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## ***Shilpa Medicare Limited***

### **Corporate & Admin Office:**

"Shilpa House", #12-6-214/A-1, Hyderabad Road,  
Raichur-584 135, Karnataka, India

Tel: +91-8532-238704, Fax: +91-8532-238876

Email: info@vbshilpa.com, Web: www.vbshilpa.com

CIN: L85110KA1987PLC008739

27 May 2022

**To**  
**BSE Limited**  
**Phiroze, Jeejeebhoy Towers,**  
**Dalal Street,**  
**Mumbai- 400001**

**To**  
**National Stock Exchange of India Ltd.,**  
**Exchange Plaza, C-1, Block G,**  
**Bandra Kurla Complex,**  
**Bandra (E), Mumbai – 400 051**

**Sub:** Proceedings of the Meeting of Equity Shareholders, Trade Creditors and Secured Creditors of Shilpa Medicare Limited ('the Company') convened as per the Directions of the National Company Law Tribunal, Bengaluru Bench (NCLT).

**Ref:** Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip Code: SHILPAMED / Security Code: 530549

**Dear Sir/Ma'am,**

In reference to the captioned subject, we hereby wish to inform that the NCLT Convened Meeting of the Equity Shareholders, Trade Creditors and Secured Creditors of Shilpa Medicare Limited on 27 May 2022 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the special business set forth in the notice. In line with the provisions of Regulation 30 read with part A schedule III of SEBI (Listing obligation & disclosure requirements) 2015, please find herewith the enclosed summary of the proceedings of meeting of the Equity Shareholders, Trade Creditors and Secured Creditors of the Company convened as per the directions of NCLT as Annexures I, II and III respectively.

We hereby request you to kindly take the same on record

Thanking You  
Yours faithfully

  
Ritu Tiwary  
Company Secretary & Compliance Officer





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### **ANNEXURE I**

#### **SUMMARY OF THE PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS (THE MEETING) OF SHILPA MEDICARE LIMITED ('THE COMPANY') CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH ('NCLT').**

The meeting of the Equity Shareholders of the Company as per the directions of NCLT was held on Friday, 27<sup>th</sup> May, 2022 at 09.00 a.m. through Video Conferencing and the venue of the meeting was deemed to be the registered office of the Company situated at #12-6-214/A-1 "SHILPA HOUSE", Hyderabad Road, Raichur, Karnataka - 584135.

Mr. Abhijit Attur informed that the meeting was basically convened pursuant to the Order of Hon'ble NCLT dated 08<sup>th</sup> April, 2022 to seek the approval of members in the matter of arrangement embodied in the Scheme of Amalgamation of INM Technologies Private Limited ("the Transferor Company") with Shilpa Medicare Limited ("the Transferee Company") and their respective shareholders (hereinafter referred to as "the Scheme").

He further informed that vide the said Order, the NCLT had appointed him as Chairman to preside over the proceedings of the meeting.

The Chairman called the meeting to order as requisite quorum was present. The Chairman introduced the Directors, Key Managerial Personnel and the invitees present at the meeting.

The Chairman thereafter informed that the meeting is being held through Video Conferencing (VC) in compliance with the directions of National Company Law Tribunal (NCLT), Bengaluru Bench dated 8<sup>th</sup> April, 2022, pursuant to the applicable provisions of Companies Act, 2013 and Securities Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015.

The notice dated 25 April, 2022 convening the Meeting of the equity shareholders of Shilpa Medicare Limited along with the Scheme and Explanatory Statement under Section 230(3) of the Companies Act, 2013 read with Section 102 of the Companies Act, 2013 was sent to the registered e-mail addresses of the shareholders. The Chairman provided the brief background and rationale of the Scheme.





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Thereafter, the following resolution set out in the Notice convening the meeting was put to the members for voting:

S. No.	Item Description	Approval
1.	Approval for the arrangement embodied in the scheme of Amalgamation of INM Technologies Private Limited (Transferor Company) with Shilpa Medicare Limited (Transferee Company) and their respective Shareholders.	Requisite Majority.

