

36th
ANNUAL REPORT
2022-2023

BACIL PHARMA LIMITED

71, Laxmi Building, Sir P.M. Road,
Fort, Mumbai – 400001

Board of DirectorsPrakash Shah – **Director**Suman Shah- **Non – Executive Director**Sneha Shah- **Non – Executive Director**
(Resignation w.e.f. 29.09.2022)Shirish Shetya – **Independent Non-Executive Director**Lalit Jain – **Independent Non-Executive Director**Manmohan Ghildyal – **Manager**Jayesh Ramchandra Patil – **Chief Financial Officer****Auditors**M/s. Laxmikant Kabra & Co. LLP
(Formerly known as Laxmikant Kabra & Co.)
Chartered Accountants
Thane**Secretarial Auditor**Pooja Gandhi & Associates
Practicing Company Secretary
Mumbai**Registered Office**71, Laxmi Building,
Sir P. M. Road, Fort,
Mumbai – 400 001
www.bacilpharma.com
E-mail: info@bacilpharma.com
CIN: L24200MH1987PLC043427**Registrar & Share Transfer Agents**Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (East),
Mumbai – 400 072
Phone: 28470652, 28470653, 28473747, 28473474
Fax: 28475207
www.bigshareonline.com**Bankers**Union Bank of India
Mumbai Samachar Marg,
Mumbai – 400 023**Special Notice to Shareholders holdings shares in Physical Mode:**

As per SEBI circular dated April, 2018 shareholders whose ledger folio not mapped with PAN and Bank details are required to compulsorily furnish the details to the RTA/Company for registering the same with the respective folios.

As per SEBI circular SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018, BSE circular no. LIST/COMP/15/2018-19 dated 5th July, 2018 and NSE circular Ref. No NSE/CML/2018/26 dated 9th July, 2018, shareholders are advised to dematerialize their physical securities since requests for effecting transfer of physical securities (except in case of transmission or transposition of securities) shall not be processed from 1st April 2019. Hence, we request you to open a demat account and submit your physical securities with the depository participant for dematerializing your securities enabling you to trade in electronic form.

If shareholder already has demat account then kindly submit the same for dematerialization at the earliest. Shareholders are requested to refer SEBI/HO/MIRSD/RTAMB/CIR/P/2019/122 dated November 05, 2019 for Enhanced Due Diligence for Dematerialization of Physical Securities and SEBI/HO/MIRSD/MIRSD-PoD-I/P/CIR/2023/37 dated March 16, 2023 Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination.

For any queries on the subject matter and the rules. Please contact the Company's Registrars and Share transfer Agent at: BIGSHARE SERVICES PVT. LTD. E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai- 400072.

Telephone Number: 28470652, 28470653, 28473747, 28473474
EmailID: info@bigshareonline.com

NOTICE

Notice is hereby given that the Thirty Sixth Annual General Meeting of the shareholders of Bacil Pharma Limited will be held on 16th September, 2023 at 2.00 P.M. at 71, Laxmi Building, 4th Floor, Sir P. M. Road, Fort, Mumbai – 400001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at 31st March, 2023 and Reports of the Directors' and Auditor's thereon.
2. To appoint a Director in place of Mr. Prakash Bhoorchand Shah (DIN: 01136800), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

"RESOLVED THAT in accordance with the provisions of sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re- enactment thereof for the time being in force) the consent of the Company be and is hereby accorded for the appointment of Mr. Ganpat Dhondu Salekar, who satisfies all the conditions as set out under Part Ist of Schedule V to the Companies Act,2013, as the "Manager" of the Company with effect from Conclusion of this AGM for period of Five Years on the terms and conditions as set out in the agreement.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary any of the terms of remuneration in connection with Manager provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and/or the provisions of law as maybe applicable thereto from time to time.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary or expedient to give effect to this resolution".

