

28th  
ANNUAL REPORT  
2014-2015

**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)  
Dr. Sneha Shah—Director (Non-Executive woman Director)

### Chief Finance Officer

Jayesh Ramchandra Patil

### 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.,  
Chartered Accountants,  
Mumbai

### Secretarial Auditor

Amruta Kothari & Associates,  
Practicing Company Secretary,  
Thane

### 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

## BACIL PHARMA LIMITED

### NOTICE

**NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the shareholders of Bacil Pharma Limited will be held on Wednesday, 30th September, 2015 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, 2015 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 Prakash Shah (DIN: 01136800), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint M/s A. W. Ketkar & Co., Chartered Accountants, Mumbai (FRN. 105006W) as the Statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration for the financial year ended March 31, 2016.

#### SPECIAL BUSINESS

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

**"RESOLVED THAT** Ms. Sneha Shah (DIN: 07144208) who was appointed as an Additional Director with effect from March 31, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the company who will be liable to retire by rotation"

5. 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), subject to approval of the members in the Annual General Meeting, the consent of the Board of Directors be and is hereby accorded to the re-appointment of Mr. Manmohan Ghildyal, who satisfies all the conditions as set out under Part -I of Schedule V to the Companies Act, 2013, as the "Manager" of the Company with effect from 09th June, 2015 for a period of 3 Years on the same terms and conditions as set out in the agreement approved by the members at the time of previous re-appointment.

**"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 may be 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."

By Order of the Board of Directors  
**Bacil Pharma Limited**

Place: Mumbai

Date: September 02, 2015

Prakash Shah

Director

#### Registered Office

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

## BACIL PHARMA LIMITED

### 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 Thursday, 24th September 2015 to Wednesday, 30th September 2015 (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 2014-15 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. 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 2B prescribed by the Government which can be obtained from the Company's R&T Agents.
10. **Voting through Electronic means:**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

## BACIL PHARMA LIMITED

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Name of the company".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [Scrutinizer \[amrutacs.kothari@gmail.com\]\(mailto:amrutacs.kothari@gmail.com\)](mailto:Scrutinizer@amrutacs.kothari@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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- B. In case a Member receives physical copy of the Notice of AGM  
[for members whose email IDs are not registered with the Company/Depository  
Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip  
for the AGM :

<b><u>EVEN (Remote e-voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>
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- |        |   |  |
|--------|---|--|
| (ii)   | Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.  |  |
| (iii)  | In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800-222-990.  |  |
| (iv)   | If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.  |  |
| (v)    | You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).  |  |
| (vi)   | 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 23 <sup>rd</sup> September, 2015.  |  |
| (vii)  | 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. 23 <sup>rd</sup> September, 2015, may obtain the login ID and password by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or RTA at <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a> .<br><br>However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> or contact NSDL at the following toll free no.: 1800-222-990. |  |
| (viii) | 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.  |  |
| (ix)   | 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.  |  |
| (x)    | Mrs. Amruta Kothari, Practicing Company Secretary, (Membership No. 26359) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.   |  |
| (xi)   | 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 "remote e-voting" or "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.  |  |

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- (xii) 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour 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.
- (xiii) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.bacilpharma.com](http://www.bacilpharma.com) 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.

**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 5 of the accompanying notice dated 02nd September, 2015.**

### **ITEM NO. 4**

The Company has received a notice in writing from a shareholder in accordance with section 160 of the Companies Act, 2013, proposing her candidature for the Director who was appointed on 26<sup>th</sup> March, 2015 in accordance with the provisions of section 161 of the Companies Act, 2013 and hold office Up to the date of this Annual General Meeting of the Company or the latest date on which Annual General Meeting should have been held.

The Board of Directors is of view that presence of Dr. Sneha Shah on the Board is desirable and would be beneficial to the Company and accordingly recommends Ordinary Resolution set forth in item No. 4 of the notice for approval of the members.