The chairman informed the members that pursuant to the provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the directions of Hon'ble NCLT, the Company has provided facility to Shareholders to cast their remote e-voting system administered by M/s KFin Technologies Limited. The Remote e-voting commenced on 24<sup>th</sup> May, 2022 at 09:00 a.m. and ended on 26<sup>th</sup> May, 2022 at 05:00 p.m. For the Shareholders who did not exercise their vote through remote e-voting system, the company has provided them an opportunity to cast their vote through e-voting during the meeting and the voting facility will continue to be available for 15 minutes after the conclusion of the meeting.

Ms. Daakshyani, (DPSP Associates), was appointed as the Scrutinizer for the purpose of scrutinising the process of remote e-voting held prior and e-voting during the meeting.

Thereafter, the chairman announced for voting to be taken electronically (e-voting) and requested Ms. Daakshyani, the Scrutinizer for the orderly conduct of the voting.

The chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the company, M/s KFin Technologies Limited and Stock exchanges. The meeting concluded at 09:15 a.m., after conclusion of meeting e-voting was open for 15 minutes.

Based on the scrutinizer's Report, the members have passed the aforesaid Resolution as set out in the Notice convening the meeting of the company with Requisite Majority.

we request you to take the above on your records and treat this as compliance with part A of Schedule III under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.





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## **ANNEXURE II**

### **SUMMARY OF THE PROCEEDINGS OF THE MEETING OF TRADE CREDITORS (THE MEETING) OF SHILPA MEDICARE LIMITED ('THE COMPANY') CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH ('NCLT').**

The meeting of the Trade Creditors of the Company as per the directions of NCLT was held on Friday, 27<sup>th</sup> May, 2022 at 11.00 a.m. through Video Conferencing and the venue of the meeting was deemed to be the registered office of the Company situated at #12-6-214/A-1 "SHILPA HOUSE", Hyderabad Road, Raichur, Karnataka - 584135.

Mr. Vivekananda informed that the meeting was basically convened pursuant to the Order of Hon'ble NCLT dated 08<sup>th</sup> April, 2022 to seek the approval of Trade Creditors in the matter of arrangement embodied in the Scheme of Amalgamation of INM Technologies Private Limited ("the Transferor Company") with Shilpa Medicare Limited ("the Transferee Company") and their respective Trade Creditors (hereinafter referred to as "the Scheme").

He further informed that vide the said Order, the NCLT had appointed him as Chairman to preside over the proceedings of the meeting.

The Chairman called the meeting to order as requisite quorum was present. The Chairman introduced the Directors, Key Managerial Personnel and the invitees present at the meeting.

The Chairman thereafter informed that the meeting is being held through Video Conferencing (VC) in compliance with the directions of National Company Law Tribunal (NCLT), Bengaluru Bench dated 8<sup>th</sup> April, 2022, pursuant to the applicable provisions of Companies Act, 2013 and Securities Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015.

The notice dated 25 April, 2022 convening the Meeting of the Trade Creditors of Shilpa Medicare Limited along with the Scheme and Explanatory Statement under Section 230(3) of the Companies Act, 2013 read with Section 102 of the Companies Act, 2013 was sent to the registered e-mail addresses of the Trade Creditors. The Chairman provided the brief background and rationale of the Scheme.

Thereafter, the following resolution set out in the Notice convening the meeting was put to the Trade Creditors for voting:





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S. No.	Item Description	Approval
1.	Approval for the arrangement embodied in the scheme of Amalgamation of INM Technologies Private Limited (Transferor Company) with Shilpa Medicare Limited (Transferee Company) and their respective Shareholders.	Requisite Majority.

The chairman informed the Trade Creditors that pursuant to the provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the directions of Hon'ble NCLT, the Company has provided facility to Trade Creditors to cast their remote e-voting system administered by Central Depository Services Limited (CDSL). The Remote e-voting commenced on 24<sup>th</sup> May, 2022 at 09:00 a.m. and ended on 26<sup>th</sup> May, 2022 at 05:00 p.m. For the Trade Creditors who did not exercise their vote through remote e-voting system, the company has provided them an opportunity to cast their vote through e-voting during the meeting and the voting facility will continue to be available for 15 minutes after the conclusion of the meeting.

