

# BACIL PHARMA LIMITED

Regd. Off.: 71, LAXMI BUILDING, 4TH FLOOR, SIR P. M. ROAD, FORT, MUMBAI 400 001.

Email ID: bacilpha@yahoo.com CIN: L24200MH1987PLC043427 Tel.: 22618452/22661541, Tel/Fax: 22618327

September 29, 2018

*Department of Corporate Services*  
*Corporate Relation Department*  
**BSE Ltd.,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

**Subject: Submission of 31st Annual Report of the Company for the Financial Year 2017-18**

Dear Sir,

Pursuant to provisions of the SEBI (listing obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Report of the Company for the Financial Year ended 31 March, 2018 for your record and dissemination.

You are requested to take the same on your record and oblige.

Thanking you,

Yours Faithfully  
For **BACIL PHARMA LIMITED**



\_\_\_\_\_  
Director



Encl.: Annual Report 2018

31st  
ANNUAL REPORT  
2017-2018

**BACIL PHARMA LIMITED**

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

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. Laxmikant Kabra & 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



## NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the shareholders of Bacil Pharma Limited will be held on Saturday, 29th September, 2018 at Kilachand Conference Hall, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai- 400020 at 09.00 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider, and, adopt the Audited financial statements of the Company as at 31st March, 2018 and Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Dr. Sneha Shah(DIN: 07144208), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3. To Ratify the appointment of M/s Laxmikant Kabra & Co., Chartered Accountants as Statutory Auditors of the Company for the Financial Year 2018-19 and to fix their remuneration

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to the resolution passed by the members at the Annual General Meeting held on September 29, 2017, the appointment of M/s Laxmikant Kabra & Co., Chartered Accountants (Firm Registration No. 117183W) as the Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held in Financial Year 2021-22 be and is hereby ratified and that the board of directors be and is hereby authorized to fix the remuneration and the reimbursement of actual out of pocket expenses incurred by them for the purpose of audit for the financial year ending March 31, 2019."

### 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** 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) 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 Ist of Schedule V to the Companies Act, 2013, as the "Manager" of the Company with effect from 09th June, 2018 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 reappointment.

**"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."

Place : Mumbai,  
Date : 14 August, 2018

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

### REGISTERED OFFICE

71, Laxmi Building, 4th Floor, Sir P M Road, Fort,  
Mumbai-400001

**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 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. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 23rd September 2018 to Saturday, 29th September 2018 (both days inclusive).
4. 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.
5. Members are requested to bring their attendance slip along with copy of the Annual Report at the time of Annual General Meeting.
6. The Notice of AGM along with the Annual Report 2017-18 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.
7. 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.
8. 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 SH-13 prescribed by the Government which can be obtained from the Company's R&T Agents.
9. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.

**10. Shareholders holding Physical Shares:**

Pursuant to the amendment to the Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide gazette Notification dated 08<sup>th</sup> June, 2018 that except in case of transmission or transposition of securities, requests for affecting the transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f. December 05, 2018.

According to this amendment, the requests for affecting the transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository. Therefore for affecting any transfer, the securities shall mandatorily require to be in Demat form.

Based on above, all the shareholders holding physical shares are requested to convert their shares in electronic form i.e. Demat form at the earliest before 05<sup>th</sup> December, 2018.

**11. Update of PAN and Bank Detail**

**With Reference to the SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.**

Shareholders holding physical shares are requested to submit their Permanent Account Number (PAN) and BankAccount details to the RTA of the company (**Bigshare Services Pvt. Ltd.**), if not already registered

Members holding shares in dematerialized mode are requested to submit their PAN and Bank details to their respective DPs with whom they are maintaining their Demat account.

Please send the KYC Form enclosed herewith to RTA duly filed with required information.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

**4. Your User ID details are given below :**

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.            | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                       | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

**5. Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**[Forgot User Details/Password?](#)**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) **[Physical User Reset Password?](#)**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [amrutacs.kothari@gmail.com](mailto:amrutacs.kothari@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
12. 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 22nd September, 2018.
13. 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. 22nd September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA.
14. 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.
15. 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.
16. Mrs. Amruta Kothari, Practicing Company Secretary, (COP No. 9499) 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.
17. 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 “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.
18. 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 favor 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.
19. The Results declared along with 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 no. 4 of the accompanying notice dated 14th August, 2018**

**ITEM NO. 4**

Mr. Manmohan Ghildyal who was originally appointed as manager of the Company with effect from 10/06/2002, and after last re-appointment holds office up to 09<sup>th</sup> June, 2018. The Board of Directors recommend to the shareholders to re-appoint Mr. Manmohan Ghildyal as manager of the Company for a term of three years from 09<sup>th</sup> June, 2018. Mr. Manmohan Ghildyal is not disqualified from being appointed as manager in terms of provisions of the Companies Act, 2013 and has consented to act as manager of the Company.

Mr. Manmohan Ghildyal possesses experience and knowledge, and keeping in view his knowledge it will be in the interest of the Company that Mr. Manmohan Ghildyal is re- appointed as Manager.

Except Mr. Manmohan Ghildyal, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution set out at item no.4 of the Notice.

**Detail of Directors seeking appointment/re-appointment at the Annual General Meeting**

|  |                                      |
|--|--------------------------------------|
| <b>Name of Director</b>  | <b>Dr. Sneha Shah</b>                |
| <b>DIN:</b>  | 07144208                             |
| <b>Date of Birth</b>   | 19/06/1987                           |
| <b>Date of original appointment</b>                                    | 31/03/2015                           |
| <b>Relationship with Directors</b>                                     | Related to Director Mr. Prakash Shah |
| <b>Expertise in specific functional Area</b>                           | Fundamental Research & Development   |
| <b>Qualification(s)</b>  | Phd. ( Fundamental Research)         |
| <b>Directorship held in other Listed Companies</b>                     | Nil                                  |
| <b>Chairmanship/Membership of committees of other Public companies</b> | Nil                                  |
| <b>Number of Shares held in the Company as on 31 March, 2018</b>       | Nil                                  |

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 14<sup>th</sup> August, 2018

**REGISTERED OFFICE**

Regd. Office 71, Laxmi Building, 4th Floor,  
Sir P. M. Road, Fort, Mumbai-400001

**Bacil Pharma Ltd.**

Prakash Shah  
**(Director)**

**DIRECTORS' REPORT**

To,  
The Members  
**Bacil Pharma Limited**

Your Directors have pleasure in presenting Thirty First Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2018.

**Financial Highlights**

Other Income during the year of Rs. 27, 41,335/- as compared to Rs. 16,98,385/- in the previous year. The net loss incurred during the year of Rs. 3,75,13,705/-, includes loss of Rs. 3,69,47, 737/- on account of diminution in the value of "Fixed assets held for sale", as compared to net loss of Rs. 20,640/- in the previous year. In absence of any profits the Directors are not recommending any dividend.

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

During the period under consideration, the Company, in spite of all the efforts could not commence any business activities.

**Dispose of Assets**

As you are aware that the consent of shareholders was obtained through postal ballot dated 27th April, 2017 to Sale/dispose or lease the assets of the Company, The Management had initiated steps to dispose-off the Assets of the Company and has agreed to sale the assets viz Leasehold Land, Building, Plant & Machinery and other Equipments on "as is where is basis" for a lump sum consideration of Rs. 250/- Lakhs to M/s Swastik Dying & Printing Mills of Ichalkaranji, Kolhapur. The Company has received part advance payment and the balance amount to be received on signing of the final agreement subject to adjudication by the concerned registration authority. The final and binding agreement shall be entered into and registered in due course of time.

**Impairment of Assets**

As earlier informed that the Management was of the view that there will be substantial amount of loss due to impairment of the Assets i.e. Plant & Machinery, equipments 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. Estimated loss of Rs. 3,69,47,737/- on account of diminution in the value of fixed assets held for sale including share issue expenses is provided in the books of accounts as exceptional item, the same will be accounted on sale / disposal of assets held for sale after signing and registration of final and binding agreement with the party.

**Share Capital**

The paid up equity capital as on March 31, 2018 was Rs. 5,89,00,000/- The Company has not bought back any securities or issued any Sweat Equity shares or bonus shares or provided any stock option scheme to employees during the year under review.

**Extract of Annual Return**

The extract of Annual Return, in format MGT – 9, for the Financial Year 2017-18 has been enclosed with this report.

**Number of Board Meetings**

During the Financial Year 2017-18, five 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      | 27 April, 2017  | 4                           | 3                        |
| 02      | 26 May, 2017    | 4                           | 4                        |
| 03      | 13 Sept., 2017  | 4                           | 3                        |
| 04      | 12 Dec, 2017    | 4                           | 4                        |
| 05      | 14 Feb, 2018    | 4                           | 3                        |

**Independent Directors' Meeting**

During the year under review, Independent Directors met on 14th February 2018, 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 timeless of flow of information between the management and the Board.

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

Complete details of Loan, Guarantee/Security/ Investments covered under section 186 of The Companies Act, 2013 as attached in the financial statement and notes there under.

**Particulars of Contracts or Arrangements with Related Parties**

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.

**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 i & Associates, Practicing Company Secretaries, 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.

**Details of Directors and Key Managerial Personnel**

| Sr. | Name and Address             | Designation          | Date of Appointment | DIN        |
|-----|------------------------------|----------------------|---------------------|------------|
| 1.  | Mr. Shirish Suryakant Shetye | Independent Director | 25/03/2003          | 00148086   |
| 2.  | Mr. Prakash Shah             | Director             | 09/08/1990          | 01136800   |
| 3.  | Mr. Lalit Jain               | Independent Director | 24/02/2012          | 07619530   |
| 4.  | Dr. Sneha Shah               | Director             | 31/03/2015          | 07303755   |
| 5.  | Mr. Manmohan Singh Ghildyal  | Manager              | 10/06/2002          | AFVPG9931N |
| 6.  | Mr. Jayesh Ramchandra Patil  | CFO                  | 31/03/2015          | ATPPP3597F |

In accordance with the provisions of the Act and the Articles of Association of the Company Dr. Sneha Shah is liable to retire by rotation and being eligible offers herself for re-appointment.

Mr. Manmohan Singh Ghildyal is being re-appointed as manager of the Company for the period of 3 years with effect from 09<sup>th</sup> June, 2018.

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 Regulations of the SEBI (LODR), Regulations, 2015.

**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), and Non-Executive Directors Mr. Prakash B. Shah and Mr. Lalit Jain as members. Recommendations, if any, made by the Audit Committee were accepted by the Board.

