25th
ANNUAL REPORT
2011-2012

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)

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-Fifth Annual General Meeting of the members of BACIL PHARMA LIMITED will be held at 10.00 A.M. on Saturday, 29th September 2012 at 71, Laxmi Building, 4th Floor, Sir P. M. Road, Fort, Mumbai 400 001 to transact the following business;

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March 2012 together with the reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Shirish Shetye, who retires by rotation and being eligible offers himself for reappointment.

3. To appoint Auditors and fix their remuneration.

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 Mr. Lalit jain, be and is hereby appointed as director of the Company, liable to retire by rotation."

5 To consider and if thought fit , to pass with or without modification(s), the following resolution as an SPECIAL RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Section 269 read with Schedule XIII and other applilcable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof), the consent of the Company 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 XIII to the Companies Act, 1956, as "Manager" of the Company for a period of 3 years w.e.f. 10th June 2012.

RESOLVED FURTHER THAT Mr. Manmohan Ghildyal be and is hereby re-appointed on the terms and conditions including remuneration as are set out in the agreement to be entered into between the Company and Mr. Manmohan Ghildyal, a draft whereof is placed before the meeting which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment and/or agreement, from time to time without requiring further approval of the members, but so as to be in conformity with Schedule XIII to the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), or any amendments and/or modification(s) that may hereafter be made thereto by the Central Government in that behalf from time to time or any amendments there to as may be agreed to between the Board and Mr. Manmohan Ghildyal.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorised to amend the aforesaid agreement between the Company and Mr. Manmohan Ghildayal to give effect to such modification, relaxation or variation without any further reference to the Company in general meeting.

RESOLVED FURTHER THAT Mr. Prakash Shah, and Mr. Shirish Shetye, Directors of the Company, be and are hereby severally authorised to do all such acts and things and deal with all such matters and take all such steps and finalise, approve, modify and sign the aforesaid agreement and all such papers/forms/documents as may be necessary for giving effect to the above resolution and that the Common Seal of the Company, if necessary, be affixed thereto in accordance with the provisions of the Articles of Association of the Company."

Mumbai : May 30, 2012
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 Monday, 24th September 2012 to Saturday, 29th September 2012 (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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4

The Board of directors has appointed Mr. Lalit Jain as an additional director. Pursuant to the provisions of the articles of association of the Company and the companies act, 1956, Mr. Lalit Jain holds office till the conclusion of the next Annual General Meeting. The Company has received notice under section 257 of the Companies ACT, 956 from a member alongwith a deposit of Rs. 500/- indicating his intention to propose Mr. Lalit Jain to the office of Directors at the ensuing annual General meeting of the Company. Mr. Lalit Jain B.Com, L.L.B. has vast business experience in various fields & his association will be of immense help to the company. The Board of Directors recommends passing of the proposed resolution.

None of the directors other than Mr. Lalit Jain is interested in the above resolution.

Item No. 5

Mr. Manmohan Ghildayal was holding the office of Manager upto 9th June, 2012.

Mr. Manmohan Ghildayal is a science Graduate and accorded approved by F.D.A. in Fine Chemicals Bulk Drug, aged 58 years, is eligible for re-appointment as a manager of the Company subject to the approval of the shareholders in the forthcoming General meeting. He has a total experience of 35 years.

The draft agreement to be entered into by the Company with Mr. Manmohan Ghildayal , in respect of his appointment , inter alia , contains the following terms and conditions:

Mr. Manmohan Ghildayal shall be entitled to remuneration of ₹ 15000/- per month (all inclusive) with effect from 10th June, 2012.

The terms and conditions of appointment may be altered and varied from time to time by the Board of Directors of the Company as it may, in its discretion, deem fit so as to be in conformity with Schedule XIII to the Companies Act, 1956 (including and statutory modification(s) or re-enactment thereof, for the time being in force), or any amendments thereto.

The Agreement may be terminated by either party (Company or the Manager) by giving the other three months prior notice of termination in writing.

The draft Agreement to be entered into between the Company and Mr. Manmohan Ghildayal, is available for inspection by the members of the Company at the Registered Office of the Company on any working day excluding Saturdays and holidays, one day before the date of the ensuing Annual General Meeting between 11.00 a.m. and 12.30 p.m.

The remuneration payable to Mr. Manmohan Ghildayal has been approved by the Remuneration Committee.

None of the Directors is, in any way, concerned or interested in the resolution. The board recommends passing of the resolution.