Ms. Nithyapasupathi, was appointed as the Scrutinizer for the purpose of scrutinising the process of remote e-voting held prior and e-voting during the meeting.

Thereafter, the chairman announced for voting to be taken electronically (e-voting) and requested Ms. Nithyapasupathi, the Scrutinizer for the orderly conduct of the voting.

The chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the company, Central Depository Services Limited (CDSL) and Stock exchanges. The meeting concluded at 11:22 a.m., after conclusion of meeting e-voting was open for 15 minutes.

Based on the scrutinizer's Report, the Trade Creditors have passed the aforesaid Resolution as set out in the Notice convening the meeting of the company with Requisite Majority.

we request you to take the above on your records and treat this as compliance with part A of Schedule III under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.





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### **ANNEXURE III**

#### **SUMMARY OF THE PROCEEDINGS OF THE MEETING OF SECURED CREDITORS (THE MEETING') OF SHILPA MEDICARE LIMITED ('THE COMPANY') CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL. BENGALURU BENCH ('NCLT').**

The meeting of the Secured Creditors of the Company as per the directions of NCLT was held on Friday, 27<sup>th</sup> May, 2022 at 01.00 p.m. through Video Conferencing and the venue of the meeting was deemed to be the registered office of the Company situated at #12-6-214/A-1 "SHILPA HOUSE", Hyderabad Road, Raichur, Karnataka - 584135.

Mr. Raghuram Cadambi informed that the meeting was basically convened pursuant to the Order of Hon'ble NCLT dated 08<sup>th</sup> April, 2022 to seek the approval of Secured Creditors in the matter of arrangement embodied in the Scheme of Amalgamation of INM Technologies Private Limited ("the Transferor Company") with Shilpa Medicare Limited ("the Transferee Company") and their respective Secured Creditors (hereinafter referred to as "the Scheme").

He further informed that vide the said Order, the NCLT had appointed him as Chairman to preside over the proceedings of the meeting.

The Chairman called the meeting to order as requisite quorum was present. The Chairman introduced the Directors, Key Managerial Personnel and the invitees present at the meeting.

The Chairman thereafter informed that the meeting is being held through Video Conferencing (VC) in compliance with the directions of National Company Law Tribunal (NCLT), Bengaluru Bench dated 8<sup>th</sup> April, 2022, pursuant to the applicable provisions of Companies Act, 2013 and Securities Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015.

The notice dated 25 April, 2022 convening the Meeting of the Secured Creditors of Shilpa Medicare Limited along with the Scheme and Explanatory Statement under Section 230(3) of the Companies Act, 2013 read with Section 102 of the Companies Act, 2013 was sent to the registered e-mail addresses of the Secured Creditors. The Chairman provided the brief background and rationale of the Scheme.





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Thereafter, the following resolution set out in the Notice convening the meeting was put to the Secured Creditors for voting:

S. No.	Item Description	Approval
1.	Approval for the arrangement embodied in the scheme of Amalgamation of INM Technologies Private Limited (Transferor Company) with Shilpa Medicare Limited (Transferee Company) and their respective Shareholders.	Requisite Majority.

The chairman informed the Secured Creditors that pursuant to the provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the directions of Hon'ble NCLT, the Company has provided facility to Secured Creditors to cast their votes by sending their assent/dissent along with scanned Certified true copy of the Board Resolution or Authority Letter to the Scrutinizer. For the Secured Creditors who have not cast their votes, the company has provided them an opportunity to cast their vote during the meeting and the voting facility will continue to be available for 15 minutes after the conclusion of the meeting.

Mr. Pramod S.M, was appointed as the Scrutinizer for the purpose of scrutinising the process of e-voting held prior and e-voting during the meeting.

Thereafter, the chairman announced for voting to be taken electronically (e-voting) and requested Mr. Pramod S.M, the Scrutinizer for the orderly conduct of the voting.

The chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the company and Stock exchanges. The meeting concluded at 01:15 p.m., after conclusion of meeting, e-voting was open for 15 minutes.

Based on the scrutinizer's Report, the Secured Creditors have passed the aforesaid Resolution as set out in the Notice convening the meeting of the company with Requisite Majority.

we request you to take the above on your records and treat this as compliance with part A of Schedule III under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