**Nomination & Remuneration Committee & Policy**

In compliance with section 178 of the Act the Board has constituted "Nomination and Remuneration Committee" which comprises Non-executive Directors namely Mr. Shirish S. Shetye (Chairman), and Non-Executive Directors Mr. Prakash B. Shah and Mr. Lalit Jain as members.

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

**Stakeholders Relationship Committee**

This Committee comprises of Mr Shirish S. Shetye (Chairman), and Non-Executive Directors Mr. Prakash B. Shah and Mr. Lalit Jain as members. During the year ended 31st March, 2018, Investor Grievance Committee had four meetings. The Company during the year had not received any complaint and there were no pending complaint as on March 31, 2018.

**Transfer of Amounts to Investor Education and Protection Fund**

There are no amounts due and outstanding to be credited to investor Education and Protection Fund as 31st March, 2018.

**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.

**Fraud Reporting (Required by Companies Amendment Bill, 2014)**

No Fraud reported / observed during the financial year 2017 -18.

**AUDITORS****Statutory Auditors**

The auditors M/s Laxmikant Kabra & Co., Chartered Accountants, Mumbai were appointed as Statutory Auditors of the Company for the period of five consecutive years in accordance with the provisions of the Companies Act, 2013 at the conclusion of previous Annual General Meeting held on 29th September, 2017. In terms of provisions of section 139 (1) the appointment of M/s Laxmikant Kabra & Co., Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the members at the ensuing Annual General Meeting.

**Auditors Report**

The observation made in the Auditors Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

**Secretarial Audit Report**

A Secretarial Audit was conducted during the year by the Secretarial Auditor, M/s Amruta Kothari & Associates, Practising Company Secretaries, Thane, in accordance with Provisions of Section 204 of the Act. The Secretarial Auditors Report is attached as Annexure II and forms part of this Report.

Neither the audit report issued by Laxmikant Kabra & Co. nor the Secretarial audit report issued by Amruta Kothari & Associates for the financial year 2017-18 contain any qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company.

The Secretarial Auditors, however, have in their report observed as follows:

- Non Compliance under section 203 of The Act with respect to the appointment of Company Secretary.
- Articles of Association are as per Companies Act 1956
- Non-Compliance with the regulation 6(1) regarding appointment of qualified Company Secretary or Compliance officer
- Non-compliance with the regulation 7(2) regarding intimation to the Stock exchange.
- Non-Compliance with regulation 31 (2) regarding the promoter shareholding in Dematerialized form.

In respect of the above observations, the Board clarifies as follows:

- Considering the size and operations of the company, the company is unable to find a suitable candidate for appointment as Company Secretary; however the applications for the appointment have been invited by newspaper notice.
- The Articles of Association as per Companies act, 2013 shall be adopted by the Company; however the existing Articles of Association followed by the company are not inconsistent with provisions the Companies Act, 2013.
- The Company is following all the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in letter and spirit, the Compliance Certificate under Regulation 7(3) was pending for the Half Year ended September, 2017 will be submitted to the Bombay Stock Exchange to comply with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company has 99.35 % shareholding of the promoter holding in dematerialized Form and dematerialization of the remaining 0.65% shares is under process.

**Cost Auditors**

Requirements of Appointment of Cost Auditors of the company are not applicable to the company.

**Stock Exchange**

The Company's equity shares are listed at BSE Limited vide scrip code 508867 and the Annual Listing Fees for the year 2017-18 has been paid.

**Directors Responsibility Statement**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable Ind-AS followed along with proper explanation relating to material departures;

The directors had selected such accounting policies and applied them and 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, 2018.

- b) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- c) The directors had prepared the annual accounts on a going concern basis;
- d) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- e) The proper internal financial controls are in place and that such internal financial controls are adequate and are operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Acknowledgment**

The Directors express their sincere appreciation to the valued shareholders, bankers, professionals, clients and devoted employees for their support.

For and on behalf of the Board of Directors

**Bacil Pharma Limited**

Mr. Prakash Shah

Mr. Shirish Shetye

Place: Mumbai  
Date: 14<sup>th</sup> August, 2018

Director  
DIN – 01136800

Director  
DIN –00148086



## ANNEXURE TO DIRECTORS REPORT

FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014

## I. REGISTRATION &amp; OTHER DETAILS:

|    |  |  |
|----|--|--|
| 1. | CIN  | L24200MH1987PLC043427  |
| 2. | Registration Date  | 08/05/1987   |
| 3. | Name of the Company  | BACIL PHARMA LTD   |
| 4. | Category/Sub-category of the Company                                       | Public Company / Limited by Shares   |
| 5. | Address of the Registered office & contact details                         | 71, Laxmi Building 4th Floor, Sir p. m. road, Fort, Mumbai-400001, Maharashtra, INDIA  |
| 6. | Whether listed company   | YES  |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Bigshare Services Pvt. Ltd ,E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai-400072 Maharashtra, Contact Details 022-28470652,40430200,28470653 |

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| Sr. No. | Name and Description of main products / services                           | NIC Code of the Product/service | % to total turnover of the company |
|---------|--|---------------------------------|------------------------------------|
| 1       | Manufacture of pharmaceuticals, medicinal chemicals and botanical products | 2423                            | 0%                                 |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES- NIL

## IV. All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1       | NIL  |                                  | 0%                                 |

V. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)  
Category-wise Share Holding

| Category of Shareholders                  | No. of Shares held at the beginning of the year[As on 01-April-2017] |              |                |                   | No. of Shares held at the end of the year[As on 31-March-2018] |              |                |                   | % Change during the year |
|---|--|--------------|----------------|-------------------|--|--------------|----------------|-------------------|--------------------------|
|   | Demat  | Physical     | Total          | % of Total Shares | Demat  | Physical     | Total          | % of Total Shares |                          |
| <b>A. Promoter s</b>                      |  |              |                |                   |  |              |                |                   |                          |
| <b>(1) Indian</b>                         |  |              |                |                   |  |              |                |                   |                          |
| a) Individual/ HUF                        | 762300   | 5900         | 768200         | 13.04%            | 762300   | 5900         | 768200         | 13.04%            | -                        |
| b) Central Govt                           | -  | -            | -              | -                 | -  | -            | -              | -                 | -                        |
| c) State Govt(s)                          | -  | -            | -              | -                 | -  | -            | -              | -                 | -                        |
| d) Bodies Corp.                           | 1853300  | 11,000       | 1864300        | 31.65%            | 1833300  | 11000        | 1844300        | 28.94%            | (0.34)%                  |
| e) Banks / FI                             | -  | -            | -              | -                 | -  | -            | -              | -                 | -                        |
| f) Any other                              | -  | -            | -              | -                 | -  | -            | -              | -                 | -                        |
| <b>Total shareholding of Promoter (A)</b> | <b>2615600</b>   | <b>16900</b> | <b>2632500</b> | <b>44.69%</b>     | <b>2595600</b>   | <b>16900</b> | <b>2612500</b> | <b>44.35%</b>     | <b>(0.34)</b>            |

|  |                |                |                |               |                |                |                |               |             |
|--|----------------|----------------|----------------|---------------|----------------|----------------|----------------|---------------|-------------|
| <b>B. Public Shareholding</b>  |                |                |                |               |                |                |                |               |             |
| <b>1. Institutions</b>   | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| a) Mutual Funds  | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| b) Banks / FI  | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| c) Central Govt  | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| d) State Govt(s)   | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| e) Venture Capital Funds   | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| f) Insurance Companies   | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| g) FIs   | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| h) Foreign Venture Capital Funds   | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| i) Others (specify)  | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| <b>Sub-total (B)(1):-</b>  | <b>0</b>       | <b>0</b>       | <b>0</b>       | <b>0</b>      | <b>0</b>       | <b>0</b>       | <b>0</b>       | <b>0</b>      | <b>0</b>    |
|  |                |                |                |               |                |                |                |               |             |
| <b>2. Non-Institutions</b>   |                |                |                |               |                |                |                |               |             |
| <b>a) Bodies Corp.</b>   |                |                |                |               |                |                |                |               |             |
| i) Indian  | 79412          | 48600          | 128012         | 2.17%         | 64175          | 48600          | 112775         | 1.91%         | (0.26)      |
| ii) Overseas   | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| <b>b) Individuals</b>  |                |                |                |               |                |                |                |               |             |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh         | 510743         | 2215700        | 2726443        | 46.29%        | 540979         | 2180900        | 2721879        | 46.21%        | (0.08)      |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 130828         | 179000         | 309828         | 5.26%         | 169842         | 179000         | 348842         | 5.92%         | 0.66        |
| <b>c) Others (specify)</b>   |                |                |                |               |                |                |                |               |             |
| Non Resident Indians   | 10401          | 81700          | 92101          | 1.56%         | 10401          | 81700          | 92101          | 1.56%         | -           |
| Overseas Corp. Bodies  | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| Foreign Nationals  | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| Clearing Members   | 1116           | -              | 1116           | 0.02%         | 1700           | -              | 1700           | 0.03%         | 0.01        |
| Trusts   | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| Foreign Bodies - D R   | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| <b>Sub-total (B)(2):-</b>  | <b>732500</b>  | <b>2525000</b> | <b>3257500</b> | <b>55.31%</b> | <b>787300</b>  | <b>2490200</b> | <b>3277500</b> | <b>55.65%</b> | <b>0.34</b> |
| <b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>                              | <b>732500</b>  | <b>2525000</b> | <b>3257500</b> | <b>55.31%</b> | <b>787300</b>  | <b>2490200</b> | <b>3277500</b> | <b>55.65%</b> | <b>0.34</b> |
| C. Shares held by Custodian for GDRs & ADRs                                      | -              | -              | -              | -             | -              | -              | -              | -             | -           |
| <b>Grand Total (A+B+C)</b>   | <b>3348100</b> | <b>2541900</b> | <b>5890000</b> | <b>100%</b>   | <b>3382900</b> | <b>2507100</b> | <b>5890000</b> | <b>100%</b>   | <b>0.00</b> |

## B) Shareholding of Promoter –

| Sr. No. | Shareholder's Name      | Shareholding at the beginning of the year |                                  |   | Shareholding at the end of the year |                                  |   | % change in shareholding during the year |
|---------|-------------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|---|--|
|         |                         | No. of Shares                             | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | No. of Shares                       | % of total Shares of the company | %of Shares Pledged / encumbered to total shares |  |
| 1       | Prakash Bhoorchand Shah | 7,60,400                                  | 12.91%                           | 0%  | 7,60,400                            | 12.91%                           | 0%  | 0%                                       |
| 2       | Dr L LHingorani         | 5,000                                     | 0.08%                            | 0%  | 5,000                               | 0.08                             | 0%  | 0%                                       |