Mumbai : May 30, 2012
REGISTERED OFFICE
71, Laxmi Building,
Sir P. M. Road, Fort,
Mumbai 400 001.

By Order of the Board of Directors

PRAKASH SHAH
Director

BACIL PHARMA LIMITED

DIRECTORS' REPORT

To
The Members,
BACIL PHARMA LIMITED.

The Directors have pleasure in submitting the Annual Report along with the audited statement of accounts for the year ended March 31, 2012.

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 Trading and other receipts during the year was ₹ 51,46,665/- as compared to ₹ 5,46,700/- in the previous year.

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 Note No. 1 have been 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, 2012 and of the profit 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

Mr. Lalit Jain was appointed as additional director of the Company and holds office till the conclusion of ensuing Annual General meeting. The Board recommends his appointment.

Mr. Shirish Shetye, Director retire by rotation and being eligible offer himself for reappointment.

Dr. Nitin Kocher and Mr. L.L. Hingorani, Directors, have resigned during the year. The Board places on record its appericiation of the services rendered and guidance given by them during their tenure as directors on the Board.

BACIL PHARMA LIMITED

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 2012-2013 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 : May 30, 2012

PRAKASH SHAH
Director

SHIRISH SHETYE
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. In absence of permission which is pending with maharashtra pollution Control Board no commercial activities can be undertaken at the plant.

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 un-authorised 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. The company has carried out only trading activities.

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 Three Directors, all are being Non-Executive Directors. Out of Three Directors, one director is promoter 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. Prakash Shah	Promoter	6	Yes
Mr. Shirish Shetye	Independent	5	Yes
Mr. Lalit Jain	Independent	1	No
Dr. L. L. Hingorani	Promoter	4	Yes
Dr. Nitin Kochar	Independent	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. Prakash Shah	4	0	0
Mr. Shirish Shetye	1	0	0
Mr. Lalit Jain	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 1/04/2011 to 31/03/2012

Sr. No.	1	2	3	4	5	6
Date	14/05/11	12/08/11	30/09/11	14/11/11	06/02/12	24/02/12

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, Mr. Lalit Jain 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	14/05/11
2	12/08/11
3	30/09/11
4	14/11/11
5	06/02/12
6	24/02/12

Attendance of Meetings

Name of Member	No. of Meetings attended
Mr. Shirish Shetye	5
Mr. Prakash Shah	6
Mr. Lalit Jain	1

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, Mr. Shirish Shetye, Mr. Lalit Jain and promoter, non-executive director Mr. Shirish Shetye as chairman of the Committee.

iii) Attendance during the year

A meeting of the committee was held on 12/08/2011 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.

5. Shareholders' / Investors' Grievance Committee

i) Name of non-executive director heading the committee

Mr. Shirish Shetye

ii) Name and designation of compliance officer

Mr. Prakash Shah – Non-Executive/ Promoter Director

iii) Numbers of shareholders' complaints received so far

7 complaints were received during the year under review. All the complaints received have been generally resolved to the satisfaction of the shareholders and no complaint is lying unresolved for the year ended 31/03/2012.

6. General Body Meetings

i) Location and time, where last three Annual General Meetings held:

Sr. No.	Particulars	Date	Venue	Time
1	22nd Annual General Meeting for the Financial Year 2008-2009	30/09/2009	71, Laxmi Building, 4th Floor, Sir P. M. Road, Fort, Mumbai – 400 001	10.00 A.M.
2	23nd Annual General Meeting for the Financial Year 2009-2010	30/09/2010	71, Laxmi Building, 4th Floor, Sir P. M. Road, Fort, Mumbai – 400 001	10.00 A.M.
3	24th Annual General Meeting for the Financial Year 2010-2011	30/09/2011	71, Laxmi Building, 4th Floor, Sir P. M. Road, Fort, Mumbai – 400 001	10.00 A.M.

ii) The Company has not passed any resolution at any annual general meeting, which was required to be passed through postal ballot as per the provisions of the Companies Act, 1956, and the rules framed thereunder.

7. Disclosures

i) The Company has complied with the requirements of regulatory authorities on capital markets and no penalties/ strictures have been imposed against it in the last three years.

ii) There are no materially significant related party transactions made by the Company with its promoters, Directors or Management, their subsidiaries or relatives etc. that may have any potential conflict with the interest of the Company at large. The register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval.

iii) Transactions with the related parties are disclosed in Note No. XVII of Notes 1to the Accounts in the Annual Report.

