

SHILPA MEDICARE LIMITED
 Regd. Off: 1st Floor, 10/80, Rajendra Gunj, Ranchur - 584 102
 Phone: +91 8532 - 236494, Fax: +91 8532 - 235876, E-Mail: info@shilpa.com
 Website: www.shilpa.com - CIN: L8510K:A1987PLC008739

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of the Members of SHILPA MEDICARE LIMITED will be held on Monday, the 12th day of May, 2014 at 12:15 P.M., at the Registered Office of the Company at 1st Floor, 10/80, Rajendra Gunj, Ranchur - 584 102, to transact the following business:

SPECIAL BUSINESS

1. Issue of Equity Shares on Preferential Basis. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof; and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board thereto), Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, Reserve Bank of India, SEBI and any other appropriate authority, institution or body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the Consent of the Company be and is hereby given to the Board of Directors of the Company to create, offer, issue, and allot up to 17,64,705 (Seventeen Lakhs Sixty Four Thousand Seven Hundred and Five only) Equity Shares of Rs.2/- (Two) each at a premium of Rs.423/- (Four Hundred and Twenty Three Only) considering the date thirty days prior to the date of this meeting as the Relevant Date as per provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations, 2009 for Preferential Issues on such further terms and conditions, including payment of monies as may be approved or finalised by the Board of Directors to the following entity being the entity other than Promoters Group as detailed herein below:

Name of the proposed allottee	PAN	Category
Temo Mauritius India	FVCI II	Non Promoter (FIU)
	AAECT 1309E	

"FURTHER THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 & 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said equity shares and also to seek the listing of such equity shares in one or more stock exchanges in India."

"FURTHER THAT the Equity Shares to be issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects."

"FURTHER THAT the Board be and is hereby authorized to accept any modification in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Stock Exchanges/ SEBI/Central Government or such other appropriate authority may impose at the time of their approval as agreed by the Board."

Name of the member (s)	
Registered Address	
E-mail Id	
Folio No./Client Id	
DP ID	

I/We, being the member(s) of Shilpa Medicare Limited, shares of the above named company, 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 _____
 or failing him

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 to be held on Monday, the 12th day of May, 2014, at 12:15 P.M. at the Registered Office of the Company at 1st Floor, 10/80, Rajendra Gunj, Ranchur - 584 102, and at any adjournment thereof in respect of such resolutions as are indicated below.

- Resolution No _____
1. _____
 2. _____
- Signed this _____ day of _____, 2014

Signature of Shareholder

Signature of Proxy holder(s)

Affix
 Re-1/-
 Revenue
 Stamp

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting.

TRUE COPY
For SHILPA MEDICARE LTD.

RAMAKANT INNANI
COMPLIANCE OFFICER

- g) Auditors' Certificate: M/s. Bohara Bhandari Bung & Associates, Chartered Accountants, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.
- h) Relevant Date: Relevant Date for the purpose is 11-04-2014 which is the date 30 days prior to the date of EGM (being the day preceding the weekend/holiday) where this resolution is being considered for approval.

i) Pricing & Undertakings to re-compute the price: Price is determined in terms of Regulation 76, SEBI (ICDR) Regulations. Further, the Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so.

j) Undertaking to put under lock-in till the re-computed price is paid: The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified equity shares shall continue to be lock-in till the time such amount is paid by the allottee(s).

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 & 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI (ICDR) Regulations, 2009 and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and/or preferential issue as set out in the resolution.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

ITEM No.2. Considering the continuous increase in the holding of FIs it is anticipated that FIs may further buy the shares of the Company resulting to touch the general limit of 24% provided under the FDI policy. As FIs play a crucial role in unfold the Company's value to further levels by attracting new investments into the Company. In view of this and considering various advantages in attracting institutional investors which would be beneficial to the Company in the long run it is proposed to increase the aggregate limit for holding shares by the FIs to 30% from 24%.

As per the FDI policy, the Company shall obtain the approval of its shareholders by way special resolution to increase the said limits with a prior intimation to Reserve Bank India. The members are, therefore, requested to accord their approval, for the purpose of increasing the aggregate limits as set out in the resolution.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

2. To increase the Aggregate Limit of FIs' Shareholding: 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 Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions subject to such conditions as may be prescribed by any concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (herein after referred to as the "Board", which terms shall include a duly authorized committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (the "FIIs") registered with the SEBI to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares upto an aggregate limit of 30% of the paid up capital of the Company for the time being provided, however, that the equity shareholding of each FI shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations."

"FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any committee of Directors or any Director(s) or officer(s) of the Company."

Place: Ranchur
Date: 11-04-2014

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-
VISHNUKANT C. BHUTADA
MANAGING DIRECTOR

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the Company.
2. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting (i.e. on or before 10:00:2014) at the Registered Office of the Company.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business items is annexed hereto.