C) Change in Promoters' Shareholding: No Change

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| Sr. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year (AS ON 01.04.2017) |                                  | Cumulative Shareholding during the year (FROM 01.04.2017 TO 31.03.2018) |                                  |
|---------|-------------------------------------|--|----------------------------------|---|----------------------------------|
|         |                                     | No. of shares  | % of total shares of the company | No. of shares   | % of total shares of the company |
| 1       | VORA CONSTRUCTIONS LTD              |  |                                  |   |                                  |
|         | At the beginning of the year        | 50507  | 0.86%                            |   |                                  |
|         | Changes during the Year             | No Change during the year                                    |                                  |   |                                  |
|         | At the end of the year              |  |                                  | 50507   | 0.86%                            |
| 2       | PAWAN MUTHA                         |  |                                  |   |                                  |
|         | At the beginning of the year        | 45700  | 0.78%                            |   |                                  |
|         | Changes during the Year             | No changes during the year                                   |                                  |   |                                  |
|         | At the end of the year              |  |                                  | 45700   | 0.78%                            |
| 3       | MANISH PARASMAL GULECHHA            |  |                                  |   |                                  |
|         | At the beginning of the year        | 40000  | 0.68%                            |   |                                  |
|         | Changes during the Year             | No changes during the year                                   |                                  |   |                                  |
|         | At the end of the year              |  |                                  | 40000   | 0.68%                            |
| 4       | PUROSHOTTAM RAMESHWARLAL BOHRA      |  |                                  |   |                                  |
|         | At the beginning of the year        | 44546  | 0.76%                            |   |                                  |
|         | Changes during the Year             |  |                                  |   |                                  |
|         | DATE REASON                         |  |                                  |   |                                  |
|         | 21.07.2017 SALE                     | -8160  | -0.14%                           |   |                                  |
|         | 04.08.2017 PURCHASE                 | 8160   | 0.14%                            |   |                                  |
|         | At the end of the year              |  |                                  | 44546   | 0.76%                            |
| 5       | BHAVIN R SHAH                       |  |                                  |   |                                  |
|         | At the beginning of the year        | 29300  | 0.50%                            |   |                                  |
|         | Changes during the Year             | No changes during the year                                   |                                  |   |                                  |
|         | At the end of the year              |  |                                  | 29300   | 0.50%                            |
| 6       | DEVANG K MEHTA                      |  |                                  |   |                                  |
|         | At the beginning of the year        | 27015  | 0.46%                            |   |                                  |
|         | Changes during the Year             |  |                                  |   |                                  |
|         | DATE REASON                         |  |                                  |   |                                  |
|         | 21.07.2017 SALE                     | -27015   | -0.46%                           |   |                                  |
|         | 04.08.2017 PURCHASE                 | 27015  | 0.46%                            |   |                                  |
|         | At the end of the year              |  |                                  | 27015   | 0.46%                            |
| 7       | VIJAY B LAKHOTIA*                   |  |                                  |   |                                  |
|         | At the beginning of the year        | 00   | 0.00%                            |   |                                  |
|         | Changes during the Year             |  |                                  |   |                                  |
|         | DATE REASON                         |  |                                  |   |                                  |
|         | 21.07.2017 PURCHASE                 | 24014  | 0.41%                            |   |                                  |
|         | At the end of the year              |  |                                  | 24014   | 0.41%                            |
| 8       | PREMLATA P BOHRA                    |  |                                  |   |                                  |
|         | At the beginning of the year        | 20000  | 0.34%                            |   |                                  |
|         | Changes during the Year             | No changes during the year                                   |                                  |   |                                  |
|         | At the end of the year              |  |                                  | 20000   | 0.34%                            |
| 9       | SHIV KUMAR THIRANI                  |  |                                  |   |                                  |
|         | At the beginning of the year        | 18900  | 0.32%                            |   |                                  |
|         | Changes during the Year             | No changes during the year                                   |                                  |   |                                  |
|         | At the end of the year              |  |                                  | 18900   | 0.32%                            |
| 10      | ANAND JAIN                          |  |                                  |   |                                  |
|         | At the beginning of the year        | 17000  | 0.29%                            |   |                                  |
|         | At the end of the year              |  |                                  | 17000   | 0.29%                            |
| 11      | PARASMAL BANSILAL KARNAWAT          |  |                                  |   |                                  |
|         | At the beginning of the year        | 16200  | 0.28%                            |   |                                  |
|         | Changes during the Year             |  |                                  |   |                                  |
|         | DATE REASON                         |  |                                  |   |                                  |
|         | 21/07/2017 SALE                     | -16200   | -0.28%                           |   |                                  |
|         | 04/08/2017 PURCHASE                 | 16200  | 0.28%                            |   |                                  |
|         | At the end of the year              |  |                                  | 16200   | 0.28%                            |

## E) Shareholding of Directors and Key Managerial Personnel:

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|----|--|---|----------------------------------|---|----------------------------------|
|    |  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 1  | PRAKASH SHAH<br>Executive Director                               |   |                                  |   |                                  |
|    | At the beginning of the year                                     | 7,60,400                                  | 12.91%                           | 7,60,400                                | 12.91%                           |
|    | Changes during the year  | No changes during the year                |                                  |   |                                  |
|    | At the end of the year   | 7,60,400                                  | 12.91%                           | 7,60,400                                | 12.91%                           |

No other director has any shareholding in the Company.

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment:

NIL

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| SN. | Particulars of Remuneration   | Key Managerial Personnel  | Total Amount |
|-----|---|---|--------------|
|     |   | Man Mohan Ghildyal  |              |
|     |   | Manager   |              |
| 1   | Gross salary  | 1,80,000  | 1,80,000     |
|     | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | -   | -            |
|     | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | -   | -            |
|     | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | -   | -            |
| 2   | Stock Option  | -   | -            |
| 3   | Sweat Equity  | -   | -            |
| 4   | Commission- as % of profit<br>- others, specify...                                  | -   | -            |
| 5   | Others, please specify  | -   | -            |
|     | Total (A)   | -   | -            |
|     | Ceiling as per the Act  | Manager's remuneration is within the limits prescribed under the Companies Act, 2013. | -            |

B. Remuneration to other directors: NIL



## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| SN | Particulars of Remuneration   | Key Managerial Personnel       |          |
|----|---|--------------------------------|----------|
|    |   | Jayesh Ramchandra Patil<br>CFO | Total    |
| 1  | Gross salary  |                                |          |
|    | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 2,40,000                       | 2,40,000 |
|    | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | -                              | -        |
|    | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | -                              | -        |
| 2  | Stock Option  | -                              | -        |
| 3  | Sweat Equity  | -                              | -        |
| 4  | Commission  | -                              | -        |
|    | - as % of profit  | -                              | -        |
|    | others, specify...  | -                              | -        |
| 5  | Others, please specify  | -                              | -        |
|    | Total   | -                              | -        |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
For the Financial Year Ended 31st March 2018**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bacil Pharma Limited (CIN: L24200MH1987PLC043427) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Bacil Pharma Limited ("The Company") for the period ended on 31st March 2018 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
  - a. The securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulation 2015.
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; -
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) guidelines, 1999; - **Not applicable to Company during Audit Period.**
  - f. The Securities and Exchange Board of India (Issue and Listing of debt Securities) Regulations, 2008; - **Not applicable to Company during Audit Period.**
  - g. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations 1993 regarding Companies Act and dealing with clients. **Not applicable to the Company during Audit Period**
  - h. The Securities and Exchange Board of India (delisting of equity Shares) Regulations, 2009 and The Securities and
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;-**Not applicable to Company during Audit Period.**

vi. All other relevant laws applicable to the Company, a list of which has been provided by the management. The examination and reporting of these laws and rules are limited to whether there are adequate systems and processes in place to monitor and ensure compliance with those laws.

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.  
The Secretarial Standards SS-1 and SS-2 issued and notified by the Institute of Company Secretaries of India has been complied with by the Company during Audit period under review;
- ii) SEBI (Listing Obligations and Disclosures Requirements), 2015 The Company has complied with the applicable clauses of the listing agreement entered into by it with the Bombay Stock Exchange (BSE) and also with the applicable clauses of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), 2015. The Listing Agreements entered into by the Company with the BSE Limited. (Except few regulations mentioned below in observations)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above, to the extend applicable except the following:

- |   |   |   |
|---|---|---|
| 1 | Companies Act 2013 and Rules Made There under | <ul style="list-style-type: none"> <li>• Non Compliance under section 203 of The Act with respect to the appointment of Company Secretary.</li> <li>• Articles of Associations are as per Companies Act 1956</li> </ul> |
|---|---|---|

- Non-Compliance with the regulation 6(1) regarding appointment of qualified Company Secretary or Compliance officer
- Non-compliance with the regulation 7(2) regarding intimation to the Stock exchange.
- Non Compliance with the regulation 31(2) regarding shareholding patterns on the website.