8. Particulars of Directors Eligible for Re-Appointment

Mr. Shirish Shetye

Mr. Shirish Shetye is a practicing Company Secretary, who has vast experience in the field of company law matters, Re-appointment of Mr. Shirish Shetye on the Board will bring his expert knowledge and guidance and the Company will benefit from his experience. He joined the Board of your Company on 25/03/2003, he is the chairman of the Audit Committee and the member of the Remuneration Committee and investor Grievance & Share Transfer Committee.

Mr. Lalit Jain

Mr. Lalit Jain was appointed as an Additional Director on 24th February, 2012 and holds office till the conclusion of ensuing annual general meeting and being eligible offers himself for appointment. Mr. Lalit Jain B.Com, L.L.B. has vast business experience in various fields & his association will be of immense help to the company.

9. Means of Communication

Quarterly/ Half-yearly results are taken on record by the Board and submitted to the BSE in terms of the requirement of Clause 41 of the Listing Agreement. Quarterly/ Half-yearly results are usually published in English in Free Press Journal and in vernacular in Daily Navshakti from Mumbai.

Your Company has a system of sending Annual Report to their shareholders once in a year. The company's website www.bacilpharma.com contains a separate section 'Investor Relations' where shareholders information is also available.

No presentation has been made to institutional investors or to analysts during the year under review.

10. General Shareholder Information

i) ANNUAL GENERAL MEETING

Date and Time

29th September 2012 at 10.00 A.M.

Venue

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

ii) Financial Calendar (tentative)

Results for the quarter ending	30th June 2012	Second Week of August 2012
- do -	30th September 2012	Second Week of November 2012
- do -	31st December 2012	Second Week of February 2013
Results for the year ending	31st March 2013	Second week of May 2013
Annual General Meeting		September 2013

iii) Annual Book Closure

24th September 2012 to 29th September 2012 (both days inclusive)

iv) Listing of Shares

The shares of the Company are listed on Mumbai Stock Exchange (Stock Code – 524516) and the Listing Fees for the year 2012-2013 have been duly paid. The Company's shares are also listed on Delhi Stock Exchange (Stock Code – 07450) and Ahmedabad Stock Exchanges (Stock Code – 07092). However, no trading has taken place at these Stock Exchanges. The Company has initiated for delisting of shares from these stock exchanges and necessary steps are being taken for the same.

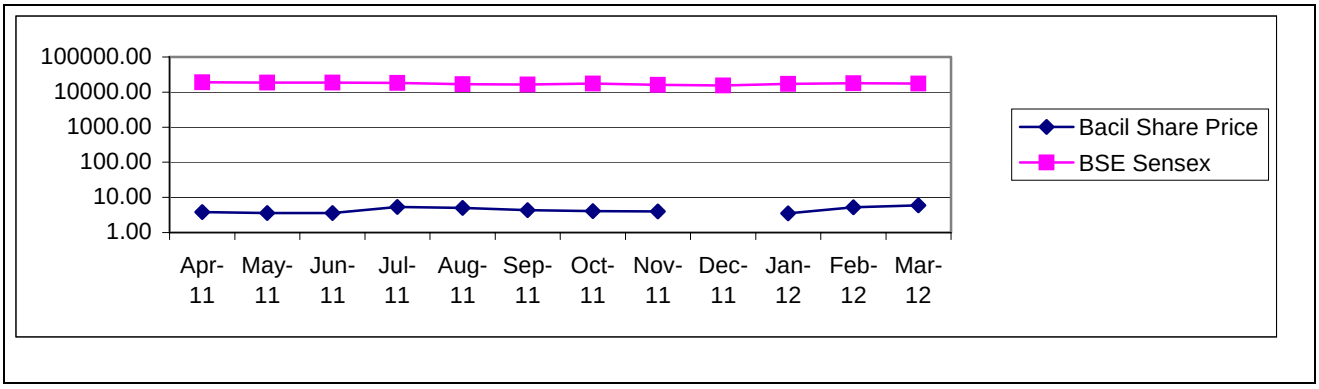
v) **Dividend Payment Date**

Company has not declared any dividend

vi) Stock Market Data, The Bombay Stock Exchange, Mumbai

Month	Highest (₹)	Lowest (₹)	Close (₹)
April 2011	3.86	2.42	3.86
May 2011	4.05	3.53	3.60
June 2011	3.60	3.43	3.60
July 2011	5.61	3.60	5.40
August 2011	5.67	5.00	5.00
September 2011	5.25	4.30	4.30
October 2011	4.09	4.09	4.09
November 2011	4.00	3.89	4.00
December 2011	---	---	---
January 2012	3.81	3.50	3.50
February 2012	5.23	3.55	5.23
March 2012	9.25	5.49	6.00

vii) Stock performance of Company in comparison to BSE Sensex



viii) **Registered Office/Corporate Office and Registrar & Share Transfer Agent**