Except Mr. Prakash Shah and Dr. Sneha Shah, No other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

### **ITEM NO. 5**

Mr. Manmohan Gildyal (DIN: 02196053) was last Re- appointed as a Manager of the Company for the period of two years and his tenure of appointment has come to end on 09<sup>th</sup> June, 2015. The Board of Directors is of view that with his vast experience the presence of Mr. Manmohan Gildyal would be beneficial to the Company and the Board at its meeting held on July 02, 2015 has approved his continuation as Manager for the period of 3 years with effect from 09<sup>th</sup> June, 2015 and recommend the above resolution for approval of the shareholders as an Ordinary Resolution.

Except Mr. Manmohan Gildyal, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution set forth in item No. 5 of the Notice.

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

Place: Mumbai

Date: 02 September, 2014

**PRAKASH SHAH**  
Director

**Registered Office:**

71, Laxmi Building, 4<sup>th</sup> Floor

Sir P. M. Road, Fort, Mumbai – 400 001

**DIRECTORS' REPORT**

To,  
The Members,  
**Bacil Pharma Limited**

Your directors have pleasure in presenting their 28th Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2015.

**State of Company's Affairs and Future Outlook**

The Company is in the business of Manufacturing of pharmaceuticals, medicinal chemicals and related activities. The directors framed policies and strategies for better utilization of resources of the company. The directors are optimistic about better financial result in the coming years.

**The highlights of the Company's performance are as under:**

Total Income during the year was Rs. 8,07,036/- as compared to Rs. 5,81,822/- in the previous year. The net loss incurred during the year was Rs. 3,18,118/- as compared to net loss of Rs. 10,90,871 in the previous year. Due to recession prevailing in the market, the Company has not taken any new project and is exploring new and suitable areas of business to diversifying its activities. In absence of any profits the Directors are not recommending 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.

**Capitalization of assets of the project**

The Company has not yet started commercial production due to reasons beyond the control of the management and the accounting for the total investments made by the Company in the fixed assets of the project is being relected under two relevant heads i.e. 1) Capital Work in Progress which includes Land, Building and Plant & Machinery, Capital Advances, Material at site and incidental Expenses and 2) Intangible Assets under Development which includes Project Pre-operative, Public Issue and Preliminary Expenses, pending allocations which are deferred to be adjusted till commencement of commercial production, as explained and informed earlier reports.

The Directors have also considered to lease, sale/ dispose of the Industrial undertaking (Building and Plant & Machinery) and in spite of efforts done to lease out the assets and to sale/dispose off the same , the management was unable to negotiate and finalize any deal as the response received was not positive.

**Impairment of Assets**

The delay in implementation of the project and the industrial undertaking being in Chemical Zone has already caused substantial depletion of the existing Plant & Machinery of the Project and will have a barring in the near future for extensive repairs and maintenance. There are indications which suggest impairment in the value of the fixed assets being Plant & Machinery and other fixed assests.

**Extract of Annual Return**

The extract of Annual Return, in format MGT -9, for the Financial Year 2014-15 has been enclosed with this report. *Annexure I*

**Number of Board Meetings**

During the Financial Year 2014-15, six meetings of the Board of Directors of the company were held. The date of the meetings of the board held is as under-

S.No.	Date of Meeting	Total Strength of the Board	No. of Directors Present
01	30/05/2014	3	3
02	14/08/2014	3	3
03	28/08/2014	3	3
04	14/11/2014	3	3
05	14/02/2015	3	3
06	26/03/2015	3	3



## BACIL PHARMA LIMITED

### Independent Directors' Meeting

During the year under review, Independent Directors met on 14th February 2015, inter-alia, to discuss:

Evaluation of the performance of Non-Independent Directors and the Board as whole.

Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.

Evaluation of the quality, quantity content and timelessness of flow of information between the management and the Board.

### Particulars of Loan, Guarantees and Investments under Section 186

Complete details of LGSI covered under Sec 186 of Companies Act, 2013 as Attached in the financial statements and notes there under.

### Particulars of Contracts or Arrangements with Related Parties

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions, The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board.

### Material Changes Affecting the Financial Position of the Company

In the Financial Year 2014 – 15, there are no Material changes which will affect the Financial Position of the Company.

### Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo

Since the Company is not engaged in any activities, the particulars relating to conservation of energy, technology absorption, Foreign Exchange Earnings and Outgo in the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988, are not applicable.

