

24th
ANNUAL REPORT
2010-2011

BACIL PHARMA LIMITED

71, Laxmi Building, Sir P. M. Road,
Fort, Mumbai – 400 001

BACIL PHARMA LIMITED

Board of Directors

Dr. L. L. Hingorani – Director

Shirish Shetye – Director (Independent – Non-Executive)

Dr. Nitin Kochar – Director (Independent – Non-Executive)

Prakash Shah – Director

Auditors

M/s. A. W. KETKAR & Co.

Mumbai

Registered Office

71, Laxmi Building,

Sir P. M. Road, Fort,

Mumbai-400 001.

www.bacilpharma.com

Factory Site

D-11/1/2, MIDC,

Lote Parshuram Industrial Area,

Taluka Khed, Dist. Ratnagiri 415 722

Bankers

Union Bank of India

Mumbai Samachar Marg, Mumbai – 400 023

Chiplun – Maharashtra

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

BACIL PHARMA LIMITED

NOTICE

NOTICE is hereby given that the Twenty-Fourth Annual General Meeting of the members of BACIL PHARMA LIMITED will be held at 10.00 A.M. on Friday, 30th September 2011 at 71, Laxmi Building, 4th Floor, Sir P. M. Road, Fort, Mumbai 400 001 to transact the following ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March 2011 together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Nitin Kochar, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and fix their remuneration.

Mumbai : August 30, 2011
REGISTERED OFFICE
71, Laxmi Building,
Sir P. M. Road, Fort,
Mumbai 400 001.

By Order of the Board of Directors

PRAKASH SHAH
Director

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. Proxies must be received at the registered office of the Company not less than forty-eight hours before the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September 2011 to Friday, 30th September 2011 (both days inclusive).
3. Members are requested to expeditiously intimate any change in their address registered with the Company.
4. Members are requested to bring their copies of the Annual Report at the time of Annual General Meeting.

BACIL PHARMA LIMITED

To
The Members,
BACIL PHARMA LIMITED.

DIRECTORS' REPORT

The Directors have pleasure in submitting the Annual Report along with the audited statement of accounts for the year ended March 31, 2011.

FINANCIAL HIGHLIGHTS

The Company was unable to procure any Export Order of Agro Products and no shipment was exported during the year under review.

The Gross Income from services and other receipts during the year was Rs. 5,46,700/- as compared to Rs. 2,62,358/- in the previous year. Due to loss for the current year, your Directors are unable to recommend any dividend.

No activities were carried out at the plant of the company and the expenses pertaining to the said facility were included under the head project pre-operative expenses pending allocation, as per past practice.

The Directors have also considered the sale/dispose off the Industrial Undertaking of the Company consisting of plots of Industrial Land including factory Building and Plant & Machinery situated at MIDC, lote parshuram, Dist. Ratnagiri, and suitable steps will be taken in this regard.

CORPORATE GOVERNANCE

Your Company has ever been an ardent practitioner of the core values of corporate governance. A separate report on Corporate Governance is attached herewith.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Directors confirm that:

- 1) In the preparation of the annual accounts, the applicable accounting standards had been followed;
- 2) Appropriate accounting policies as mentioned in Schedule No. 12 have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2011 and of the loss for the year ended on that date;
- 3) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) The annual accounts have been prepared on a going concern basis.

DIRECTORS

Dr. Nitin Kochar, Director retire by rotation and being eligible offer himself for reappointment.

LISTING AGREEMENT

The Shares of the Company are listed on Bombay Stock Exchange Ltd. (BSE), Ahmedabad Stock Exchange Ltd. (ASE) and The Delhi Stock Exchange Association Ltd. (DSE) and have paid Annual Listing Fees for the year 2011-2012 to BSE. The Company has initiated the process of voluntarily delisting of its securities from ASE and DSE.

PERSONNEL

No employee is receiving remuneration beyond the limit prescribed under the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended up to date.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Since the Company has not commenced any manufacturing activity, information about Conservation of energy and technology absorption is not applicable.

The Company has no foreign exchange earning and outgo during the year under review.

AUDITORS

M/s. A. W. Ketkar & Co., Chartered Accountants, Auditors of the Company retires on conclusion of the ensuing Annual General Meeting. They are eligible for reappointment and members are requested to appoint the auditors.

ACKNOWLEDGEMENT

The Board wishes to place on record its appreciation for the valuable Co-operation and support extended by Employees, Registrars and other agencies. We are also grateful to all the Shareholders for reposing their confidence in the Company.

By Order of the Board of
Directors

Place : Mumbai
Dated : August 30, 2011

PRAKASH SHAH	SHIRISH SHETYE
Director	Director

Annexure to Directors' Report

MANAGEMENT DISCUSSION AND ANALYSIS

Industry structure and developments

The Company has not started any activities at its factory premises at MIDC, Lote (Maharashtra) due to financial constrain and non-availability of the funds. During the year under review the Company has not done any export of agro commodities and the company is in the process of exploring new opportunities in the trading business including export. The report contains certain forward-looking statements, which are based on certain assumptions and expectations of future events.