Registered Office/Corporate Office

Bacil Pharma Limited
71, Laxmi Building,
Sir P. M. Road, Fort,
Mumbai 400 001.
www.bacilpharma.com

Contact Person:

Mr. Prakash Shah,
Compliance Officer – Director

Phone: (022) 22618452
Fax: (022) 22618327

Registrar & Share Transfer Agent

BIGSHARE SERVICES PVT. LTD.
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (East), Mumbai 400072
www.bigshareonline.com

Contact Person:

Mr. N. V. K. MOHAN,
Managing Director

Phone: (022) 28470652, 28470653
Fax: (022) 28475207

Registered Office

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

ix) Share Transfer System

The Company's shares, whether in physical form or demat form, are processed by the Registrar & Transfer Agents, and are approved by the Committee of Officers for share transfers/ Shareholders Investor Grievance Committee of the Company.

x) Distribution of Shareholding as on 31st March 2012

xi)

Category (Shares)			Total Holders	%age of Total Holders	Total Holding	%age of Total Capital
1	-	5000	5591	86.0551	16052000	27.2530
5001	-	10000	578	8.8964	4882000	8.2886
10001	-	20000	171	2.6320	2584000	4.3871
20001	-	30000	30	0.4618	768000	1.3039
30001	-	40000	21	0.3232	736000	1.2496
40001	-	50000	13	0.2001	637000	1.0815
50001	-	100000	63	0.9697	5422000	9.2054
100001	-	Above	30	0.4618	27819000	47.2309
		TOTAL	**6497**	**100.0000**	**58900000**	**100.0000**

Dematerialisation of Shares and Liquidity

The Company has established electronic link with the depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the International Securities Identification Number (ISIN) allotted to the Company is INE711D01018. The shareholders are welcome to send their shares to any of the depositories for dematerialization. Annual Custody fees have been paid to both depositories for the year 2012-2013. As on 31/03/2012, 13,86,700 equity shares representing 23.54% capital of the company are in dematerialized form.

xii) Plant Location

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

xiii) Address for Communication

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

xiv) Compliance of Code of Conduct

It is hereby declared and confirmed that all the Board members and senior management of the company have complied with the Code of Conduct for the period from 1st April, 2011 to 31st March, 2012.

Auditors' Certificate

To the members of
Bacil Pharma Limited

We have examined the compliance of condition of Corporate Governance by Bacil Pharma Limited for the year ended 31st March 2012 as stipulated in clause 49 of the Listing Agreement of the said company with The Stock Exchange, Mumbai.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit not an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the directors and management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement for the year ended March 31, 2012.

We state that in respect of investor grievances received during the year ended 31st March 2012, no investor grievances are pending against the company as per records maintained by the company and presented to the Shareholders/ Investors Grievance Committee of the company.

We further state that such compliance is neither as assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company

Place: Mumbai
Dated: May 30, 2012

For A. W. KETKAR & CO.
Chartered Accountants
Registration No. :105006W

Address: 4, "SOUKHYA", Opp. B.M.C. Hospital
V. N. Purav Marg
Chunabhatti, Mumbai 400 022

A. W. KETKAR
Proprietor
Membership No.: 012287

BACIL PHARMA LIMITED

AUDITORS' REPORT

To,
The Members of BACIL PHARMA LIMITED,

1. We have audited the attached Balance Sheet of BACIL PHARMA LIMITED as at 31st March 2012 and Cash Flow Statement of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of sub-section 4A of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said Order.

4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:

i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

ii) In our opinion, proper books of Account as required by law have been kept by the Company, so far as appears from our examination of such books;

iii) The Balance Sheet and Cash Flow Statement dealt with by this report are in agreement with the books of account;

iv) In our opinion, the Balance Sheet and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

v) On the basis of written representations received from the directors, as on 31st March, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the Significant Accounting Policies and Notes on Accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :

   a) In case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012; and
   b) In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
   c) In the case of the cash flow statement, of the cash flows of the Company for the year ended on that date.

Place: Mumbai
Dated: May 30, 2012

For A. W. KETKAR & CO.
Chartered Accountants
Registration No. : 105006W

Address: 4, "SOUKHYA", Opp. B.M.C. Hospital
V. N. Purav Marg,
Chunabhatti, Mumbai 400 022.

