

29th
ANNUAL REPORT
2015-2016

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 Ninth Annual General Meeting of the shareholders of Bacil Pharma Limited will be held on Friday, 30th September, 2016 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, 2016 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 Ms. Sneha Shah (DIN: 07144208), who retires by rotation at this Annual General Meeting and being eligible has offered herself 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, 2017.

By Order of the Board of Directors

Bacil Pharma Limited

Place: Mumbai

Date: August 13, 2016

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 Saturday, 24th September 2016 to Friday, 30th September 2016 (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 2015-16 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 Regulation 44 of the SEBI(LODR) Regulations, 2015, 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).

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- 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 27th September, 2016 (9:00 am) and ends on 29th September, 2016 (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 23rd September, 2016, 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

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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 :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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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 www.evoting.nsdl.com 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 rd September, 2016. | |
| (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 rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA at info@bigshareonline.com . | |
| | 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 www.evoting.nsdl.com 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 along with the report of the Scrutinizer shall be placed on the website of the Company www.bacilpha.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.

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

Place: Mumbai
Date: 13 August, 2016

PRAKASH SHAH
Director

Registered Office:
71, Laxmi Building, 4th Floor
Sir P. M. Road, Fort, Mumbai – 400 001

BACIL PHARMA LIMITED

CIN – L24200MH1987PLC043427

DIRECTORS' REPORT

To,
The Members,
Bacil Pharma Limited

Your directors have pleasure in presenting their 29th Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2016.

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

No commercial activity was carried out at the plant of the company during the year.

Total income during the year was Rs. 6,25,454/- as compared to Rs. 8,07,036/- in the previous year. The net loss during the year was Rs. 6,70,566/- as compared to net loss of Rs. 3,18,118/- in the previous year.

The company has not taken any new project and is exploring new and suitable areas of business to diversifying its activities. In the absence of any profits the directors are not recommending any dividend for the year under review.

The Company has received directions from Central Pollution Control Board (CPCB) to start production only after complying with directions given by CPCB.

Capitalization of assets of the project

As informed earlier 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 as reflected 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 were deferred to be adjusted till commencement of commercial production.

The Company during the year had capitalized the cost of purchase, installation and amounts shown under the head capital work in progress, intangible assets under development to the respective heads of Assets to reflect the cost incurred since acquisition and expenses incurred on account of additions and work in progress pending capitalisation and was carried forwards for past many years.

Dispose of Assets

As you are aware that in the Annual General Meeting held on 30/09/2014, a resolution was passed authorising the Board to take all steps to Sale/dispose or lease the assets of the Company, The Management has initiated steps to dispose of the Assets of the Company after receiving suitable enquiries.

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 of the same, the management was unable to negotiate and finalize any deal as the response received was not positive and in the interest of the company.

The Company had explored the possibility to lease out the assets to a party for which no final decision could be taken after preliminary enquiry. The said party on the contrary filed a baseless case on the Company and made a claim, which is being contested at respective level. The company does not envisage any liability on this account.

Impairment of Assets

The Management is of the view of that there will be substantial amount of loss due to impairment of the Assets i.e. Plant & Machinery and Factory Building, on account of continuation corrosion and rusting due to unit being situated in Chemical Zone and non use of these assets, even though all steps are taken by Management for upkeep of the same. No estimated loss is provided in the books of accounts due to possible impairment of assets, the same will be accounted on sale / disposal of assets.

Extract of Annual Return

The extract of Annual Return, in format MGT -9, for the Financial Year 2015-16 has been enclosed with this report. - Annexure

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Number of Board Meetings

During the Financial Year 2015-16, six meetings of the Board of Directors of the company were held. The date of the meetings of the board held is as under-

Sr. No.	Date of Meeting	Total Strength of the Board	No. of Directors Present
01	15/05/2015	4	4
02	02/07/2015	4	3
03	14/08/2015	4	4
04	02/09/2015	4	3
05	09/11/2015	4	4
06	12/02/2016	4	4

Independent Directors' Meeting

During the year under review, Independent Directors met on 12th February 2016, 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.

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 2015 – 16, there are no Material changes which will affect the Financial Position of the Company.

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

As required under Rule 8(3) of the Companies (Accounts) Rules, 2014, the particulars relating to the conservation of energy, technology absorption and the foreign exchange earnings and out go are **NIL**.

Internal Control and System

The company has adequate internal control procedures commensurate with its size and nature of business. The Company has Independent Auditors M/s Amruta Kothari & Associates, Practicing Company Secretary, to review critical areas of operations. The audit reports are reviewed periodically by the management and the audit committee of the Board and appropriate measures are taken to improve the process.

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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 Cp-Op Hsg society Pakhadi 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, India	C.F.O.	31/03/2015	ATPPP3597F

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

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.