**2. I further report that**

the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

**3. I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**CS Amruta Kothari & Associates  
Company Secretaries,**

**Place : Mumbai  
Date : 14.08.2018**

**Amruta Kothari  
CP. No. 9499  
Membership No. 8399**

**Annexure to Secretarial Audit Report of Bacil Pharma Limited dated 14th August, 2018**

To,  
The Members,  
Bacil Pharma Limited

**Our Secretarial Audit report of even date is to be read along with this letter:**

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as were considered appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation Letter about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**CS Amruta Kothari & Associates  
Company Secretaries,**

**Place : Mumbai  
Date : 14.08.2018**

**Amruta Kothari  
CP. No. 9499  
Membership No. 8399**

**INDEPENDENT AUDITOR'S REPORT**

To the Members,  
**Bacil Pharma Limited**

**Report on the Financial Statements**

We have audited the accompanying financial statements of Bacil Pharma Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether these financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at March 31, 2018, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

**Emphasis of Matter**

We draw attention to the fact that figures for the corresponding year ended 31st March 2017 included in the statement are based on the previously issued financial results that were audited by the predecessor auditors vide their unmodified audit opinion dated 30th May, 2017.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the financial statements dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act;
  - e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report;
  - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company, has no pending litigations on its financial position;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

**For Laxmikant Kabra & Co.**  
**Chartered Accountants**  
**Firm Registration No: 117183W**

**CA Laxmikant Kabra**  
**(Partner)**  
**Membership No.: :101839**  
**Place: Mumbai**  
**Date : 28th May, 2018**



## ANNEXURE – A TO THE AUDITORS REPORT

**The annexure referred to in independent auditors report to the members of the Company on the financial statements for the year ended March 31, 2018. We report that:**

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) As explained to us, the Company has a program for physical verification of fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies reported on such verification were not material and have been properly dealt with in the books of account.
  - c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the company.
- i. The management has conducted physical verification of inventory at reasonable intervals during the year ended and no material discrepancies were noticed on such physical verification.
  - ii. The Company has not granted any loans to company covered in the register maintained under section 189 of the Companies Act, 2013.
  - iii. In our opinion and according to the information and explanations given to us, The Company has not granted any loans to directors including entities in which they are interested or provided any guarantees, and securities to the parties covered under section 185 of the Companies Act 2013 nor the company has given any loans, made investments, given guarantees or provided any security as covered under section 186 of the Companies Act 2013.
  - iv. The Company has not accepted any deposits from the public.
  - v. Accordingly to the information and explanation given to us, cost records were maintained by the company pursuant to the order of the central government under section 148(1) of the Companies Act, 2013.
  - vi. a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were outstanding, for the year end, for a period of more than six months from the date they became payable.  
  
b) According to the records of the Company, There is no dues outstanding of income-tax, sales-tax, wealth tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute for the year ended March 31, 2018.
  - vii. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government.
  - viii. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management and on an overall examination of the balance sheet, we report that monies raised by way term loans were applied for the purposes for which those were raised.
  - ix. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.
  - x. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

- xi. In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- xii. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiii. According to the information and explanations given to us and on an overall examination of the balance sheet, the company has made allotment in perusal to the scheme of arrangement.
- xiv. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- xv. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For Laxmikant Kabra & Co.**  
**Chartered Accountants**  
**Firm Registration No: 117183W**

**CA Laxmikant Kabra**  
**(Partner)**  
**Membership No.: 101839**  
**Place: Mumbai**  
**Date : 28th May, 2018**

**ANNEXURE - B TO INDEPENDENT AUDITOR'S REPORT**

**Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members Bacil Pharma Limited on the financial statements for the year ended March 31, 2018**

**Report on the internal financial controls under clause (i) of sub-section 3 of section 143 of the Act**

We have audited the internal financial controls over financial reporting Bacil Pharma Limited ('the Company') as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's responsibility for internal financial controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of internal financial controls over financial reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent limitations of internal financial controls over financial reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Laxmikant Kabra & Co.**  
**Chartered Accountants**  
**Firm Registration No: 117183W**

**CA Laxmikant Kabra**  
**(Partner)**  
**Membership No.: 101839**

**Place: Mumbai**  
**Date : 28th May, 2018**

## Balance Sheet as at 31st March, 2018

(₹ in Lakhs)

| Particulars  | Note No.              | As at 31.03.2018                      | As at 31.03. 2017              | As at 01.04. 2016 |
|--|-----------------------|---------------------------------------|--------------------------------|-------------------|
| <b>I. ASSETS</b>   |                       |                                       |                                |                   |
| <b>1 Non-Current Assets</b>  |                       |                                       |                                |                   |
| Property, Plant and Equipments   | 3                     | <b>3,30,924</b>                       | 50,261                         | 43,837            |
| <b>Assets Classified as held for sale</b>  |                       |                                       |                                |                   |
| Property Plant and Equipments  | 3                     | <b>2,50,00,000</b>                    | 5,93,06,978                    | 5,93,06,978       |
| <b>Financial assets</b>  |                       |                                       |                                |                   |
| (a) Investments  | 4                     | <b>32,31,775</b>                      | 45,25,345                      | 50,73,133         |
| (b) Loans  | 5                     | <b>63,45,042</b>                      | 21,71,425                      | 21,70,225         |
| Deferred tax assets (net)  | 6                     | <b>9,87,890</b>                       | 0                              | 0                 |
| <b>2 Current assets</b>  |                       |                                       |                                |                   |
| <b>Financial assets</b>  |                       |                                       |                                |                   |
| (a) Investments  | 7                     | <b>82,72,163</b>                      | 8,59,973                       | 0                 |
| (b) Trade Receivable   | 8                     | <b>1,09,966</b>                       | 0                              | 36,000            |
| (c) Cash and cash equivalents  | 9                     | <b>27,41,521</b>                      | 4,08,864                       | 2,42,988          |
| Other current assets   | 10                    | <b>4,93,620</b>                       | 3,49,860                       | 60,620            |
|  |                       |                                       |                                |                   |
| <b>Total</b>   |                       | <b>4,75,12,901</b>                    | 6,76,72,706                    | 66,933,781        |
| <b>II. EQUITY AND LIABILITY</b>  |                       |                                       |                                |                   |
| <b>1 Equity</b>  |                       |                                       |                                |                   |
| Equity Share Capital   | 11                    | <b>6,52,71,500</b>                    | 65,271,500                     | 65,271,500        |
| Other Equity   | 12                    | <b>(4,29,06,614)</b>                  | (9,22,878)                     | (12,91,109)       |
| <b>2 Non-Current Liabilities</b>   |                       |                                       |                                |                   |
| Financial Liabilities  |                       |                                       |                                |                   |
| Deferred tax liabilities(net)  | 13                    | <b>0</b>                              | 1,73,893                       | 0                 |
| <b>3 Current liabilities</b>   |                       |                                       |                                |                   |
| Financial liabilities  |                       |                                       |                                |                   |
| (a) Borrowings   | 14                    | <b>0</b>                              | 30,57,833                      | 27,15,000         |
| (b) Trade Payable  | 15                    | <b>42,284</b>                         | 36,650                         | 35,000            |
| (c) Other financial liabilities  | 16                    | <b>2,50,13,731</b>                    | 3,708                          | 1,16,890          |
| (d) Provisions   | 17                    | <b>92,000</b>                         | 52,000                         | 86,500            |
| <b>Total</b>   |                       | <b>4,75,12,901</b>                    | 67672706                       | 66,933,781        |
| Summary of Significant Accounting Policies   | 2                     |                                       |                                |                   |
| See other notes to Accounts  |                       |                                       |                                |                   |
| Notes referred to above form part of Balance Sheet<br>As per our report of even date attached. |                       |                                       |                                |                   |
| <b>FOR Laxmikant Kabra &amp; Co.</b>   |                       | <b>For and on behalf of the Board</b> |                                |                   |
| Chartered Accountants  |                       |                                       |                                |                   |
| Firm Registration No. : 117183W  |                       |                                       |                                |                   |
| <b>Laxmikant Kabra</b>   | <b>Shirish Shetye</b> | <b>Prakash shah</b>                   | <b>Jayesh Ramchandra Patil</b> |                   |
| Partner  | (Director)            | (Director)                            | (Chief Finance Officer)        |                   |
| Membership No.: 101839   |                       |                                       |                                |                   |
| Place: Mumbai  |                       |                                       |                                |                   |
| Date: May 28, 2018   |                       |                                       |                                |                   |

## Statement of Profit and Loss for the year ended 31st March, 2018

(Amount in ₹)

| Particulars  | Note No. | year ended March 31, 2018 | year ended March 31, 2017 |
|--|----------|---------------------------|---------------------------|
| I. Revenue from operations   |          | 0                         | 0                         |
| II. Other Income   | 17       | 27,41,335                 | 16,98,385                 |
| <b>Total Revenue(I+II)</b>   |          | <b>27,41,335</b>          | 16,98,385                 |
| III. Expenses  |          |                           |                           |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade  |          | 0                         | 0                         |
| Employee benefit expense   | 18       | 12,60,854                 | 7,80,835                  |
| Depreciation and amortization expenses   | 3        | 1,02,434                  | 32,347                    |
| Other expenses   | 19       | 19,44,014                 | 9,05,843                  |
| <b>Total Expenses</b>  |          | <b>33,07,303</b>          | 17,19,025                 |
| <b>IV. Profit/(Loss) before exceptional items and tax</b>                      |          | <b>(5,65,968)</b>         | (20,640)                  |
| V. Exceptional Items   |          | (3,69,47,737)             | 0                         |
| <b>VI. Profit /(Loss) after exceptional item before tax (IV+V)</b>             |          | <b>3,75,13,705</b>        | (20,640)                  |
| VII. Tax Expenses:   |          |                           |                           |
| Current Tax  |          | 0                         | 0                         |
| MAT  |          | 0                         | 0                         |
| Deferred Tax   |          | (13,579)                  | 0                         |
| <b>VIII. Profit/(Loss) for the year after tax (VI-VII)</b>                     |          | <b>(3,75,00,126)</b>      | (20,640)                  |
| <b>IX. Other Comprehensive Income</b>  |          |                           |                           |
| <b>(A) Items that will not be reclassified to profit or loss</b>               |          |                           |                           |
| (i) Gain/(loss) recognized on fair valuation of financial assets               |          | (56,31,814)               | 11,02,953                 |
| (ii) Income Tax relating to items that will not reclassified to profit or Loss |          | 11,48,205                 | (3,40,813)                |
| <b>(B) Items that may be reclassified to profit or loss</b>                    |          |                           |                           |
| (i) Provision for change in value of investments                               |          | 0                         | 0                         |
| (ii) Income Tax relating to items that may be reclassified to profit or Loss   |          | 0                         | 0                         |
| <b>Total Other Comprehensive Income (A(i)+(ii))</b>                            |          | <b>(44,83,609)</b>        | 7,62,140                  |
| <b>X. Total Comprehensive Income for the period (VIII)+(IX)</b>                |          | <b>(4,19,83,735)</b>      | 7,41,500                  |
| XII. Earning per equity share of Rs. 10 each:                                  |          |                           |                           |
| (1) Basic and Diluted  |          | (6.37)                    | 0                         |

Notes referred to above form part of Balance Sheet  
As per our report of even date attached.