A. W. KETKAR
Proprietor
Membership No.: 012287

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our report of even date on the accounts of BACIL PHARMA LIMITED, for the year ended on 31st March, 2012.)

1) The provisions of clauses ii, x, xi, xii, xiii, xiv, xv, xvi, xviii and xix of paragraph 4 and 5 of the Companies (Auditors' Report) Order, 2003 are not applicable for the current year.

2) In respect of its fixed assets:

   (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

   (b) As informed to us, fixed assets of the company were physically verified during the year by the Management in accordance with a program of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.

3) During the year the Company has neither granted nor taken any loan, secured or unsecured to/from the Companies, firms or other parties covered in the Register maintained u/s 301 of the Companies Act, 1956.

   As explained to us, the Company has entered into all the particulars of contracts or arrangements referred to in section 301 of the Act.

4) In our opinion and according to the information and explanations given to us, the company has adequate internal control procedures commensurate with the size of the company and nature of its business with regard to purchase and sale of plant and machinery, equipment and other assets.

5) According to the information and explanations provided by the management, there have been no transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956.

6) The company has not accepted any deposits from the public. Accordingly provisions of section 58A and 58AA of Companies Act, 1956 are not applicable to the company.

7) In our opinion the company has an internal audit system commensurate with the size and nature of its Business.

8) The Central Government has not prescribed the maintenance of Cost Records under Section 209(1) of the Companies Act, 1956 for any of the products of the Company.

9) a) As informed to us Provident Fund and Employee State Insurance Act is not applicable to the Company.

   b) According to the information and explanations given to us, there was no undisputed amounts payable in respect of Income-Tax, Wealth-tax, Sales-tax, Custom Duty and Excise Duty, which have remained outstanding as at the date of Balance Sheet for the period of more than six months from the date they became payable.

10) According to the cash flow statement and other records examined by us and the information and explanations given to us, on an overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investments (fixed assets, etc.) and vice versa, other than temporary deployment pending application.

11) The Company has not raised any money through a public issue during the year under review.

12) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

Place: Mumbai
Dated: May 30, 2012

For A. W. KETKAR & CO.
Chartered Accountants
Registration No.: 105006W

Address: 4, "SOUKHYA", Opp. B.M.C. Hospital
V. N. Purav Marg
Chunabhatti, Mumbai 400 022

A. W. KETKAR
Proprietor
Membership No.: 012287

BACIL PHARMA LIMITED

Balance Sheet as at 31st March, 2012 **(Amount in ₹)**

Particulars	Note No.	As at March 31, 2012	As at March 31, 2011
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	**2**	**6,52,71,500**	6,52,71,500
(b) Reserves and Surplus	**3**	**10,23,049**	5,77,191
(2) Non-Current Liabilities		**0**	0
(3) Current Liabilities	**4**		
(a) Short-term borrowings		**34,99,244**	7,70,452
(b) Trade payables		**0**	0
(c) Other current liabilities		**3,11,150**	5,67,885
(d) Short-term provisions		**1,40,048**	1,12,237
Total		**7,02,44,991**	6,72,99,265
II. Assets			
(1) Non-current assets			
(a) Fixed assets	5	**5,68,42,904**	5,63,30,357
(i) Tangible assets			
(ii) Intangible assets			
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments	6	**38,07,015**	69,07,015
(c) Deferred tax assets (net)		**0**	0
(d) Long term loans and advances		**0**	0
(e) Other non-current assets		**0**	0
(2) Current assets	7		
(a) Current investments		**0**	0
(b) Inventories		**39,00,000**	0
(c) Trade receivables		**19,00,000**	1,26,580
(d) Cash and cash equivalents		**6,08,072**	7,70,002
(e) Short-term loans and advances		**9,06,380**	31,65,311
(f) Other current assets		**22,80,620**	0
Total		**7,02,44,991**	6,72,99,265

Summary of Significant Accounting Policies 1

See accompanying notes to the financial statements

In terms of our Report attached.

FOR A. W. Ketkar & Co.
Chartered Accountants.

