIN”.
- IV. You will now reach password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your

password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- V. You need to login again with the new credentials.
- VI. On successful login, the system will prompt you to select the “EVEN” i.e., Shilpa Medicare Limited.
- VII. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- VIII. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution.
- IX. Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: cs@vbshilpa.com, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVEN NO.”
- B. In case of Members receiving AGM Notice by Post:**
 - I. User ID and initial password as provided in the AGM Notice Form.
 - II. Please follow all steps from Sr.No. (i) to (ix) as mentioned in (A) above, to cast your vote.
 - C. The e-voting period commences on **26.09. 2017 at 9.00 A.M. and ends on 28.09. 2017 at 5.00 P.M.** In case of any query pertaining to e-voting, please visit Help & FAQ’s section of Karvy e-voting website.
 - D. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member(s)/ beneficial owner(s) (in case of electronic shareholding) as on the cut-off date i.e. **23.09 2017**. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off**

- date, i.e. 23.09.2017** will be entitled to avail the facility of remote e-voting/Insta Poll.
- E. Once the vote on a resolution is cast by a member(s), the member(s) shall not be allowed to change it subsequently or cast the vote again.
18. That the facility for voting either through electronic voting system or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 19. That 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.
 20. Kindly note that the shareholders can opt only one mode of voting i.e. either by e-voting or polling paper. If they are opting for e-voting, then they cannot vote physically also and vice versa. However, in case shareholders cast their vote physically and e-voting, then voting done through e-voting will prevail and voting done physically will be treated as invalid.
 21. The Board of Directors has appointed Mr. Ajay Vemuri, Proprietor of M/s. VCAN & Associates, a Practicing Company Secretary as a Scrutinizer to process the e-voting and submit the report to the Chairman.
 22. Compliance Officer of the Company shall be responsible for addressing all the grievances of Shareholders in relation to this Annual General Meeting including e-voting. His contact details are **E-mail: cs@vbshilpa.com, Phone No: 08532-238704.**
 23. The members may download a copy of the notice of this meeting and the results declared along with the Scrutinizer's Report from the website of the Company (www.vbshilpa.com) or from <https://evoting.karvy.com>.
 24. Brief Profile of Directors seeking appointment and re-appointment at the 30th Annual General Meeting (pursuant to Regulation 26(4) and 36(3) of SEBI (LODR) Regulations, 2015) and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India is attached to this Notice as **Annexure-A.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 5

Pursuant to Section 161 of the Companies Act, 2013, the Board has co-opted Mr. Naresh Patwari (DIN No.03319397), as an Additional Director w.e.f 26th December, 2016. He has co-opted by the Board as a Nominee of TA FII Investors Limited. He holds office upto the date of the ensuing Annual General Meeting. In this regard the Company has received a request in writing from TA FII Investors Limited, a member of the Company proposing candidature of Mr. Naresh Patwari (DIN No.03319397), as Director of the Company, in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013, whose period of office is determinable by retirement of Directors by rotation. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board considered to co-opt Mr. Naresh Patwari (DIN No.03319397), as Director.

Mr. Naresh Patwari (DIN No.03319397) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Except Mr. Naresh Patwari (DIN No.03319397), none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

The Board recommends the resolution set forth in Item No.5 for approval of the members.

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. VJ Talati & Co, Cost Accountants (Regd. No. M/2203), remuneration payable to them, for conducting the audit of the cost records of the Company for the financial year ended 31st March, 2018.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

The Board recommends the resolution set forth in Item No.6 for approval of the members.

Item No.7

The provisions of Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. Regulation 23 of SEBI (LODR) Regulations, 2015 also prescribes seeking of shareholders' approval for material related party transactions.

As per said Regulations all transactions which are material in nature entered by the Company in its ordinary course of business though entered at arm's length basis, need the approval of shareholders.

The transactions relating to supply, sales and purchases of material to/with its all Subsidiaries, Joint Ventures and Associate Companies will be in ordinary course of business and are continuous in nature and are not for a specific period. Terms and conditions will certainly be at arm's length basis. All factors relevant to the respective contracts will be with the prior approval of Audit Committee and the Board of Directors.

Pursuant to the provisions of SEBI (LODR) Regulations, 2015, the transactions are material in nature and require the approval of the shareholders of the Company by way of a resolution.