**FOR Laxmikant Kabra & Co.**

Chartered Accountants

Firm Registration No. : 117183W

**For and on behalf of the Board**

**Laxmikant Kabra**

Partner

Membership No.: 101839

Place: Mumbai

Date: May 28, 2018

**Shirish Shetye**

(Director)

**Prakash shah**

(Director)

**Jayesh Ramchandra Patil**

(Chief Finance Officer)

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH,2018

(Amount in ₹)

| <b>PARTICULARS</b>   | <b>FOR THE YEAR<br/>ENDING<br/>31.03.2018</b> | <b>FOR THE YEAR<br/>ENDING<br/>31.03.2017</b> |
|--|---|---|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                              |   |   |
| <b>NET PROFIT BEFORE TAX</b>   | <b>(3,75,13,705)</b>                          | (20,640)                                      |
| <b>Adjustment for:</b>   |   |   |
| Depreciation   | 1,02,434                                      | 32,347  |
| Interest & Dividend Income   | (3,02,742)                                    | 0   |
| Profit From Sale of Investment   | (24,38,593)                                   | 0   |
| Loss recognized on fair valuation of Assets Held For Sale-Exceptional Item | 3,69,47,737                                   | 0   |
| <b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>                     | <b>(32,04,869)</b>                            | 11,707  |
| <b>Adjustment for (Increase)/Decrease in Operating assets:</b>             |   |   |
| Loan and Advance   | (41,73,617)                                   | (21,200)                                      |
| Other Current assets   | (1,43,760)                                    | (1,58,800)                                    |
| Trade Receivable   | (1,09,966)                                    | (74,440)                                      |
| <b>Adjustment for Increase/(Decrease) in Operating liabilities:</b>        |   |   |
| Borrowings   | (30,57,833)                                   | 3,42,833                                      |
| Trade Payable  | 5,634   | (35,000)                                      |
| Other Financial Liabilities  | 2,50,10,023                                   | (80,240)                                      |
| Provisions   | 40,000  | (30,792)                                      |
| <b>Cash Generated From Operations</b>                                      | <b>1,43,65,612</b>                            | (45,932)                                      |
| <b>NET CASH INFLOW FROM OPERATING ACTIVITIES (A)</b>                       | <b>1,43,65,612</b>                            | (45,932)                                      |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                              |   |   |
| Short Term Investments   | (74,12,190)                                   | 0   |
| Long Term Investment   | 12,93,570                                     | 0   |
| Interest & Dividend Received   | 3,02,742                                      | 0   |
| Profit From Sale of Investments  | 24,38,593                                     | 0   |
| Addition in Property, Plant & Equipment                                    | (30,23,856)                                   | (38,771)                                      |
| Provision for Change in value of Investment                                | (56,31,813)                                   |   |
| Purchase of Investments  | 0   | 2,50,577                                      |
| <b>NET CASH INFLOW FROM INVESTING ACTIVITIES (B)</b>                       | <b>(1,20,32,954)</b>                          | 2,11,806                                      |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                              |   |   |
| <b>NET CASH FLOW INFLOW FORM FINANCING ACTIVITIES (C)</b>                  | <b>0</b>                                      | 0   |
| <b>D. NET INCREASE /DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>      | <b>23,32,658</b>                              | 1,65,874                                      |
| <b>Cash and Cash Equivalents at beginning of the year</b>                  | <b>4,08,863</b>                               | 2,42,988                                      |
| <b>Cash and Cash Equivalents at end of the year</b>                        | <b>27,41,521</b>                              | 4,08,863                                      |

**FOR Laxmikant Kabra & Co.**  
Chartered Accountants  
Firm Registration No. : 117183W

**For and on behalf of the Board**

**Laxmikant Kabra**  
Partner  
Membership No.: 101839  
Place: Mumbai  
Date: May 28, 2018

**Shirish Shetye**  
(Director)

**Prakash shah**  
(Director)

**Jayesh ramchandra Patil**  
(Chief Finance Officer)

**Notes to Financial Statements for the year ended 31st March, 2018****1. Corporate Information**

Bacil Pharma Limited ("the Company") is a public limited company incorporated under the provisions of the Companies Act, 1956 and listed on the Bombay Stock Exchange. The Registered office is situated at 71, Laxmi Building, 4<sup>th</sup> floor, Sir P M Road, Fort, Mumbai-400 001. The main object of the Company is to undertake Pharmaceutical business.

The financial statements were authorized for issue in accordance with the Board resolution passed on 28<sup>th</sup> May, 2018.

**2. Significant Accounting Policies****2.1 Compliance with IND-AS**

The Company has prepared financial statements for the year ended March 31, 2018 in accordance with Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) together with the comparative period data as at and for the year ended March 31, 2017.

For the period up to the year ended March 31, 2017, the company had prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013 read with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

**2.2 Basis of preparation and presentation**

The financial statements prepared on the historical cost basis, except for certain financial assets that are measured at fair values at the end of each reporting period as explained in the accounting policies below.

The financial statements are prepared in INR and all values are rounded to the nearest Lakhs, except when otherwise stated. The company has consistently applied the following accounting policies to all periods presented in these financial statements.

**a) Current versus non-current classification of assets and liabilities:**

The Company presents assets and liabilities in the Balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The Operating Cycle is the time between the acquisition of assets for business purposes and their realization into cash and cash equivalents.



**b) Property, Plant and Equipment:**

Property, Plant and Equipment are recorded at their cost of acquisition, net of refundable taxes or levies, less accumulated depreciation and impairment losses, if any. The cost thereof comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost for bringing the asset to its working condition for its intended use.

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit or Loss when the asset is de-recognised

Machinery Spares which can be used only in connection with a particular item of Fixed Asset and the use of which is irregular, are capitalized at cost. The cost thereof comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost for bringing the asset to its working condition for its intended use.

For transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment and other Non-current Assets recognised as on 1st April, 2016 (date of transition) measured as per previous GAAP as its deemed cost on the date of transition.

**Depreciation:**

Depreciation on Property, Plant and Equipment and Investment Properties is provided on different class of assets based on the method and on the basis of its useful lives as per Schedule II of the Companies Act, 2013, Depreciation on Fixed Assets other than Plant and Machinery is provided on Written down value Method.

Depreciation on additions to Fixed Assets is provided on pro-rata basis from the date of acquisition or installation.

**Impairment of Property Plant and Equipment & other Non-Current Assets:**

Carrying amount of tangible and intangible assets are reviewed at each Balance Sheet date. These are treated as impaired when the carrying cost thereof exceeds its recoverable value. Recoverable value is higher of the asset's net selling price or value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net selling price is the amount receivable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal. An impairment loss is charged for when an asset is identified as impaired.

**c) Fair Value Measurement:**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

**d) Financial instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**FINANCIAL ASSETS**

**Initial recognition and measurement-**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date.

**Subsequent measurement-**

For purposes of subsequent measurement, financial assets are classified in three categories:

- i) Financial assets measured at fair value through other comprehensive income (FVTOCI)
- ii) Financial assets measured at fair value through profit or loss (FVTPL)
- iii) Financial assets at amortized cost

**Equity instruments**

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, an irrevocable choice is made on initial recognition to measure it at FVTOCI. All fair value changes on such investments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale or disposal of the investment. However, on sale or disposal the company may transfer the cumulative gain or loss within equity.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The contractual rights to receive cash flows from the asset have expired, or The Company has transferred its rights to receive contractual cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On Derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in OCI and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

**FINANCIAL LIABILITIES:****Initial Recognition and Measurement:**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

**Subsequent Measurement:**

This is dependent upon the classification thereof as under:

**Loans and Borrowings:**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

**Derecognition:**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

**Equity Instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of an entity in accordance with the substance of the contractual arrangements. These are recognised at the amount of the proceeds received, net of direct issue costs.

**e) Revenue Recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the amount is received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government, discounts and rebates.

**Other Operating Revenue:**

Revenue in respect of other income is recognized only when it is reasonably certain that ultimate collection will be made.

**Interest Income:**

Interest Income from Financial Assets is recognized using the Effective Interest Rate (EIR) on amortized cost basis.

**Dividend Income:**

Dividend income is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

**f) Employee Benefits:**

Short term employee benefits are those which are payable wholly within twelve months of rendering service and are recognized as an expense at the undiscounted amount in Statement of Profit and Loss of the year in which the related service is rendered.

**g) Borrowing Costs:**

Borrowing costs comprising of interest and other costs that are incurred in connection with the borrowing of funds that are attributable to the acquisition or construction of qualifying assets are considered as a part of cost of such assets less interest earned on the temporary investment. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of profit and loss in the year in which they are incurred.

**h) Taxes on Income:****Current Income Taxes:**

Current income tax liabilities are measured at the amount expected to be paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income / equity is recognized similarly and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred Taxes:**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences, when the deferred tax liability arises from an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except, when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

**MAT:**

Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which give rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the specified years. Accordingly, MAT is recognized as deferred tax asset in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefits associated with it will flow to the Company.

**i) Provisions, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

When the Company expects part or entire provision to be reimbursed, the same is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A Contingent Liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of enterprise or a present obligation that arises from past events that may, but probably will not, require an outflow of resources.

Both provisions and contingent liabilities are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the Financial Statements.

**j) Earnings Per Share:**

Basic Earnings Per Share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average numbers of equity shares outstanding during the year are adjusted for events including a bonus issue, bonus element in right issue to existing shareholders, share split, and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**k) Cash and Cash Equivalent:**

Cash and cash equivalent for the purpose of Cash Flow Statement comprise cash at bank and in hand.

**l) Statement of Cash Flow:**

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**m) Segment Reporting:**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Board of Directors of the Company has been identified as being the Chief Operating Decision Maker (CODM) by the management of the Company. The Company has single reportable segments. However the Company has no separate reportable segment.

**n) Significant Accounting Judgements, Estimates and Assumptions:**

The preparation of Financial Statements is in conformity with the recognition and measurement principles of Ind AS which requires the management to make judgements for estimates and assumptions that affect the amounts of assets, liabilities and the disclosure of contingent liabilities on the reporting date and the amounts of revenues and expenses during the reporting period and the disclosure of contingent liabilities. Differences between actual results and estimates are recognized in the period in which the results are known/ materialize.

**i) Estimation of current tax expense and deferred tax:**

The calculation of the Company's tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material profits/losses and/or cash flows. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

**ii) Recognition of deferred tax assets/ liabilities:**

The recognition of deferred tax assets/liabilities is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits, reference is made to the latest available profit forecasts.