### Risk Management Policy

During the year of review, company engaged in the process of Risk Management and evaluate the elements of business risk. The risk management framework defines the risk management approach of the company and includes periodic review of such and also documentation, mitigating controls and reporting mechanism of such risk.

#### Details of Directors and Key Managerial Personnel

Sr. No.	Name and Address	Designation	Date of Appointment	DIN/PAN
1	Mr. Shirish Suryakant Shetye 603 Vastu Shilp Shree Vastu Enclave, Rajmata Jijabai Marg pump house Andheri east, Mumbai, 400093, Maharashtra, India	Non-executive Independent Director	25/03/2003	00148086
2	Mr. Prakash Bhoorchand Shah 13, Prem Niwas, 652 Dr Ambedkar road, Khar, Mumbai, 400052, Maharashtra, India	Director	09/08/1990	01136800
3	Mr. Lalit jain 10th a, heavy industrial area, jodhpur, 342001, Rajasthan, India	Non-executive Independent Director	24/02/2012	00941024
4	Ms. Sneha Prakash Shah 13, Prem Niwas, 652, dr. Ambedkar road, Khar (west), Mumbai, 400052, Maharashtra, India	Non-executive Women Director Additional Director	31/03/2015	07144208
5	Mr. Man Mohan Ghildyal b-25 Sanman c-op h. society Pakhdi Kharigaon, kalwa (west), Thana, 400605, Maharashtra, India	Manager	10/06/2002	AFVPG9931N
6	Mr. Jayesh Ramchandra Patil 23/3a, Bhai Bandarkar Colony, Cpt P P Road, Cuffe Parade, Mumbai, 400005, Maharashtra	CFO	31/03/2015	ATPPP3597F

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In accordance with the provisions of the Act and the Articles of Association of the Company Mr. Prakash Shah, Director who is liable to retire by rotation presents himself for re-appointment.

Ms. Sneha Shah is appointed as an Additional Director (Non Executive Women Director) on 31st March 2015, to comply with the clause 49 of listing agreement and Provisions of Companies Act, 2013.

The Company has received Declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and under Clause 49 of the listing agreement.

### Board Evaluation

Formal Annual evaluation has been made by the Board of its own Performance and that of its Committees & Individual Directors during the meeting of Board of Directors and by common discussion with concerned persons

### Particulars of Employees

During the year, there was no employee in receipt of remuneration as prescribed in the Rule 5(2) of the companies (Appointment and Remuneration of managerial personnel) Rules, 2014.

### Audit Committee

The Audit Committee comprises Independent Director namely Mr. Shirish S. Shetye (Chairman), Mr. Lalit Jain and Mr. Prakash B. Shah as other member. All the recommendations made by the Audit Committee were accepted by the Board.

### Nomination & Remuneration Committee & Policy

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Details of this policy is given here under:

In compliance with section 178 of the Act and Clause 49 of the Listing Agreement the Board has re-constituted the existing "Remuneration Committee" by changing its Nomenclature as "Nomination and Remuneration Committee".

The Nomination and Remuneration Committee comprises Non-executive Directors namely Mr. Shirish S. Shetye (Chairman) , Mr. Lalit Jain and Mr. Prakash B. Shah as other member.

### Stakeholders Relationship Committee

In compliance with section 178 of the Act the Board has constituted "Stakeholders Relationship Committee".

The Stakeholders Relationship Committee comprises Non-executive Directors namely Mr. Shirish S. Shetye (Chairman), Mr. Lalit Jain and Mr. Prakash B. Shah as other member.

Name of the Member	Designation	No. of meetings held 4
		Attended
Mr. Shirish S. Shetye	Chairman	4
Mr. Lalit Jain	Member	4
Mr. Prakash Shah	Member	4

### Investor Relations

The following table shows the nature of complaints received from the Shareholders during the year ended 31st March, 2015, all of which have been resolved during the year.

Nature of Complaints	No. of Complaints
There are no complaints received from shareholders during the year 2014-2015	-

There are no Shareholders complaints pending as on 31st march 2015.

### Disclosure on Establishment of a Vigil Mechanism

The Company has Vigil Mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. No personnel had been denied access to the Audit Committee to lodge their grievances.

### Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

There were no complaints reported under the prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.