

27th
ANNUAL REPORT
2013-2014

BACIL PHARMA LIMITED

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

BACIL PHARMA LIMITED

Board of Directors

Prakash Shah – Director
Shirish Shetye – Director (Independent – Non-Executive)
Lalit Jain – Director (Independent – Non-Executive)

Registered Office

71, Laxmi Building,
Sir P. M. Road, Fort,
Mumbai – 400 001.
www.bacilpharma.com
E-mail : info@bacilpharma.com
CIN: L24200MH1987PLC043427

Bankers

Union Bank of India
Mumbai Samachar Marg, Mumbai – 400 023
Chiplun – Maharashtra

Auditors

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

Factory Site

D-11/1/2, MIDC,
Lote Parshuram Industrial Area,
Taluka Khed, Dist. Ratnagiri - 415 722

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

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the shareholders of Bacil Pharma Limited will be held on Tuesday, 30th September, 2014 at the Company's Registered Office at 71, Laxmi Building, Sir P.M. Road, Fort, Mumbai-400001 at 9.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and Statement of Profit & Loss Account of the Company for the year ended on that Date and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Shirish Shetye (DIN: 00148086), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Shirish Shetye, who was appointed as a Director liable to retire by rotation, and whose term expires at this Annual General Meeting, be and is hereby appointed as Non-Executive Independent Directors of the Company to hold office for a term of 5 (Five) consecutive years upto the conclusion of the 32nd Annual General Meeting of the Company.

3. To appoint Auditors of the Company and to fix their remuneration and in this regard to consider, and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, M/s A. W. Ketkar & Co. Chartered Accountants (Firm Registration No: 105006W), the retiring auditors of the Company be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To appoint Shri Lalit Jain (DIN: 00941024) as an Independent Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Lalit Jain, who was appointed as a Director liable to retire by rotation, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of 5 (Five) consecutive years upto the conclusion of the 32nd Annual General Meeting of the Company.

5. To authorize the Board of Directors or a Committee thereof to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s) the movable and immovable properties of the Company, both present and future and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution.

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“RESOLVED THAT, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors or any Committee of Directors as may be authorized by the Board in this regard (hereinafter referred to as “the Board”) to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage/Pledge/ Security and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the Company.

RESOLVED FURTHER THAT, in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached thereto.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

6. To authorize the Board or a Committee thereof to borrow up to Rs. 50 Crores and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT, in super session of any earlier resolutions and in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as “the Board”) to borrow moneys, from time to time, whether as rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) from banks, Financial Institutions, Mutual Funds, Trusts, Other Bodies Corporate or from any other source, located in India or abroad, whether secured or unsecured, on such terms and conditions suitable by the Board of Directors up to rupees fifty crores only, in one or more tranches, any sum or sums of monies which together with the monies already borrowed by the Company, if any (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), notwithstanding that the same be in excess of the aggregate of the, then paid up capital and free reserves of the Company.

RESOLVED FURTHER THAT, the Board (for the purpose of this Resolution, the “Board” would include any Director in Single capacity and/or any Committee of Directors as may be authorized by the Board in this regard) be and are hereby authorized to negotiate with the lending entities and to finalize and execute the documents and deeds as may be applicable for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.

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RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

7. Delisting of Equity Shares:

To consider, and, if thought fit, to pass with or without modifications, the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 110 of Companies Act, 2013, Securities Contract (Regulation) Act, 1956 and the rules framed there under, Listing Agreements, Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter) and all other applicable laws, rules, regulations and guidelines and subject to all such condition and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to, by the Board of Directors of the Company and subject to the approval of the members of the Company, the Company’s Ordinary (Equity) Shares be and are hereby de-listed voluntarily from the Delhi Stock Exchange Limited and Ahmedabad Stock Exchange Limited.”

“RESOLVED FURTHER THAT Mr. Prakash Shah and / or Mr. Shirish Shetye, Directors of the Company be and are hereby authorised to execute all documents, papers and to do all such acts which is necessary for delisting the securities from the above stock exchanges.”

By Order of the Board of Directors

Place: Mumbai

Date: August 28, 2014

PRAKASH SHAH

Director

INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 49(VI)(A) OF THE LISTING AGREEMENTS

Name	Prakash Shah	Shirish Shetye	Lalit Jain
Relationship with other Directors interse	None	None	None
Date of Birth	15/01/1956	07/05/1955	04/06/1969
Date of Appointment	09/08/1990	25/03/2003	24/02/2012
DIN	01136800	00148086	00941024
Qualification	C. A.	C. S.	B.Com, LL.B.
Expertise in specific functional area	Taxation, Audit & Finance	Company Matters	Business Management
No. of Shares held in the companies	760400	Nil	Nil
Directorships held in other Public Companies	3	1	Nil
Position held in mandatory committees of other companies	Nil	Nil	Nil

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. 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.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24th September 2014 to Tuesday, 30th September 2014 (both days inclusive).
3. 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.
4. Non-Resident Indian Members are requested to inform M/s. Bigshare Services Pvt. Ltd., immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin-code number, if not furnished earlier.
5. Members are requested to bring their copies of the Annual Report at the time of Annual General Meeting.
6. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in regard to the business as set out in the notice is annexed hereto.
7. The Notice of AGM along with the Annual Report 2013-14 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. For Members who have not registered their email addresses, physical copies are being sent by permitted mode.
8. Voting through Electronic means:

In compliance with provision of Section 108 of the companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, the Company is pleased to provide members, the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. The e-voting facility is available at the link <https://www.evotingindia.co.in>
9. The instructions and process for e-voting as under:
 - i) The voting period begins on Tuesday, 23rd September, 2014 at 9.00 a.m. and ends on Thursday, 25th September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Thursday, 28th August, 2014, may cast their vote electronically. The e-voting module shall be classified by CDSL for voting thereafter.
 - ii) The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on 28th August, 2014.
 - iii) The shareholders should log on to the e-voting website www.evotingindia.com
 - iv) Click on "Shareholders" tab.