The members are further informed that no member(s) of the company being a related party or having any interest in the resolution as set out at Item No.7 shall be entitled to vote on this special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

The Board recommends the resolution set forth in Item No.7 for approval of the members.

By order of the Board of Directors
For **Shilpa Medicare Limited**

Sd/-
Madhusudhan Reddy

Place: Raichur
Date : 10.08.2017

Company Secretary
M.No. 33355

Details of Directors as on March 31, 2017 seeking appointment/ re-appointment at the Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Ms. Namrata Bhutada	Mr. Naresh Patwari
Date of Birth	13-01-1993	25-04-1978
Date of Appointment	28-02-2015	26-12-2016
Relationship with Directors	Related to Mr.Vishnukant C. Bhutada	None
Expertise in specific functional area	Born in the traditional business family, got exposed to good business administration skills and also got good exposure in various administrative matters of the Company since last Four years.	Six years' experience in advising on investments in India and other emerging markets. He has deep domain experience in healthcare and pharma, consumer-facing industries and media.
Qualification	MBA (Finance)	B.Tech (IIT), MBA (Tuck School of Business at Dartmouth)
Board Membership of other companies as on 31st March, 2017	NIL	TCNS Clothing Co. Pvt. Ltd.
Chairman/Member of the Committee of the Board of Directors as on 31st March, 2017	NIL	NIL
Chairman/Member of the Committee of Directors of other companies in which he is a director as on 31st March, 2017		
a) Audit Committee	NIL	Yes
b) Stakeholders' Relationship Committee	NIL	NIL
c) Nomination and Remunerations Committee	NIL	NIL
Number of shares held in the Company as on 31st March, 2017	22,500	NIL



Shilpa Medicare Limited

CIN : L85110KA1987PLC008739

Registered Office: # 12-6-214/A1, Hyderabad Road, Raichur - 584 135

● E-mail : info@vbshilpa.com ● Website : www.vbshilpa.com

30th ANNUAL GENERAL MEETING

PROXY FORM

Serial No. :

1.	Name(s) of Member(s) including joint holders, if any	:
2.	Registered address of the sole/first named Member	:
3.	E-mail ID	:
4.	DP ID No. & Client ID No. / Registered Folio No.	:

I / We, being the Member(s) of _____ shares of **Shilpa Medicare Limited**, hereby appoint

(1) Name : _____ Address : _____

E-mail ID : _____ Signature : _____

or failing him

(2) Name : _____ Address : _____

E-mail ID : _____ Signature : _____

or failing him

(3) Name : _____ Address : _____

E-mail ID : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting (AGM) of the Company to be held on the Friday 29th September, 2017 at 12.15 p.m, at #12-6-214/A1, Hyderabad Road, Raichur - 584 135 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional (✓)	
		For	Against
Ordinary Business			
1.	Adoption of Accounts for the financial year ended 31 st March, 2017, the Balance Sheet as at the date and the Reports of the Directors and Auditors thereon.		
2.	Confirm the Interim dividend of Re.0.60 per share paid and declare the same as the dividend for the year 2016-17.		
3.	Appointment of Ms. Namrata Bhutada (DIN No.05133614) who retires by rotation and offers herself for re-appointment.		
4.	Appointment of M/s. Brahmayya & Co, Chartered Accountants, as Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting and to authorize the Board of Directors to fix their remuneration.		
Special Business			
1.	Appointment of Mr.Naresh Patwari (DIN No.03319397) as Director.		
2.	Approval of Ratification of Remuneration to Cost Auditors.		
3.	Approval of Related Party Transaction.		

Signed this _____ day of _____ 2017.

Signature of shareholder:

Affix Re.1/-
Revenue
Stamp

- NOTE :**
1. 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.
 2. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% 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 shareholder.

30th ANNUAL GENERAL MEETING

ADMISSION SLIP

DATE
29th September, 2017

VENUE
12-6-214/A1,
Hyderabad Road,
Raichur - 584 135

TIME
12.15 P.M.

Name & Address of Member

Serial No. :

I certify that I am a Member / Proxy for the Member holding _____ shares.