Opportunities and threats

There is growing demand for agro commodities in India and abroad specifically due to opening of the Indian Economy to world competition. Agro products and commodities are on demand both in the local and export market.

As far as threats are concerned no significant threats except the general market conditions are perceived in the near future.

Outlook

The outlook for agro products and commodities in general is good for the years to come. The Company is taking necessary measures to arrange the required finance for the project implementation and working capital requirements for its plant at MIDC, Lote (Maharashtra) or will have to evaluate other avenues or to lease or dispose off the existing manufacturing facilities and diversify in to other areas.

Internal control systems

The company has a proper and adequate security system barring natural calamities to ensure that all assets are safeguarded and protected against any possible loss from unauthorised use or disposition. The internal systems and other records are reliable, for preparing financial statements and other information, and for maintaining accountability of assets. Proper security arrangements are being made for safety of all assets, even though the insurance cover for plant and machinery is not obtained.

Financial and operational performance

During the year under review, the Company was unable to procure any Export Order and has not carried out any manufacturing activities from facilities available with the company.

Cautionary Statement

The delay in project implementation has caused increase in project preoperative expenses. Statements in this Management Discussion and Analysis Report are based upon the data available with the company at this point of time and on certain assumptions having regard to the economic conditions, government policies, and political developments within and outside the country. The management is not in a position to guarantee the accuracy of the assumptions and the projected performance of the company in future. It is, therefore, cautioned that the actual results may differ from those expressed or implied herein. Delay in project implementation and commercial production has already caused depletion of the existing plant & machinery, due to plant being in chemical zone and the same will have a barring in the near future for extensive repairs & maintenance.

Annexure to Directors' Report

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on code of corporate governance

Bacil Pharma Limited's philosophy on corporate governance envisages the attainment of transparency, accountability and equity, in all facets of its operations and all its transactions with its stakeholders, including shareholders, employees and government.

2. Board of Directors

i) Composition and Category of directors:

The Board of Directors comprises of Four Directors, all are being Non-Executive Directors. Out of four Directors, two directors are promoters and remaining two directors are independent. All Directors are liable to retire by rotation.

ii) Attendance of each director at Board Meetings and the last Annual General Meeting (AGM):

Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance at Last AGM
Mr. Shirish Shetye	Independent	5	Yes
Dr. Nitin Kochar	Independent	4	Yes
Mr. Prakash Shah	Promoter	5	Yes
Dr. L. L. Hingorani	Promoter	4	Yes

iii) Number of other Board of Directors or Board Committees where Directors of the Company are a Director/ Member/ Chairman

Name of Director	No. of Directorships in other Boards*	No. of Memberships in other Board Committees**	No. of Chairmanships in other Board Committees
Mr. Shirish Shetye	1	0	0
Dr. Nitin Kochar	0	0	0
Mr. Prakash Shah	4	0	0
Dr. L. L. Hingorani	0	0	0

* These exclude directorship held in foreign companies, private limited companies which are not subsidiaries or holding companies of public limited companies, unlimited companies, associations not carrying on business for profit or which prohibit the payment of dividend, statutory entities and also alternate directors as provided under Section 278 of the Companies Act, 1956

** Membership in Audit Committees/ Shareholder Grievance Committee/ Remuneration Committee of all Public Limited Companies has been considered.

- iv) Details of Board Meetings held for the period 1/04/2010 to 31/03/2011

Sr. No.	1	2	3	4	5
Date	31/05/10	31/07/10	30/09/10	13/11/10	07/02/11

3. Audit Committee

- i) Brief description of terms of reference:

The terms of reference of this committee cover matters specified under the Listing Agreement and the Companies Act, 1956.

- ii) Composition, name of members and Chairperson:

The Audit Committee comprises two independent, non-executive directors, Mr. Shirish Shetye, Dr. Nitin Kochar and promoter, non-executive director Mr. Prakash Shah with Mr. Shirish Shetye as chairman of the Committee.

- iii) Meetings and attendance during the year:

Dates of meetings	
Sr. No.	Date
1	31/05/10
2	31/07/10
3	30/09/10
4	13/11/10
5	07/02/11

Attendance of Meetings	
Name of Member	No. of Meetings attended
Mr. Shirish Shetye	5
Mr. Prakash Shah	5

4. Remuneration Committee

- i) Brief description of terms of reference

The role of the committee is to consider the company's policy on specific remuneration packages for executive directors and Manager and determine the same within the overall limits provided in the Companies Act, 1956. The decisions of the committee are placed before the Board of Directors at the subsequent meeting for its approval.

- ii) Composition, name of members and Chairperson

The Remuneration Committee comprises two independent, non-executive directors, Dr. Nitin Kochar, Mr. Shirish Shetye and promoter, non-executive director Mr. Prakash Shah with Dr. Nitin Kochar as chairman of the Committee.

- iii) Attendance during the year

A meeting of the committee was held on 31/07/2010 and the same was attended by the all committee members during the year under review.

- iv) Remuneration policy

Non-Executive Directors of the Company have not received any remuneration. The remuneration payable to Manager is reviewed at the time of re-appointment. The Company has no Stock Option Scheme for any of its Directors/ Employees.