- v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) For Shareholders holding shares in physical form and first time users holding shares in electronic form, the steps given below are to be followed:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account / folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for **Bacil Pharma Limited** to vote.

- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

1. Ms. Shikha Fatehpuria, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

2. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Ms. Shikha Fatehpuria, Scrutinizer at his office situated C-303, Palm Spring Complex, Near D-Mart, Malad (West), Mumbai – 400 064, Email : csshikhafatehpuria@gmail.com, so as to reach her on or before 25th September, 2014 by 6.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
3. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to csshikhafatehpuria@gmail.com by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer's Office not later than Wednesday, 25th September, 2014 (6.00 p.m. IST).

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both these modes, then voting done through e-voting shall prevail and the vote cast through Ballot shall be treated as invalid.

4. The Results shall be declared along with the Scrutinizer's Report and shall be placed on the Company's website www.bacilpharma.com and on the website of CDSL www.evoting.cdsi.com within 2 (two) days of passing of the resolutions at the 27th Annual General Meeting and will be communicated to BSE Limited, Delhi Stock Exchange Limited and Ahmedabad Stock Exchange Limited, where the shares of the company are listed.

Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at item nos. 4 to 7 of the accompanying notice dated 28th August, 2014

ITEM NO. 4

Shri Lalit Jain was appointed as Non – Executive Independent Directors whose period of office is liable to be determined by retirement of Directors by rotation under the erstwhile applicable provisions of The Companies Act, 1956. In terms of sections 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under, Shri Lalit Jain is now being appointed as Non-Executive Independent Director for the terms of 5 (five) consecutive years upto the conclusion of the 32nd Annual General Meeting of the Company and not liable to retire by rotation.

Mr. Lalit Jain B.Com, LL.B. has vast business experience and the Company will be benefited with his knowledge and experience. The Board recommends his appointment.

Mr. Lalit Jain is interested in passing of the resolution.

No other director is interested in the resolution with regards to their appointment.

ITEM NO. 5

Under Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company can not except with the consent of the Shareholders, by Special Resolution passed in the General Meeting, Sell, Lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The undertaking of the Company comprises of the Building, Plant & Machinery of the Company, situated at D-11/1/2, MIDC, Lote Parshuram Industrial Area, Taluka Khed, Dist. Ratnagiri - 415 722 and adjoining Plot No. at D-11/1/1.

The Plant & Machinery and the Building of the Company has depleted and has become obsolete due to passing of time, not in use and the change of technology. Also the amount to refurbish/ remodel / repair the existing machinery to put in use may require substantial funds which even may or may not give the required results.

Keeping in view the present scenario and the condition of existing Building, Plant & Machinery it is thought fit to explore the possibilities and to sale/dispose of the existing undertaking to suitable party.

To enable the Management to take the steps to sale/dispose of the undertaking it is thought fit to take the consent of the Members of the Company and to consider and if thought fit to pass with or without modification the proposed Resolution as set out in Item No. 5 of the Notice.

None of the Directors is interested in the said Resolution.

ITEM NO. 6:

The company may, if necessary, borrow funds from banks, Financial Institutions, Mutual Funds, Trusts, Other Bodies Corporate or from any other source, located in India or abroad, whether secured or unsecured, on such terms and conditions suitable by the Board of Directors as mentioned in Resolution.

In order to enable the company to borrow funds in excess of paid up capital and free reserves of the company, it is necessary to pass a Resolution under section 180 (1) (c) of the Act, to borrow an amount not exceeding Rupees 50 crores.

The above proposal is in the interest of the company and the directors recommend the Resolution.

None of the promoters, Directors, Key Managerial Personnel or their relatives is interested in the resolution.

ITEM NO. 7

The Company's Ordinary (Equity) shares are presently listed on the following Stock Exchange in India:

1. Bombay Stock Exchange Limited, Mumbai (BSE)
2. Delhi Stock Exchange Limited. (DSE)
3. Ahmadabad Stock Exchange Limited (UPSE)

Consequent to the recent rapid changes in the capital market and with the availability of nationwide trading facility coupled with wide range and extensive networking of centers on BSE, investors have access to online dealings in the company's securities across the country and substantial volume of trading is carried out through BSE. Accordingly, the trading volumes at the Delhi Stock Exchange Limited and Ahmadabad Stock Exchange Limited have gradually diminished and do not justify the payment of listing fees to them. The Company believes that no particular benefit is available to the shareholders of the company by continuing the listing of Ordinary (Equity) shares.