**iii) Estimated fair value of Financial Instruments:**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Management uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31.3.2018

## Note 3: Property Plant and Equipments:

| Particulars                      | Gross Block              |                           |  |                          | Depreciation            |                 |                          | WDV as on 31st March 2018 | WDV as on 31st March 2017 |
|----------------------------------|--------------------------|---------------------------|--|--------------------------|-------------------------|-----------------|--------------------------|---------------------------|---------------------------|
|                                  | Opening as on 01.04.2017 | Additions during the year | Deduction/ diminution in value during the year** | Closing As at 31.03.2018 | Opening as on 01.4.2017 | during the year | Closing as at 31.03.2018 |                           |                           |
| <b><u>Held for Sale</u></b>      |                          |                           |  |                          |                         |                 |                          |                           |                           |
| Land & Building-Unit I           | 2,06,48,324              | 1,20,463                  | -  | 2,07,68,787              | -                       | -               | -                        | 2,07,68,787               | 2,06,48,324               |
| Leasehold Land-Unit II           | 7,01,180                 | 1,20,297                  | -  | 8,21,477                 | -                       | -               | -                        | 8,21,477                  | 701,180                   |
| Plant & Machinery                | 3,10,73,019              | 24,00,000                 | -  | 3,34,73,019              | -                       | -               | -                        | 3,34,73,019               | 3,10,73,019               |
| Other Non-current Assets*        | 68,84,455                | -                         | -  |                          |                         |                 |                          | 68,84,455                 |                           |
| <b>Total</b>                     | <b>5,93,06,978</b>       | <b>26,40,760</b>          | <b>3,69,47,738</b>                               | <b>2,50,00,000</b>       | <b>-</b>                | <b>-</b>        | <b>-</b>                 | <b>2,50,00,000</b>        | <b>5,24,22,523</b>        |
| <b>Previous Year</b>             | <b>5,24,22,523</b>       | <b>-</b>                  | <b>-</b>   | <b>5,24,22,523</b>       | <b>-</b>                | <b>-</b>        | <b>-</b>                 | <b>5,24,22,523</b>        |                           |
| <b><u>Other Fixed Assets</u></b> |                          |                           |  |                          |                         |                 |                          |                           |                           |
| Office Equipment                 | -                        | 65,070                    | -  | 65,070                   | -                       | 14,924          | 14,924                   | 50,146                    | -                         |
| Furniture and Fixture            | 63,000                   | 3,18,028                  | -  | 3,81,028                 | 25,469                  | 79,873          | 1,05,342                 | 2,75,686                  | 37,531                    |
| Computer & Printers              | 1,04,671                 | -                         | -  | 1,04,671                 | 91,941                  | 7,638           | 99,579                   | 5,092                     | 12,730                    |
| <b>Total</b>                     | <b>1,67,671</b>          | <b>3,83,098</b>           | <b>-</b>   | <b>5,50,769</b>          | <b>1,17,410</b>         | <b>1,02,435</b> | <b>2,19,845</b>          | <b>3,30,924</b>           | <b>50,261</b>             |
| <b>Previous Year</b>             | <b>50,261</b>            | <b>38,771</b>             | <b>-</b>   | <b>1,67,671</b>          | <b>85,063</b>           | <b>32,347</b>   | <b>1,17,410</b>          | <b>50,261</b>             |                           |

\*Represents preliminary expenses pending allocation capitalized.

\*\*Diminution in value occurred on the fair value recognition of assets held for sale in accordance with Ind AS 105.

The Company has entered into an agreement for sale of its Land and Building, Leasehold Land and Plant & Machinery on "as is where is basis" for a lump sum consideration of Rs. 250 Lakhs based on which the Fair value of all the assets held for sale has been taken as Rs. 250 Lakhs and the difference between cost of assets held for sale and the fair value of the assets has been shown diminution in value of all assets held for sale as the measurement of diminution in value for each asset was not possible.

## Note 4: Non-Current Investments

| Particulars   | As at 31.03.2018 | As at 31.03.2017 | As at 01.04.2016 |
|---|------------------|------------------|------------------|
| <b>Investment measured at Fair Value through Other Comprehensive Income</b> |                  |                  |                  |
| Investments in Equity Instruments   | <b>32,31,775</b> | 45,25,345        | 50,73,133        |
| <b>TOTAL</b>  | <b>32,31,775</b> | 45,25,345        | 50,73,133        |

## Note 5: Non Current Assets – Loans

| Particulars                      | As at 31.03.2018 | As at 31.03.2017 | As at 01.04.2016 |
|----------------------------------|------------------|------------------|------------------|
| <b>Unsecured Considered Good</b> |                  |                  |                  |
| Loan to Others                   | <b>63,45,042</b> | 21,71,425        | 21,70,225        |
| <b>TOTAL</b>                     | <b>63,45,042</b> | 21,71,425        | 21,70,225        |

## Note 6: Deferred Tax Assets (Net)

| Particulars  | As at 31.03.2018 | As at 31.03.2017 | As at 01.04.2016 |
|--|------------------|------------------|------------------|
| Opening Deferred Tax   | 0                | 0                | 0                |
| Liability/(Asset) occurred on change in value of investments | <b>9,87,890</b>  | 0                | 0                |
| <b>TOTAL</b>   | <b>9,87,890</b>  | 0                | 0                |

## Note 7: Current Investments

| Particulars  | As at 31.03.2018   | As at 31.03.2017 | As at 01.04.2016 |
|--|--------------------|------------------|------------------|
| <b>Investment measured at Fair Value through Profit &amp; Loss</b> |                    |                  |                  |
| Investments in Equity Instruments (Quoted)                         | <b>12,731,213</b>  | 2,97,209         | 0                |
| Add: Provision for change in value of Investment                   | <b>(44,59,050)</b> | 5,62,764         |                  |
| <b>TOTAL</b>   | <b>8,272,163</b>   | 8,59,973         | 0                |

**Note 8: Trade Receivable**

| Particulars  | As at<br>31.03.2018 | As at<br>31.03.2017 | As at<br>01.04.2016 |
|--|---------------------|---------------------|---------------------|
| <b>outstanding for less than six months from the date they are due for payment</b> |                     |                     |                     |
| Trade Receivable   | 1,09,966            | -                   | 36,000              |
| <b>TOTAL</b>   | <b>1,09,966</b>     | <b>-</b>            | <b>36,000</b>       |

**Note 9: Cash & Cash Equivalents**

| Particulars                         | As at<br>31.03.2018 | As at<br>31.03.2017 | As at<br>01.04.2016 |
|-------------------------------------|---------------------|---------------------|---------------------|
| Balance with Bank (Current Account) | 19,51,740           | 3,14,725            | 2,12,487            |
| Cash in Hand                        | 7,89,780            | 94,140              | 30,501              |
| <b>TOTAL</b>                        | <b>27,41,521</b>    | <b>4,08,864</b>     | <b>2,42,988</b>     |

**Note 10: Other Current Assets**

| Particulars              | As at<br>31.03.2018 | As at<br>31.03.2017 | As at<br>01.04.2016 |
|--------------------------|---------------------|---------------------|---------------------|
| Legal Charges-Court Fees | 0                   | 36,000              | 0                   |
| R& D expenses            | 0                   | 74,440              | 0                   |
| Amount receivable        | 1,50,000            | 1,50,000            | 0                   |
| Staff Advance            | 2,83,000            | 20,000              | 0                   |
| MSEB Deposit             | 60,620              | 69,420              | 60,620              |
| <b>TOTAL</b>             | <b>4,93,620</b>     | <b>3,49,860</b>     | <b>60,620</b>       |

**Note 11: Equity Share Capital**

| Particulars  | As at<br>31.03.2018 | As at<br>31.03.2017 | As at<br>01.04.2016 |
|--|---------------------|---------------------|---------------------|
| <b>Authorized Capital</b><br>80,00,000 ( 31 March, 2017: 80,00,000 ; 1 <sup>st</sup> April, 2017<br>80,00,000) Equity Shares of Rs. 10/- each  | <b>8,00,00,000</b>  | 8,00,00,000         | 8,00,00,000         |
| <b>TOTAL</b>   | <b>8,00,00,000</b>  | 8,00,00,000         | 8,00,00,000         |
| <b>Issued , Subscribed and Paid up Capital</b><br>58,90,000 ( 31 March, 2017: 58,90,000; 1 <sup>st</sup> April, 2017 58,90,000)<br>Equity Shares of Rs. 10/- each, Fully paid up<br>Add: Share Forfeited | <b>5,89,00,000</b>  | 5,89,00,000         | 5,89,00,000         |
| <b>TOTAL</b>   | <b>65,27,150</b>    | 65,27,150           | 65,27,150           |

**Reconciliation of No. of Shares outstanding at the beginning and at the end of the Year**

| Particulars                              | As at<br>31.03.2018 | As at<br>31.03.2017 | As at<br>01.04.2016 |
|--|---------------------|---------------------|---------------------|
| Number of Equity Shares at the beginning | <b>58,90,000</b>    | 58,90,000           | 58,90,000           |
| Number of Equity Shares at the end       | <b>58,90,000</b>    | 58,90,000           | 58,90,000           |

**Details of the Shareholders holding more than 5% of Equity Shares in the Company**

| Particulars  | No of Shares Held | % of Shares |
|--|-------------------|-------------|
| <b>Prakash Bhoorchand Shah</b>                                 |                   |             |
| Current Year   | 7,60,400          | 12.91%      |
| Previous Year  | 7,60,400          | 12.91%      |
| <b>Gulechha Investment and Trading Company Private Limited</b> |                   |             |
| Current Year   | 3,73,000          | 6.33%       |
| Previous Year  | 3,73,000          | 6.33%       |
| <b>Khem Sum Apparels Overseas Limited</b>                      |                   |             |
| Current Year   | 414000            | 7.03%       |
| Previous Year  | 414000            | 7.03%       |
| <b>Rapport Investment and Trading Company Private Limited</b>  |                   |             |
| Current Year   | 9,17,300          | 15.57%      |
| Previous Year  | 9,17,300          | 15.57%      |

**Note 11: Other Equity**

| Particulars  | As at<br>31.03.2018  | As at<br>31.03.2017 | As at<br>01.04.2016 |
|--|----------------------|---------------------|---------------------|
| <b>Surplus (Profit and Loss Account)</b>               |                      |                     |                     |
| Opening Balances                                       | (9,22,879)           | (12,91,109)         | (6,20,543)          |
| Add/Less: Provision for change in value of investments | 0                    | (5,40,189)          | 0                   |
| Add/Less: Tax adjustment                               | 0                    | 1,66,919            | 0                   |
| Add/Less: Profit/(Loss) of the year                    | (4,19,83,735)        | 7,41,500            | (6,70,566)          |
| <b>Balance as at end of the year</b>                   |                      |                     |                     |
| <b>TOTAL</b>   | <b>(4,29,06,614)</b> | <b>(9,22,879)</b>   | <b>(12,91,109)</b>  |

**Note 12: Non-Current Liabilities- Deferred Tax Liability**

| Particulars                                | As at<br>31.03.2018 | As at<br>31.03.2017 | As at<br>01.04.2016 |
|--|---------------------|---------------------|---------------------|
| Opening Deferred Tax                       | 0                   | 0                   | 0                   |
| Liability/(Asset) occurred during the year | 0                   | 1,73,894            | 0                   |
| <b>TOTAL</b>                               | <b>0</b>            | <b>1,73,894</b>     | <b>0</b>            |