4. 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)
1. Launch internet browser by typing the URL: <https://e.voting.karvy.com>.
 2. Enter the login credentials (i.e., User ID and password mentioned in your email/EGM 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.

	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	
	For Members holding shares in Physical form:
	Event No.(EVENT) followed by Folio No. registered with the Company.
Password:	Your unique password is printed on the EGM Notice/provided in the email forwarding the electronic notice.

TRUE COPY

For SHILPA MEDICARE LTD.


RAMAKANT INNANI
COMPLIANCE OFFICER

EXPLANATORY STATEMENT AS REQUIRED U/S 102 OF THE COMPANIES ACT, 2013.

ITEM NO.] The Board of Directors on 11th April, 2014, subject to necessary approval(s), has approved the proposal for raising funds up to Rs 75 (Seventy Five) Crores by way of issue of equity shares on preferential basis to mobilize funds for funding current/future expansion plans/activities directly by the Company or through subsidiaries/ joint venture companies, potential acquisitions, working capital and general corporate purposes.

The information as required under Regulation 73 of the SEBI (ICDR) Regulations, 2009 for Preferential Issues is as under:

- a) Object of the issue To mobilize funds for funding current/future expansion plans/activities directly by the Company or through subsidiaries/ joint venture companies, potential acquisitions, working capital and general corporate purposes.
- b) Intention of Promoters / Directors / Key Management Personnel to subscribe to the offer- Promoters / Directors / Key Management Personnel of the company are not intending to participate/ subscribe to the present offer.
- c) Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:

Category Code	Category of Shareholder	Pre-issue		Post-Issue	
		Pre-issue Shares held	% to Total Holding	Post-Issue Shares held	% to Total Holding
(A)	Shareholding of Promoter and Promoter Group				
(B)	Indian Promoters (A)	20536658	55.88	20536658	53.32
(1)	Public Shareholding				
(1)	Institutions				
(a)	Mutual Funds / UTI/ Banks/ FIs	750	0.00	750	0.00
(b)	Foreign Institutional Investors	3930088	10.68	5694793	14.77
	Sub-Total (B1)	3930088	10.68	5695543	14.77
(2)	Non-institutions				
(a)	Bodies Corporate	2427694	6.60	2427694	6.30
(b)	Individuals	6464087	17.57	6464087	16.77
(c)	Foreign Corporate Bodies/ NRIs	3094734	8.41	3094734	8.03
(d)	Others	312236	0.86	312236	0.81
	Sub-Total (B2)	12298751	33.44	12298751	31.91
	GRAND TOTAL (A)+(B1)+(B)(2)	36786247	100.00	38550952	100.00

d) The Company will complete the issue & allotment of Equity Shares within a period of 15 days from the date of passing of the resolutions by the shareholders or when the allotment on preferential basis requires any approval by any regulatory authority like Stock Exchanges or Central Government or any statutory body, the allotment of shares will be completed within 15 days from the date of such approvals.

e) Identity of proposed allottees(s), percentage of expanded capital to be held by them:

S.No	Name of the Proposed Allottee (s)	Present Holding	% to Pre-Issue Capital	Present Issue	% to Post Issue Capital
1	Tano Mauritius India PVTI II	1825048	4.96	1764705	9.31

There will not be any change in the management control of the Company on account of this proposed preferential allotment except minor change in the shareholding pattern as well as voting rights.

f) Lock In Requirements. The shares to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI regulations in this regard

- 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 "EVENT" 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 number of times till they have voted on the Resolution.
- X 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 sa.bshilpa@ignil.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_EVENT NO."

IX In case of Members receiving EGM Notice by Post

I User ID and initial password as provided in the EGM 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 Wednesday the 7th day of May, 2014 at 9:00 A.M. and ends on Thursday the 8th day of May, 2014 at 3:00 P.M. In case of any query pertaining to e-voting, please visit Help & FAQ's section of Karvy e-voting website.

5. Kindly note that the shareholders can opt only one mode of voting i.e either by e-voting or physical mode. If you are opting for e-voting, then do not vote by 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.

6. The Board of Directors have appointed Mr.B.Chagan Lal of M/s B.Chagan Lal & Associates, a Company Secretary in Practice as a Scrutinizer to process the e-voting and submit a report to the Chairman.

7. Mr.Ramakant Inani, Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this extraordinary general meeting including e-voting. His contact details are Email ramakant@v.bshilpa.com, Phone Nos.08532-236494.

8. 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.bshilpa.com) or from <https://evoting.karvy.com>.

TRUE COPY
For SHILPA MEDICARE LTD.,

RAMAKANT INANI
COMPLIANCE OFFICER