For and on behalf of the Board

(A. W. Ketkar)
Proprietor.
PLACE : MUMBAI
DATE : 30/05/2012

(DIRECTOR) **(DIRECTOR)**

BACIL PHARMA LIMITED

Statement of Profit and Loss for the year ended 31st March, 2012 **(Amount in ₹)**

Particulars	Note No.	For the year ended March 31, 2012	For the year ended March 31, 2011
I. Revenue from operations	8	**46,00,000**	55,500
II. Other Income	9	**5,46,665**	4,91,200
Total Revenue		**51,46,665**	5,46,700
IV. Expenses:			
Purchase of Stock-in-Trade		**78,00,000**	0
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	10	**(39,00,000)**	0
Employee benefit expense	11	**1,70,331**	1,59,000
Other expenses	12	**5,49,003**	4,44,916
Total Expenses		**46,19,334**	6,03,916
V. Profit before exceptional and extraordinary items and tax		**5,27,331**	(57,216)
VI. Exceptional Items		**0**	0
VII. Profit before extraordinary items and tax		**5,27,331**	(57,216)
VIII. Extraordinary Items		**0**	0
IX. Profit before tax		**5,27,331**	(57,216)
X. Tax expense: (1) Current tax (2) Deferred tax		**81,473**	0
XI. Profit(Loss) from the period from continuing operations		**4,45,858**	(57,216)
XVI. Earning per equity share: (1) Basic (2) Diluted			

Summary of Significant Accounting Policies 1
See accompanying notes to the financial statements

In terms of our Report attached.

FOR A. W. Ketkar & Co.
Chartered Accountants.

For and on behalf of the Board

(DIRECTOR) **(DIRECTOR)**

(A. W. Ketkar)
Proprietor.
PLACE : MUMBAI
DATE : 30/05/2012

BACIL PHARMA LIMITED

CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2012

(Amount in ₹)

	For the year ended March 31, 2012	For the year ended March 31, 2011
A) Cash flow from Operating Activities		
Net Profit before Tax and other extraordinary items	**5,27,331**	(57,216)
Adjustment for		
Taxation	**(81,473)**	0
Depreciation	**0**	0
Operating Profit before working capital changes	**4,45,858**	(57,216)
Adjustments for:		
Trade Receivable	**(17,73,420)**	(1,26,580)
Short term provisions	**27,811**	0
Investments	**31,00,000**	0
Inventories	**(39,00,000)**	0
Short term borrowings	**27,28,792**	4,76,744
Work in Progress	**(5,12,547)**	(2,02,317)
Short term loans & advances	**22,58,931**	(24,591)
Current Assets	**(22,80,620)**	0
Other Current Liabilities	**(2,56,735)**	1,10,728
Cash Generated from Operations	**(1,61,930)**	1,76,768
B) Cash flow from Investing Activities		
Purchase/Sale of Fixed Assets (including Capital Work in Progress)	**NIL**	NIL
Purchase/Sale of Investments	**NIL**	NIL
Net Cash from Investing Activities	**NIL**	NIL
C) Cash flow from Financing Activities		
Proceeds from Borrowings	**NIL**	NIL
Net Cash from Financing Activities	**NIL**	NIL
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENT (A + B + C)	**(1,61,930)**	1,76,768
Cash & Cash Equivalent at the Commencement of the year	**7,70,002**	5,93,234
CASH & CASH EQUIVALENT AT THE END OF THE YEAR	**6,08,072**	7,70,002

Notes

1 Figures in brackets is out flow

As per our Report of even date

For A. W. KETKAR & CO.
Chartered Accountants

A. W. KETKAR
Proprietor
Place : Mumbai
Dated : May 30, 2012

Shirish Shetye
Director

Prakash Shah
Director

1) NOTES TO FINANCIAL STATEMENTS

For the year ended 31st March, 2012

A) SIGNIFICANT ACCOUNTING POLICIES:

I. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:
During the year ended 31st March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also re-classified the previous year figures in accordance with the figures of the current year.

II. BASIS OF ACCOUNTING:
The financial statements are prepared under historical cost convention, on accrual basis, in accordance with the provisions of Companies Act, 1956 and the accounting principles generally accepted in India and comply with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006.

III. INVESTMENTS:
Investments being Long Term Investments are stated at cost. Fluctuation in Value of investments is accounted on realisation.

IV. Capital Work in Progress includes Land, Building, Plant and Machineries at MIDC, Lote, capital advances, material at site and incidental expenses.

V. Project Pre-operative, Public Issue and Preliminary Expenses, pending allocation, are deferred to be adjusted till commencement of commercial production.

VI. No provision for retirement i.e. bonus & gratuity has been made as no employee is eligible for entitlements of said benefits.