Please (✓) in the box

Member

Proxy

Name of the Proxy in Block Letters

Signature of Member/Proxy attending

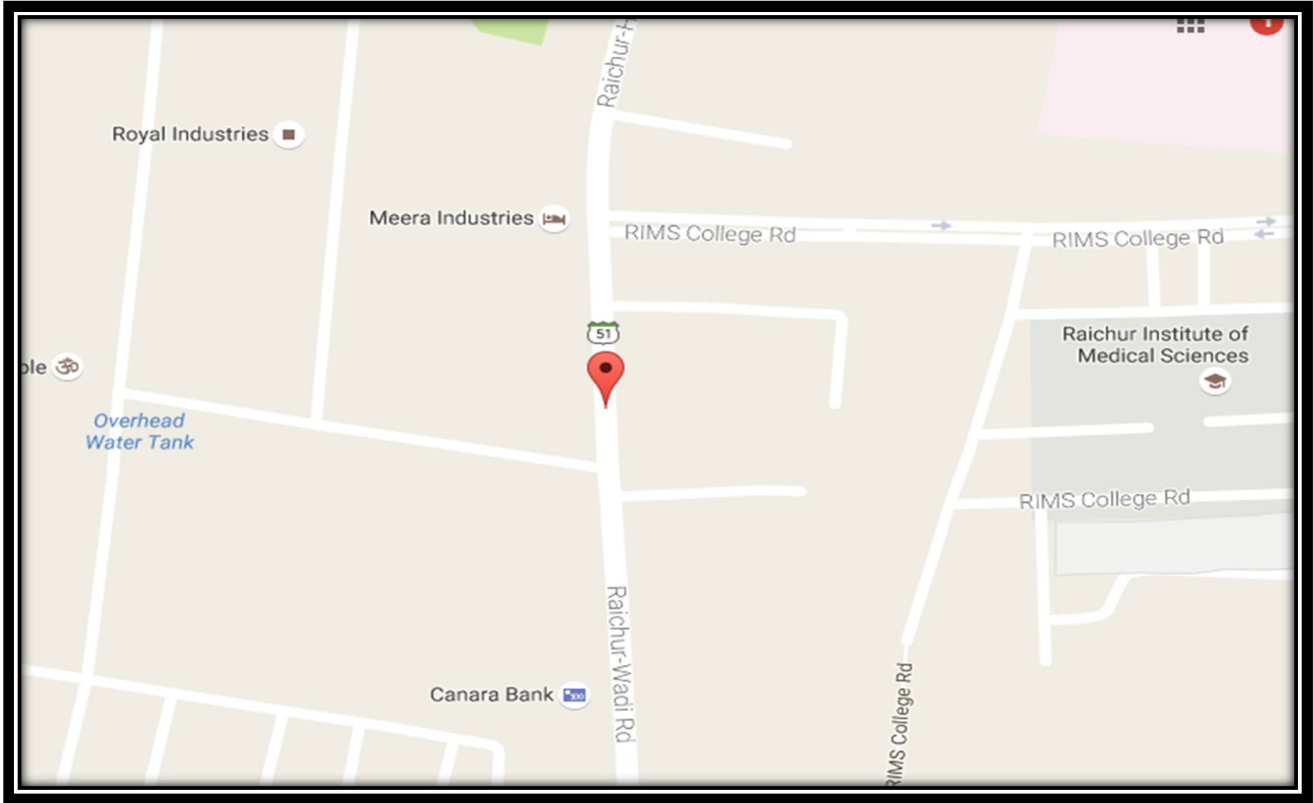
- NOTES:** i) Member/Proxy attending the Annual General Meeting (AGM) must bring is/her Admission Slip which should be signed and deposited before entry into the meeting hall.
ii) Duplicate Admission Slip will not be issued at the venue.

ELECTRONIC VOTING

Electronic voting (e-voting) facility is being provided in respect of the Resolutions proposed at the 30th AGM, in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Please see Note No.17 to the Notice dated 10th August 2017, convening the AGM for the procedure with respect to e-voting.

Your e-voting user ID and password are provided below:

Electronic Voting Event Number (EVEN)	User ID	Password
		Use your existing password



Route Map to reach the AGM Venue
Shilpa Medicare Limited
#12-6-214/A1, Hyderabad Road
Raichur, Karnataka 584135