**Place: Mumbai
Date: 19th August, 2023**

**For & on behalf of the Board of Directors
Bacil Pharma Limited**

**REGISTERED OFFICE
71, Laxmi Building, 4th Floor,
Sir P. M. Road, Fort,
Mumbai – 400 001**

**Sd-
Prakash Shah
Director
DIN: 01136800**

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 11th September, 2023 to 16th September, 2023. (both days inclusive).
5. Members are requested to expeditiously intimate any change in their address registered with the Company. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s. Bigshare Services Pvt. Ltd.
6. Members are requested to bring their attendance slip along with copy of the Annual Report at the time of Annual General Meeting.
7. The Notice of AGM along with the Annual Report 2022-23 is being sent by electronic mode to those members whose email addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same.
8. Shareholders desiring any information as regards the proposed resolutions are requested to write to the Company at least seven working days in advance so as to enable the management to keep the information ready at the meeting.
9. In the terms of Section 72 of the Companies Act, 2013, nomination facility is available to the individual shareholder. The shareholders who are desirous of availing this facility may kindly write to the Registrars & Transfer Agents in Form SH-13 prescribed by the Government which can be obtained from the Company's R&T Agents.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to its members to enable them to exercise their right to vote in respect of the business(es) to be transacted at the 36th Annual General Meeting of the Company scheduled to be held on 16th September, 2023 at 02.00 P.M. The Company has engaged National Securities Depositories Limited (NSDL) as the authorized agency to provide the remote e-voting facility. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	9.00 A.M. on 13 th September, 2023
End of remote e-voting	5.00 P.M. on 15 th September, 2023

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (iv) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (v) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'

- (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- (vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address.
- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (viii) Now, you will have to click on "Login" button.
- (ix) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- III. Select "EVEN" of company for which you wish to cast your vote.
- IV. Now you are ready for e-Voting as the Voting page opens.
- V. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- VI. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to suhas62@yahoo.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
1. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 9th September, 2023.
 2. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 9th September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
 3. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 4. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 5. Mr. Suhas Ganpule, Practicing Company Secretary, (COP No. 5722) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner.
 6. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 7. The Scrutinizer shall after the conclusion of voting at the 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 24 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor 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.

8. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bacilpharma.co.in and on the website of NSDL 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 BSE Limited, Mumbai.

Place: Mumbai
Date: 19th August, 2023

**For & on behalf of the Board of
Directors
Bacil Pharma Limited**

REGISTERED OFFICE
71, Laxmi Building, 4th Floor,
Sir P. M. Road, Fort,
Mumbai – 400 001

Sd-
Prakash Shah
Director
DIN: 01136800

**EXPLANATORY STATEMENT IN RESPECT OF THE ITEMS OF THE NOTICE
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

The Board of Directors recommend to the shareholders to appoint Mr. Ganpat Dhondu Salekar as Manager of the Company for a term of Five Years from conclusion of this AGM. Mr. Ganpat Dhondu Salekar is not disqualified from being appointed as Manager in terms of provisions of the Companies Act, 2013 and has consented to act as Manager of the Company.

Mr. Ganpat Dhondu Salekar possesses experience and knowledge, and keeping in view his knowledge it will be in the interest of the Company that Mr. Ganpat Dhondu Salekar is appointed as Manager.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in the resolution set out at item no.3 of the Notice.

Place: Mumbai
Date: 19th August, 2023

For & on behalf of the Board of Directors
Bacil Pharma Limited

REGISTERED OFFICE
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Mumbai – 400 001

Sd-
Prakash Shah
Director
DIN: 01136800

Detail of Director/KMP seeking appointment/re-appointment at the Annual General Meeting

Name of Director	Mr. Prakash Shah	Mr. Ganpat Dhondur Salekar
DIN:	01136800	07888367
Date of Birth	15/01/1956	01/06/1975
Date of original appointment	31/03/2015	16/09/2023
Relationship with Directors	Related to Director Suman Shah	NA
Expertise in specific functional Area	Taxation, Audit and Finance	Experience in General Administration
Qualification(s)	Chartered Accountant	High School Graduate
Directorship held in other Listed Companies	Sanmitra Commercial Ltd.	NA
Chairmanship/Membership of committees of other Public Companies	Nil	NA
Number of Shares held in the Company as on 31st March,2023	1074430	NIL

Place: Mumbai
Date: 19th August, 2023

For & on behalf of the Board of Directors
Bacil Pharma Limited

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Sd-
Prakash Shah
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