**Note 13: Current Borrowings**

| Particulars              | As at<br>31.03.2018 | As at<br>31.03.2017 | As at<br>01.04.2016 |
|--------------------------|---------------------|---------------------|---------------------|
| Borrowings from Director | 0                   | 30,57,833           | 27,15,000           |
| <b>TOTAL</b>             | <b>0</b>            | <b>30,57,833</b>    | <b>27,15,000</b>    |

**Note 14: Current Liabilities- Trade Payables**

| Particulars  | As at<br>31.03.2018 | As at<br>31.03.2017 | As at<br>01.04.2016 |
|--|---------------------|---------------------|---------------------|
| Total outstanding dues of Micro Enterprises and Small Enterprises                      | 0                   | 0                   | 0                   |
| Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises | 42,284              | 36,650              | 35,000              |
| <b>TOTAL</b>   | <b>42,284</b>       | <b>36,650</b>       | <b>35,000</b>       |

**Note 15: Current Liabilities- other financial liability**

| Particulars                                   | As at<br>31.03.2018 | As at<br>31.03.2017 | As at<br>01.04.2016 |
|---|---------------------|---------------------|---------------------|
| Advance received against assets held for sale | 2,50,00,000         | 0                   | 0                   |
| TDS on contract                               | 0                   | 450                 | 0                   |
| TDS on Professional Fees                      | 0                   | 3,258               | 0                   |
| TDS on Interest Expenses                      | 13,731              | 0                   | 0                   |
| Other Financial Liabilities                   | 0                   | 0                   | 1,16,890            |
| <b>TOTAL</b>                                  | <b>2,50,13,731</b>  | <b>3,708</b>        | <b>1,16,890</b>     |

**Note 16: Current Liabilities- Provisions**

| Particulars                             | As at<br>31.03.2018 | As at<br>31.03.2017 | As at<br>01.04.2016 |
|---|---------------------|---------------------|---------------------|
| Provision for Audit Fees                | 50,000              | 0                   | 0                   |
| Provision for Employee Benefit Expenses | 42,000              | 52,000              | 0                   |
| Provision for Expenses                  | 0                   | 0                   | 86,500              |
| <b>TOTAL</b>                            | <b>92,000</b>       | <b>52,000</b>       | <b>86,500</b>       |

**Note 17: Other Income**

| Particulars                        | As at<br>31.03.2018 | As at<br>31.03.2017 |
|------------------------------------|---------------------|---------------------|
| Dividend                           | 29,125              | 0                   |
| Interest                           | 2,73,617            | 1,80,000            |
| Profit/Loss on sale of Investments | 24,38,593           | 10,43,385           |
| Miscellaneous Income               | 0                   | 4,75,000            |
| <b>TOTAL</b>                       | <b>27,41,335</b>    | <b>16,98,385</b>    |



**Note 18: Employee Benefit Expenses**

| Particulars            | As at<br>31.03.2018 | As at<br>31.03.2017 |
|------------------------|---------------------|---------------------|
| Salary & Wages         | 10,93,000           | 7,10,500            |
| Staff Welfare Expenses | 1,67,854            | 70,335              |
| <b>TOTAL</b>           | <b>12,60,854</b>    | 7,80,835            |

**Note 19: Other Expenses**

| Particulars                            | As at<br>31.03.2018 | As at<br>31.03.2017 |
|--|---------------------|---------------------|
| Advocate Fees                          | 70,800              | 0                   |
| Amount written off                     | 110,440             | 0                   |
| Annual Custody Fees                    | 27,117              | 25,763              |
| Audit Fees                             | 60,000              | 8,000               |
| Auditor's Remuneration - Certification | 3,000               | 6,000               |
| Bank Charges                           | 15,156              | 786                 |
| Books & Periodicals                    | 11,559              | 6,720               |
| Conveyance                             | 55,020              | 39,270              |
| Demat Charges                          | 634                 | 573                 |
| Deposit Written Off                    | 8,800               | 0                   |
| Donation                               | 0                   | 10,500              |
| Electricity Charges                    | 0                   | 8,000               |
| Factory Expenses                       | 169,600             | 0                   |
| Filing Fees - R.O.C.                   | 12,000              | 4,200               |
| Interest on Delay Payment              | 235,921             | 0                   |
| Interest on TDS                        | 200                 | 0                   |
| Listing Fees                           | 287,500             | 236,200             |
| Miscellaneous Expenses                 | 57,049              | 59,780              |
| NSDL Fees                              | 5,750               | 22,925              |
| Office Expenses                        | 66,930              | 41,027              |
| Postage & Telegram                     | 99,305              | 25,470              |
| Printing & Stationery                  | 52,363              | 47,311              |
| Professional Fees                      | 126,379             | 67,015              |
| Professional Tax - Company             | 2,500               | 0                   |
| Professional Tax - Employees           | 7,100               | 0                   |
| Publication Charges                    | 49,029              | 16,672              |
| Rates & Taxes                          | 0                   | 20,225              |
| R & D Exp                              | 37,300              | 0                   |
| Repairs & Maintenance                  | 57,248              | 45,000              |
| Secretarial Audit Fees                 | 20,000              | 0                   |
| Telephone Charges                      | 41,273              | 48,625              |
| Travelling Expenses                    | 195,125             | 67,329              |
| Vehicle Expenses                       | 58,917              | 98,453              |
| <b>TOTAL</b>                           | <b>19,44,014</b>    | 9,05,843            |

**Note 20: Other Notes to Accounts****I. Related Party Information & Transactions with Related Parties:**

The Company has not entered into any related party transactions during the financial year 2017-18.

**II. Segment Reporting:**

The Company has no separate reporting segment.

**III. Financial Instrument:**

The significant accounting policies, including the criteria of recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability, and equity instrument are disclosed in note 2.2 of the Ind AS financial statement.

**(a) Financial Assets and Liabilities**

The carrying values of financial instruments by categories as at 31st March, 2018 are as follows:

| Particulars                  | Note No. | Fair Value through Profit / Loss | Fair Value Through OCI | Amortized Cost     | Total carrying Value |
|------------------------------|----------|----------------------------------|------------------------|--------------------|----------------------|
| <b>Financial Assets</b>      |          |                                  |                        |                    |                      |
| <b>Non-current</b>           |          |                                  |                        |                    |                      |
| Investment                   | 4        | 32,31,775                        | -                      | -                  | <b>32,31,775</b>     |
| Loans & Advances             | 5        | -                                | -                      | 63,45,042          | <b>63,45,042</b>     |
| <b>Current</b>               |          |                                  |                        |                    |                      |
| Investment                   | 7        | -                                | 82,72,163              | -                  | <b>82,72,163</b>     |
| Trade receivables            | 8        | -                                | -                      | 1,09,966           | <b>1,09,966</b>      |
| Cash and cash equivalents    | 9        | -                                | -                      | 27,41,521          | <b>27,41,521</b>     |
| <b>TOTAL</b>                 |          | <b>32,31,775</b>                 | <b>82,72,163</b>       | <b>91,96,529</b>   | <b>2,07,00,467</b>   |
| <b>Financial Liabilities</b> |          |                                  |                        |                    |                      |
| <b>Current</b>               |          |                                  |                        |                    |                      |
| Trade Payables               | 14       | -                                | -                      | 42,284             | <b>42,284</b>        |
| Other Financial liabilities  | 15       | -                                | -                      | 2,50,13,731        | <b>2,50,13,731</b>   |
| <b>TOTAL</b>                 |          | <b>-</b>                         | <b>-</b>               | <b>2,50,56,015</b> | <b>2,50,56,015</b>   |

The carrying values of financial instruments by categories as at 31st March, 2017 are as follows:

| Particulars                  | Note No. | Fair Value through Profit / Loss | Fair Value Through OCI | Amortized Cost   | Total carrying Value |
|------------------------------|----------|----------------------------------|------------------------|------------------|----------------------|
| <b>Financial Assets</b>      |          |                                  |                        |                  |                      |
| <b>Non-current</b>           |          |                                  |                        |                  |                      |
| Investments                  |          | 45,25,345                        | -                      | -                | <b>45,25,345</b>     |
| Loans & Advances             |          | -                                | -                      | 21,71,425        | <b>21,71,425</b>     |
| <b>Current</b>               |          |                                  |                        |                  |                      |
| Investments                  |          | -                                | 8,59,973               | -                | <b>8,59,973</b>      |
| Cash and cash equivalents    |          | -                                | -                      | 4,08,864         | <b>4,08,864</b>      |
| <b>TOTAL</b>                 |          | <b>45,25,345</b>                 | <b>8,59,973</b>        | <b>2580289</b>   | <b>79,65,607</b>     |
| <b>Financial Liabilities</b> |          |                                  |                        |                  |                      |
| <b>Current</b>               |          |                                  |                        |                  |                      |
| Borrowings                   |          | -                                | -                      | 30,57,833        | <b>30,57,833</b>     |
| Trade Payables               |          | -                                | -                      | 36,650           | <b>36,650</b>        |
| Other Financial liabilities  |          | -                                | -                      | 3,708            | <b>3,708</b>         |
| <b>TOTAL</b>                 |          | <b>-</b>                         | <b>-</b>               | <b>30,98,191</b> | <b>30,98,191</b>     |

The carrying values of financial instruments by categories as at 1st April, 2016 are as follows:

| Particulars                  | Note No. | Fair Value through Profit / Loss | Fair Value Through OCI | Amortized Cost   | Total carrying Value |
|------------------------------|----------|----------------------------------|------------------------|------------------|----------------------|
| <b>Financial Assets</b>      |          |                                  |                        |                  |                      |
| <b>Non-current</b>           |          |                                  |                        |                  |                      |
| Investments                  |          | 50,73,133                        | -                      | -                | <b>50,73,133</b>     |
| Loans & Advances             |          | -                                | -                      | 21,70,225        | <b>21,70,225</b>     |
| <b>Current</b>               |          |                                  |                        |                  |                      |
| Trade Receivable             |          | -                                | -                      | 36,000           | <b>36,000</b>        |
| Cash and cash equivalents    |          | -                                | -                      | 2,42,988         | <b>2,42,988</b>      |
| <b>TOTAL</b>                 |          | <b>50,73,133</b>                 |                        | <b>24,49,213</b> | <b>75,22,346</b>     |
| <b>Financial Liabilities</b> |          |                                  |                        |                  |                      |
| <b>Current</b>               |          |                                  |                        |                  |                      |
| Trade Payable                |          | -                                | -                      | 35,000           | <b>35,000</b>        |
| Other Financial Liabilities  |          | -                                | -                      | 1,16,890         | <b>1,16,890</b>      |
| <b>TOTAL</b>                 |          |                                  |                        | <b>1,51,890</b>  | <b>1,51,890</b>      |

