



Innovating for  
affordable healthcare

# Shilpa Medicare Limited

**Manufacturers and Exporters of Bulk Drugs**

# 12-6-214/A-1, Hyderabad Road,  
RAICHUR - 584 135, Karnataka, India.

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

E-Mail : info@vbsilpa.com Web: http://www.vbsilpa.com

CIN No. L85110KA1987PLC008739

**MINUTES OF THE AUDIT COMMITTEE OF THE COMPANY HELD ON MONDAY, THE 27<sup>TH</sup> DAY OF JUNE, 2016 AT 3:00 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT # 12-6-214/A1, HYDERABAD ROAD, RAICHUR, KARNATAKA - 584 135.**

## MEMBERS PRESENT:

- |                             |            |
|-----------------------------|------------|
| 1. Sri.Venugopal Loya       | : Chairman |
| 2. Sri.Rajender Sunki Reddy | : Member   |
| 3. Sri. Omprakash Inani     | : Member   |
| 4. Sri. Pramod Kasat        | : Member   |

## ALSO PRESENT:

- |                           |  |
|---------------------------|--|
| 1. Smt.Sujani Vasireddy   | : Company Secretary  |
| 2. Sri.Vishnukant Bhutada | : Managing Director  |
| 3. Sri. N.C. Bhandari     | : Chief Financial Officer  |
| 4. Sri.Nekkanti Srinivasu | : Partner of M/s Nekkanti Srinivasu & Co.,<br>Chartered Accountants. |

Sri Venugopal Loya took the Chair.

1. There was no necessity to grant leave of absence as all the members were present.
2. Minutes of the previous meeting of the Audit Committee held on 29<sup>th</sup> May, 2016 were confirmed and signed by the Chairman.
3. The Committee was informed about the proposed Amalgamation of M/s Navya Biologicals Private Limited (Transferor Company) with M/s.Shilpa Medicare Limited (Transferee Company) in accordance with the terms and conditions as specified in the Draft Scheme of Amalgamation between the Company and M/s. Navya Biologicals Private Limited and their respective shareholders and creditors pursuant to the provisions of Sections 391 to 394 and all other applicable provisions, if any, of the Companies Act, 1956 and other relevant provisions of the Companies Act, 2013, as may be applicable w.e.f. Appointed Date i.e. 1<sup>st</sup> April, 2016. A Copy of the Draft Scheme of Amalgamation along with the valuation report, which was circulated to all the members, initialed by the Chairman for the purpose of identification, was placed before the Board.

*Venugopal*





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In terms of Circular No.CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November, 2015 issued by the Securities and Exchange Board of India ('Circular'), a report from the Audit Committee of the Listed Company recommending the draft Scheme of Amalgamation under the Companies Act, 1956, taking into consideration inter alia, the Valuation Report is required.

The Committee reviewed the draft Valuation Report and process; methods adopted for valuation by M/s Nekkanti Srinivasu & Co, Chartered Accountants, to arrive at final valuation. Mr.Nekkanti Gangadhar, Representative of M/s Nekkanti Srinivasu & Co, has explained to the members about the perception that have been considered in arriving at the valuation. The Committee also reviewed the Draft Scheme of Amalgamation. The Committee took note of:

- a) That the valuation, the basis & method of valuation recommended by M/s Nekkanti Srinivasu & Co, Chartered Accountants is satisfactory. Based on the Valuation Report, 19.178 fully paid-up Equity Shares of Re.1/- each of M/s Shilpa Medicare Limited shall be issued and allotted to the shareholders for every 1 (One) fully paid-up Equity Share of Rs.100/- M/s.Navya Biologicals Private Limited.
- b) That the proposed scheme is in compliance of the requisite accounting standards.
- c) That a Fairness Opinion with regard to the valuation has to be obtained from a SEBI Registered Merchant Banker and the Observation Letter or No-objection Letter of Stock Exchanges is to be obtained.

The Committee discussed on various compliances, procedures and other requirements to be complied with, with regard to amalgamation and do hereby unanimously recommend the basis of valuation as reported by M/s Nekkanti Srinivasu & Co, Chartered Accountants and draft scheme of amalgamation for favorable consideration of the Board of Directors of the Company.

There being no other matter to discuss, the meeting concluded with a vote of thanks to the Chair at 3:45 P.M.

Place: Raichur  
Date: 27.06.2016



  
CHAIRMAN

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