BACIL PHARMA LIMITED

Regd. Off.: 71, LAXMIBUILDING, 4TH FLOOR, SIR P. M. ROAD, FORT, MUMBAI 400 001.
Email ID: bacilpha@yahoo.com CIN: L24200MH1987PLC043427 Tel.: 22618452/22661541, Tel/Fax: 22618327

Date: 04th September, 2024

To,
The Corporate Service Department,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai- 400001.

Scrip Code: 524516

Name: Bacil Pharma limited

Sub: Submission of Annual Report under Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

Please find enclosed herewith Notice of 37th Annual General Meeting and copy of the Annual Report as per Regulation 34(1) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, for the year ended 31st March, 2024 for your necessary records

Kindly take note of the same and oblige.

For Bacil Pharma Limited

PRAKASH BHOORCHAND SHAH
Digitally signed by PRAKASH BHOORCHAND SHAH
Date: 2024.09.04 18:32:42 +05'30'

Prakash Shah
Director
DIN: 01136800

Encl.: Annual Report for the year ended 31st March, 2024.

37^{th}
ANNUAL REPORT
2023-2024

BACIL PHARMA LIMITED

71, Laxmi Building, Sir P. M. Road,
Fort, Mumbai – 400001

Board of Directors
Prakash Shah – Director

Suman Shah- Non – Executive Director
(Resigned w.e.f 31st August 2024)

Shirish Shetty – Independent Non-Executive Director

Lalit Jain – Independent Non-Executive Director

Ganpat Salekar – Manager
(Appointment w.e.f. 16th September, 2023)

Jayesh Ramchandra Patil – Chief Financial Officer

Bhavana Tak – Company Secretary & Compliance Officer

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

Auditors
M/s. Laxmikant Kabra & Co. LLP
(Formerly known as Laxmikant Kabra & Co.)
Chartered Accountants
Thane

Internal Auditor
Bhavana Tak

Secretarial Auditor
Pooja Gandhi & Associates
Practicing Company Secretary
Mumbai

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

Special Notice to Shareholders holdings Shares in Physical Mode:

As per SEBI circular dated April, 2018 shareholders whose ledger folio not mapped with PAN and Bank details are required to compulsorily furnish the details to the RTA/Company for registering the same with the respective folios.

As per SEBI circular SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018, BSE circular no. LIST/COMP/15/2018-19 dated 5th July, 2018 and NSE circular Ref. No NSE/CML/2018/26 dated9th July, 2018, shareholders are advised to dematerialize their physical securities since requests for effecting transfer of physical securities (except in case of transmission or transposition of securities) shall not be processed from 1st April 2019. Hence, we request you to open a demat account and submit your physical securities with the depository participant for dematerializing your securities enabling you to trade in electronic form.

If shareholder already has demat account then kindly submit the same for dematerialization at the earliest.
Shareholders are requested to refer SEBI/HO/MIRSD/RTAMB/CIR/P/2019/122 dated November 05, 2019 for Enhanced Due Diligence for Dematerialization of Physical Securities and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination.

For any queries on the subject matter and the rules. Please contact the Company's Registrars and Share transfer Agent at: BIGSHARE SERVICES PVT. LTD. E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai- 400072.

Telephone Number: 28470652, 28470653, 28473747, 28473474
EmailID:info@bigshareonline.com

NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of the shareholders of Bacil Pharma Limited will be held on 27th September, 2024 at 10:00 A.M. at 71, Laxmi Building, 4th Floor, Sir P. M. Road, Fort, Mumbai – 400001 to transact the following business:

ORDINARYBUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at 31st March, 2024 and Reports of the Directors' and Auditor's thereon.

2. To appoint a Director in place of Mr. Prakash Shah (DIN: 01136800), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of Ms. Avani Savjibhai Godhaniya as an Independent Director of the Company.

   To consider and if thought fit, to pass the following resolution as a Special Resolution:

   RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Avani Savjibhai Godhaniya (DIN: 10387729), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 28, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till August 27, 2029, and that she shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally and jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

4. Appointment of Mr. Dinesh Chander Notiyal as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Dinesh Chander Notiyal (DIN:10289995), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 28, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till August 27, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally and jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

5. Appointment of Mr. Mehul Hasmukhbhai Shah (DIN: 10753865) as Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Director, Mr. Mehul Hasmukhbhai Shah (DIN: 10753865), who was appointed as an Additional Director in the capacity of Executive Director of the Company with effect from August 31, 2024 by the Board of Directors of the Company and who holds office upto the date of this Annual General Meeting and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, for a period of 5 (Five) years till August 30, 2029, liable to retire by rotation on monthly remuneration of Rs. 30000/- (Rupees Thirty Thousand only) and on such terms and conditions, including remuneration, as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT Board of Directors be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

Place: Mumbai
Date: 2nd September, 2024

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

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

Prakash Shah
Director
DIN: 01136800

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.

2. 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.

3. 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

4. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2024 to 27th September, 2024. (Both days inclusive)

5. 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.