**Fair Value Hierarchy**

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:

**Level 1:** Inputs are quoted prices (unadjusted) in active markets for identical assets and liabilities.

**Level 2:** Inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. prices) or indirectly (i.e. derived from prices).

**Level 3:** Inputs are not based on observable market data unobservable inputs. Fair value are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table summarizes financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured on fair value on recurring basis (but fair value disclosures are required)

| As at 31 <sup>st</sup> March, 2018   | Level 1   | Level 2 | Level 3 | Total            |
|--|-----------|---------|---------|------------------|
| <b>Financial Assets :</b>  |           |         |         |                  |
| <i>Investments measured at Fair value through Other Comprehensive Income</i> |           |         |         |                  |
| Investments in Quoted Equity Shares  | 82,72,163 | -       | -       | <b>82,72,163</b> |
| <i>Investments measured at Fair value through Profit &amp; Loss</i>          |           |         |         |                  |
| Investments in Quoted Shares   | 32,31,775 | -       | -       | <b>32,31,775</b> |

| As at 31 <sup>st</sup> March, 2017   | Level 1   | Level 2 | Level 3 | Total            |
|--|-----------|---------|---------|------------------|
| <b>Financial Assets :</b>  |           |         |         |                  |
| <i>Investments measured at Fair value through Other Comprehensive Income</i> |           |         |         |                  |
| Investments in Quoted Equity Shares  | 8,59,973  | -       | -       | <b>8,59,973</b>  |
| <i>Investments measured at Fair value through Profit &amp; Loss</i>          |           |         |         |                  |
| Investments in Quoted Shares   | 45,25,345 | -       | -       | <b>45,25,345</b> |

| As at 01 <sup>st</sup> April, 2016                                  | Level 1   | Level 2 | Level 3 | Total            |
|---|-----------|---------|---------|------------------|
| <b>Financial Assets :</b>   |           |         |         |                  |
| <i>Investments measured at Fair value through Profit &amp; Loss</i> |           |         |         |                  |
| Investments in Quoted Shares  | 50,73,133 | -       | -       | <b>50,73,133</b> |

**VI. Disclosures required by Ind AS 101 First Time Adoption of Indian Accounting Standards:****A. Reconciliation of Statement of Total Equity as at 31st March, 2017**

| Particulars   | As at 31 <sup>st</sup> March, 2017 |
|---|------------------------------------|
| Total Equity (Shareholders' Fund) under previous GAAP | 6,39,80,391                        |
| <b>Add/(Less): IND AS Adjustments</b>                 |                                    |
| Provision for change in value of Investments          | (5,40,189)                         |
| Deferred Tax Adjustments on above                     | 1,66,919                           |
| Transfer to Reserve & Surplus                         | 7,41,500                           |
| <b>Total adjustments to equity</b>                    | <b>3,68,230</b>                    |
| <b>Total equity under Ind AS</b>                      | <b>6,43,48,622</b>                 |

**B. Reconciliation of Total Comprehensive Income for the year ended on 31st March, 2017**

| Particulars  | For the year ended 31 <sup>st</sup> March, 2017 |
|--|---|
| Net profit/ (Loss) for the period under previous Indian GAAP | (20,640)  |
| <b>Add/(Less): IND AS Adjustments</b>                        |   |
| Gain/(Loss) recognized on fair valuation of Financial Assets | 11,02,953                                       |
| Deferred Tax Adjustments on above                            | 3,40,813  |
| <b>Total Comprehensive Income as per Ind AS</b>              | <b>7,41,500</b>                                 |

**C. Material adjustments made during transition from previous GAAP to Ind AS:****Investments recorded at FVTOCI**

Company's investment in quoted equity shares was earlier recognized at cost under previous GAAP. Under Ind AS 109, the same is recognised as FVTOCI.

**Deferred Tax Adjustments on Ind AS Adjustments**

Under Previous GAAP, deferred tax was recognized based on the profit and loss method. Under Ind-AS 12, deferred tax is recognized based on the balance sheet method for all differences between the accounting and tax base. Consequentially, deferred tax has been recognised for the adjustments made on transition to Ind AS, wherever applicable.

**Disclosures as required by Indian Accounting Standard (Ind-AS) 101 First Time Adoption Standard:**

The Company has adopted Ind AS with effect from 1st April, 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Retained Earnings as at 1st April, 2016 and all the periods presented have been restated accordingly.

- VII.** The figures in the financial statements are rounded off to the nearest rupee and indicated in actual.
- VIII.** Previous year's figures have been regrouped/re-arranged wherever necessary in order to conform to those of the Current Year.

**FOR Laxmikant Kabra & Co.**

Chartered Accountants  
Firm Registration No. : 117183W

**For and on behalf of the Board****Laxmikant Kabra**

Partner  
Membership No.: 101839  
Place: Mumbai  
Date: May 28, 2018

**Shirish Shetye**

(Director)

**Prakash shah**

(Director)

**Jayesh Ramchandra Patil**

(Chief Finance Officer)

**BACIL PHARMA LIMITED**

CIN: L74120MH1982PLC028648

Registered Office: 71, Laxmi Building, 4th Floor, Sir P.M. Road,  
Fort, Mumbai - 400001**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|                             |   |  |
|-----------------------------|---|--|
| Name of the member(s)       | : |  |
| Registered address          | : |  |
| E-mail ID                   | : |  |
| Folio No./DP ID & Client ID | : |  |

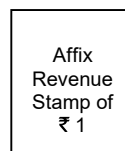
I/We, bearing the member(s) of \_\_\_\_\_ shares of Bacil Pharma Limited, hereby appoint:

|    |                 |                |
|----|-----------------|----------------|
| 1. | Name :          |                |
|    | Address:        |                |
|    | E-mail address: | or failing him |
| 2. | Name :          |                |
|    | Address:        |                |
|    | E-mail address: | or failing him |
| 3. | Name :          |                |
|    | Address:        |                |
|    | E-mail address: | or failing him |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on the Saturday, 29th September, 2018 at 9.00 a.m. at Kilachand Conference Hall, 2nd Floor, IMC Chamber, IMC Marg, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

| <b>Ordinary Business</b> |   |
|--------------------------|---|
| 1.                       | Adoption of the Financial Statements for the financial year ended 31st March 2018 and the Board of Directors' and Auditors' Reports thereon.                                      |
| 2.                       | Appointment of Director in place of Dr. Sneha Shah (DIN: 07144208), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment. |
| 3.                       | Ratification of appointment of M/s Laxmikant Kabra & Co., Chartered Accountants (Registration No. 117183W) as Statutory Auditors of the Company and fixing their remuneration.    |
| <b>Special Business</b>  |   |
| 4.                       | Re-appointment of Mr. Manmohan Singh Ghildyal as manager of the Company   |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018



Signature of Shareholder

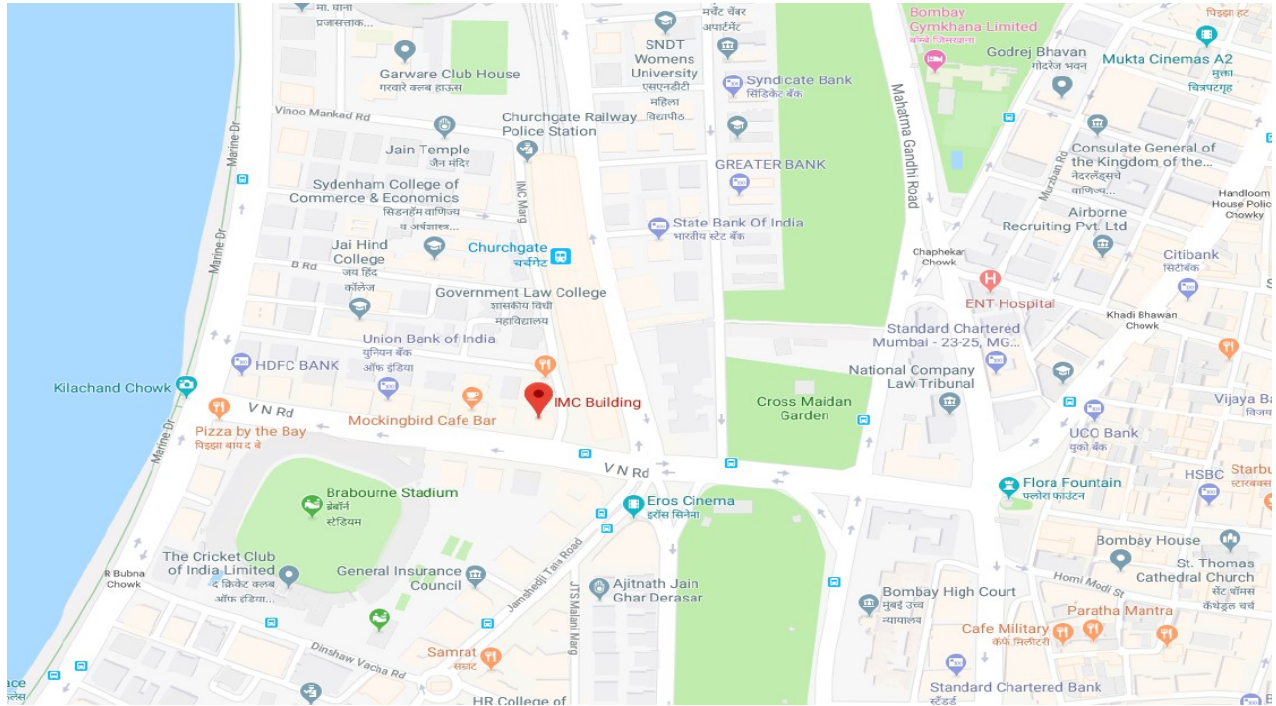
Signature of Proxy

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, explanatory statement and notes please refer notice of 31st Annual General Meeting.

## Route Map to the AGM Venue

Venue: Kilachand Conference Hall, 2<sup>nd</sup> Floor, IMC Building, IMC Marg, Churchgate, Mumbai- 400 020



*If undelivered, please return to:*  
**BACIL PHARMA LIMITED**  
71, Laxmi Building, Sir P. M. Road,  
Fort, Mumbai – 400 001