VII. Quantitative Information

DESCRIPTION	31.3.2012 M.T.	31.3.2012 ₹	31.3.2011 M.T.	31.3.2011 ₹
Purchases Guar Dal (M.T.)	**40**	**78,00,000**	N.A.	NIL
Sales Guar Dal (M.T.)	**20**	**46,00,000**	N.A.	NIL
Closing Stock Guar Dal (M.T.)	**20**	**39,00,000**	N.A.	NIL

VIII. Contingent Liabilities
Estimated amount of contract remain to be executed Nil (Previous Year Nil)

IX. In the opinion of the board, current assets, loans and advances have value on realisation in the ordinary course of business, at least equal to the amount at which they are stated.

X. Payment to Auditors

Description	Current Year (₹)	Previous Year (₹)
Audit Fees	10,000	10,000
	10,000	10,000

XI. Amount outstanding for payment to SSI Units over ₹ 1 Lac for 30 days or more: NIL (Previous year: NIL).

XII. In view of project in progress, the deferred tax assets/liabilities is not ascertained on prudent basis.

XIII. No Impairment of Assets has been ascertained and the same will be accounting on discarding/disposal of the assets.

XIV. There are no reportable segments.

XV. Previous year figures have been regrouped/rearranged wherever necessary.

XVI. Figures have been rounded off to nearest rupees.

XVII. Related Party Disclosures:

a) List of Related Parties and Relations

Party	Relation
Prakash Shah	Director
Ramesh Shah	Relative of Director
Shantilal Shah	Relative of Director
Suresh Shah	Relative of Director
B C Shah	Relative of Director
Badar Enterprises	Relative of Director
Symbol Advertising & Marketing	Associates

b) Related Party Transactions

Details	Related Parties	Opening Balance	Debit for the Year	Credit for the Year	Closing Balance
Loan	Director	4,76,744	31,77,906	31,77,906	4,76,744
Office Deposit	Associates	22,20,000	---	---	22,20,000
Outstanding Expenses	Associates	---	14,594	17,672	3,078
Sundry Creditors	Relative of Director	---	---	---	---
Amounts payable	Relative of Director	3,61,150	50,000	---	3,11,150

BACIL PHARMA LIMITED

NOTES FORMING PART OF THE BALANCE SHEET AS AT 31.3.2012

2) Share Capital **(Amount in ₹)**

Sr. No	Particulars	As at March 31, 2012	As at March 31, 2011
1	**AUTHORIZED CAPITAL**		
	80,00,000 Equity Shares of ₹ 10/- each.	**8,00,00,000**	8,00,00,000
		8,00,00,000	8,00,00,000
2	**ISSUED , SUBSCRIBED & PAID UP CAPITAL**		
	58,90,000 Equity Shares of ₹ 10/- each, Fully Paid up	**5,89,00,000**	5,89,00,000
	Add: Forfeited Shares (Amt. originally paid-up)	**63,71,500**	63,71,500
	Total	**6,52,71,500**	6,52,71,500

Reconcilation of Nos. Of Shares	As at March 31, 2012	As at March 31, 2011
Number of Equity Shares at the beginning	**65,27,150**	65,27,150
Add:- Number of Shares Issued	**0**	0
Number of Equity Shares at the end	**65,27,150**	65,27,150

3) Reserve & Surplus **(Amount in ₹)**

Sr. No	Particulars	As at March 31, 2012	As at March 31, 2011
1	Profit & Loss A/C		
	Opening Balance	**5,77,191**	6,34,407
	Add: Profit for the year	**4,45,858**	(57,216)
	Total	**10,23,049**	5,77,191

4) Current Liabilities **(Amount in ₹)**

Sr. No	Particulars	As at March 31, 2012	As at March 31, 2011
1	Short Term Borrowings	**34,99,244**	7,70,452
2	Other Current Liabilities - Accounts Payable	**3,11,150**	5,67,885
3	Short Term Provisions - Others	**1,40,048**	1,12,237
	Total	**39,50,442**	14,50,574

5) Non Current Investment

(Amount in ₹)

Sr. No	Particulars	As at March 31, 2012	As at March 31, 2011
1	Investment in Equity Shares	**38,07,015**	69,07,015
	Total	**38,07,015**	69,07,015

Aggregate amount of Quote Investment & Market Value

Quoted at Cost

Fully paid Equity Shares of ₹ 10/- each

(Amount in ₹)

		As at March 31, 2012	As at March 31, 2011
8,100	Vora Constructions Limited	**12,86,100**	12,86,100
65,700	Mayur Flooring Ltd.	**11,31,775**	11,31,775
42,800	White Diamonds Ltd.	**7,79,140**	7,79,140
50,000	Hitesh Textiles Ltd.	**6,10,000**	6,10,000
		38,07,015	38,07,015