6. Members are requested to bring their attendance slip along with copy of the Annual Report at the time of Annual General Meeting.

7. The Notice of AGM along with the Annual Report 2023-24 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.

8. Shareholders desiring any information as regards the proposed resolutions are requested to write to the Company at least seven working days in advance so as to enable the management to keep the information ready at the meeting.

9. In the terms of Section 72 of the Companies Act, 2013, nomination facility is available to the individual shareholder. The shareholders who are desirous of availing this facility may kindly write to the Registrars & Transfer Agents in Form SH-13 prescribed by the Government which can be obtained from the Company's R&T Agents.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to its members to enable them to exercise their right to vote in respect of the business(es) to be transacted at the 37th Annual General Meeting of the Company scheduled to be held on 27th September, 2024 at 10.00 A.M. The Company has engaged National Securities Depositories Limited (NSDL) as the authorized agency to provide the remote e-voting facility. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	9:00 A.M. on 24th September, 2024
End of remote e-voting	5:00 P.M. on 26th September, 2024

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 is mentioned below:

How to Log-into NSDL e-Voting website?

(i) 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.

(ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

(iii) 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.

(iv) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID 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 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 For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

(v) Your password details are given below:

a) If you are already registered for e-Voting, then you can user 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.

(vi) 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.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.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** mentioning your Demat account number/folio number, your PAN, your name and your registered address.

(vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(viii) Now, you will have to click on "Login" button.

(ix) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

I. 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.

II. 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.

III. Select "EVEN" of company for which you wish to cast your vote.

IV. Now you are ready for e-Voting as the Voting page opens.

V. 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.

VI. Upon confirmation, the message "Vote cast successfully" will be displayed.

VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

VIII. 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 suhas62@yahoo.com with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

1. 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 20th September, 2024.

2. 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. 20th September,2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

3. 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.

4. 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.

5. Mr. Suhas Ganpule, Practicing Company Secretary, (COP No. 5722) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner.

6. 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.

7. 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 24 hours 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.

8. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bacilpharma.co.in 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.

Place: Mumbai
Date: 2nd September, 2024

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

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

Prakash Shah
Director
DIN: 01136800

EXPLANATORY STATEMENT IN RESPECT OF THE ITEMS OF THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item no. 3 - Appointment of Ms. Avani Savjibhai Godhaniya (DIN: 10387729) as an Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board, on August 28, 2024, appointed Ms. Avani Savjibhai Godhaniya (DIN: 10387729) as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (Five) years with effect from August 28, 2024 to August 27, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Ms. Avani Savjibhai Godhaniya:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;

(iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;

(v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;

(vi) A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing her candidature under Section 160 of the Act.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Ms. Avani Savjibhai Godhaniya. In the opinion of the Board, Ms. Avani Savjibhai Godhaniya fulfills the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that her skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Ms. Avani Savjibhai Godhaniya is justified due to the following reasons:

- She holds a Master's Degree in Commerce and she has over 8 years of experience in the accounts, finance and taxation areas. Subsequently, considering her wide knowledge and skill in the commodities industry to achieve accelerated growth in the company.
- In recognition of her strong dedication and involvement and with a view to accord representation to the employees at Board level, the Management has inducted her as a Director of the Company.

The resolution seeks the approval of members for the appointment of Ms. Avani Savjibhai Godhaniya as an Independent Director of the Company for a term of 5 (Five) years effective August 28, 2024 to August 27, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

This explanatory statement along with the additional information as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India, as annexed herewith as 'Annexure-1' may also be regarded as disclosure under the provisions of the Act and the SEBI Listing Regulations.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Ms. Avani Savjibhai Godhaniya as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Ms. Avani Savjibhai Godhaniya, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 3.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.

Item no. 4 - Appointment of Mr. Dinesh Chander Notiyal as an Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board, on August 28, 2024, appointed Mr. Dinesh Chander Notiyal (DIN: 10289995) as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (Five) years with effect from August 28, 2024 to August 27, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Mr. Dinesh Chander Notiyal:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;

(iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;

(v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties as an Independent Director of the Company;

(vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing her candidature under Section 160 of the Act.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Dinesh Chander Notiyal. In the opinion of the Board, Mr. Dinesh Chander Notiyal fulfills the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that his skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Dinesh Chander Notiyal is justified due to the following reasons:

- He is a seasoned professional with extensive experience in logistics, supply chain management, and sales advisory roles across various industries. With a career spanning over a decade, Dinesh has demonstrated expertise in managing complex operations, from inventory management to transportation logistics and customer support.
- Currently serving as a Sales Adviser at Aludecor Lamination Private Limited, he has effectively overseen depot management, customer service, and the execution of sales orders, contributing to significant milestones like the "Mission 3X" achievement for the year 2022-23.
- His technical skills, including proficiency in SAP HANA and various computer applications, complement his ability to streamline processes and improve operational efficiency. His strong work ethic, problem-solving skills, and ability to work both independently and in team settings make him a valuable asset in any organization.