Unquoted at Cost

Fully paid Equity Shares of ₹ 10/- each

		As at March 31, 2012	As at March 31, 2011
3,10,000	Ganga Cements Ltd.	**0**	31,00,000
		0	31,00,000
Aggregate Market value of quoted Investments		**21,43,338**	10,19,000

6) Current Assets

(Amount in ₹)

Particulars	As at March 31, 2012	As at March 31, 2011
Inventories - Stock-in-Trade	**39,00,000**	0
Trade Receivables - Secured, Considered Good	**19,00,000**	1,26,580
Cash & Cash Equivalents		
Cash Balance	**1,87,819**	3,25,538
Bank Balance	**4,20,253**	4,44,464
Short-term Loans & Advances - Others	**9,06,380**	31,65,311
Other Current Assets	**22,80,620**	0
Total	**95,95,072**	40,61,893

7) Revenue from Operations

(Amount in ₹)

Sr. No	Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
1	Sales – Guar Dal	**46,00,000**	0
2	Sundry Charges	**0**	55,500
	Total	**46,00,000**	55,500

8) Other Income (Amount in ₹)

Sr. No	Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
1	Godown Rent	**90,000**	3,00,000
2	Commission	**4,51,415**	96,200
3	Misc. Receipts	**5,250**	0
4	Amounts payable written off	**0**	95,000
	Total	**5,46,665**	4,91,200

9) Changes in Inventories (Amount in ₹)

Sr. No	Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
1	Purchase – Guar Dal	**(78,00,000)**	0
	Less : Sales During the year	**39,00,000**	0
	Total	**(39,00,000)**	0

10) Employement Benefit Expenses (Amount in ₹)

Sr. No	Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
1	Salaries	**1,70,331**	1,59,000
	Total	**1,70,331**	1,59,000

11) Other Expenses (Amount in ₹)

Sr. No	Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
1	Office and General Expenses	**2,10,328**	2,03,046
2	Electricity Charges	**0**	11,744
3	Telephone and Fax Charges	**80,443**	3,209
4	Postage, Telegram and Courier	**28,379**	33,030
5	Printing & Stationery	**17,691**	7,739
6	Books and Periodicals	**5,332**	3,804
7	Traveling Expenses	**57,158**	75,280
8	Conveyance and Vehicles Expenses	**19,011**	25,640
9	Repairs and Maintenance	**11,000**	0
10	Insurance Expenses	**0**	441
11	Listing Fees	**48,063**	18,275
12	Auditors Remuneration	**10,000**	10,000
13	Legal & Professional Fees	**33,712**	0
14	Share Transfer Charges	**27,150**	51,668
15	Bank Charges	**736**	1,040
	Total	**5,49,003**	4,44,916

BACIL PHARMA LIMITED
Registered Office: 71, Laxmi Building, Sir P. M. Road,
Fort, Mumbai 400 001.

PROXY FORM

Reg. Folio No. _____

Mr./Mrs./Miss_____ of _____ in the district of _____ being member/s of the above mentioned Company hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the TWENTY-FIFTH ANNUAL GENERAL MEETING of the Company to be held on Saturday, September 29, 2012 at 10.00 A. M. and at any adjournment thereof.

Signed this _____ day of _____ 2012.

Signature _____ | Affix Re. 1/- Revenue Stamp | _____

NOTE : This Proxy must be deposited at the Registered Office at 71, Laxmi Building, Sir P. M. Road, Fort, Mumbai – 400 001 at least 48 hours before the meeting.

✂

BACIL PHARMA LIMITED
Registered Office : 71, Laxmi Building, Sir P. M. Road,
Fort, Mumbai 400 001.

ATTENDANCE SLIP

24th Annual General Meeting

Reg. Folio No. _____

Mr./Mrs./Miss _____

I certify that I am registered Shareholder/Proxy for the Registered Shareholder(s) of the Company.

I hereby record my presence at the TWENTY-FIFTH ANNUAL GENERAL MEETING of the Company to be held on Saturday, September 29, 2012 at 71, Laxmi Building, 4th Floor, Sir P. M. Road, Fort, Mumbai 400 001 at 10.00 A. M.

_____ _____

Member's/Proxy's name in Block Letters Member's/Proxy's Signature

NOTE : Please fill this attendance slip and hand it over at the entrance.

BOOK-POST

If undelivered, please return to:

BACIL PHARMA LIMITED

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