The resolution seeks the approval of members for the appointment of Mr. Dinesh Chander Notiyal as an Independent Director of the Company for a term of 5 (Five) years effective August 28, 2024 to August 27, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

This explanatory statement along with the additional information as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India, as annexed herewith as 'Annexure-1' may also be regarded as disclosure under the provisions of the Act and the SEBI Listing Regulations.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Dinesh Chander Notiyal as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Mr. Dinesh Chander Notiyal, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members

Item no. 5 - Appointment of Mr. Mehul Hasmukhbhai Shah (DIN: 10753865) as Executive Director of the Company

The Board of Directors appointed Mr. Mehul Hasmukhbhai Shah (DIN: 10753865) as an Additional Director in the capacity of an Executive Director of the Company, with effect from August 31, 2024, under section 161(1) of the Companies Act, 2013, based on the recommendation of the Nomination and Remuneration Committee. In terms of the Companies Act, 2013, Mr. Mehul Hasmukhbhai Shah shall hold office only up to the date of this Annual General Meeting ('AGM'), he is eligible for appointment as a Director, whose office shall be liable to retire by rotation. The Company has in terms of Section 160(1) of the Companies Act, 2013 received a notice in writing form a Member proposing her candidature for the office of Director of the Company.

Mehul Shah is an accomplished IT professional with extensive experience in the e-commerce industry. He plays a pivotal role in creating and managing platforms that drive the company's online business initiatives. His expertise lies in developing innovative solutions to enhance product sales and establish a strong online brand presence. Over the past seven years, Mehul has consistently delivered results, leading successful e-commerce projects that have significantly contributed to the company's growth in the digital marketplace.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of him as a Director.

The Company has received the following from Mr. Mehul Shah:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;

(iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;

Save and except the above, none of the other directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution set out in Item No. 5 of the Notice for approval by the shareholders as an Special Resolution.

Place: Mumbai
Date: 2nd September, 2024

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

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

Prakash Shah
Director
DIN: 01136800

Detail of Director/KMP seeking appointment/re-appointment at the Annual General Meeting

Name of Director	Mr. Prakash Shah
DIN:	01136800
Date of Birth	15/01/1956
Date of original appointment	31/03/2015
Relationship with Directors	Related to Director of Suman Shah
Expertise in specific functional Area	Taxation, Audit and Finance
Qualification(s)	Chartered Accountant
Directorship held in other Listed Companies	Sanmitra Commercial Ltd.
Chairmanship/Membership of committees of other Public Companies	Nil
Number of Shares held in the Company as on 31 March, 2024	10,74,430

Annexure 1
Additional Disclosures/Information pursuant to Regulation 36(3) of SEBI Listing Regulations and applicable provisions of SS-2

Name of Director	Avani Savjibhai Godhaniya	Dinesh Chander Notiyal	Mehul Shah
Designation	Non-Executive Independent Director	Non-Executive Independent Director	Executive Director
DIN	10387729	10289995	10753865
Age	24 years	40 years	40 years
Experience and nature of expertise in specific functional area	As per the resolution set out in this Notice read with the Statement hereto.	As per the resolution set out in this Notice read with the Statement hereto.	As per the resolution set out in this Notice read with the Statement hereto.
Date of Birth	21/05/2001	26/06/1983	30/07/1984
Date of First appointment	28/08/2024	28/08/2024	31/08/2024
Relationship with other Directors	NA	NA	NA
Details of Remuneration sought to be paid	Sitting fees to be paid for attending Board/Committee meetings and commission as may be approved by the Nomination & Remuneration Committee and the Board	Sitting fees to be paid for attending Board/Committee meetings and commission as may be approved by the Nomination & Remuneration Committee and the Board	Salary to be as may be approved by the Nomination & Remuneration Committee and the Board
Qualification(s)	Master's Degree in Commerce	Master's Degree in Art	B. Com.
Details of Listed entities from which he resigned during the last three years.	NA	NA	NA
Number of Meetings attended during the year (FY 2023-24) till the date of notice	1	1	NIL
Directorship held in other Listed Companies	MARKOBENZ VENTURES LIMITED	MARKOBENZ VENTURES LIMITED	NIL
Terms and conditions of appointment & Remuneration	As per the resolution set out in this Notice read with the Statement hereto.	As per the resolution set out in this Notice read with the Statement hereto.	As per the resolution set out in this Notice read with the Statement hereto.
Chairmanship/ Membership of committees of other Public Companies	1. Audit Committee 2. Stakeholder Relationship Committee	1. Audit Committee 2. Stakeholder Relationship Committee	NIL
Number of Shares held in the Company as on 31st March,2024	NIL	NIL	NIL
Skills and capabilities required for position of Independent Director and the manner in which the proposed person meets such requirements/ justification for choosing the appointee for appointment as Independent Directors	Please refer to the Explanatory Statement	Please refer to the Explanatory Statement	Please refer to the Explanatory Statement

Place: Mumbai
Date: 2nd September, 2024

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

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

Prakash Shah
Director
DIN: 01136800