

BACIL PHARMA LIMITED

Reg Office: G2 & G3 Samarpan Complex, Next to Mirador Hotel, Chakala, Andheri East, Mumbai – 400099

Email Id: bacilpha@yahoo.com, CIN: L24200MH1987PLC043427, Tel: 22618452/22661541,

Tel/Fax: 22618327

Date: 05th September, 2025

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001

Scrip Code: 524516

Scrip Id: BACPHAR

Sub.: **Submission of Notice calling 38th Annual General Meeting (AGM) and Annual Report for the Financial Year 2024-25**

Pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed the electronics copy of the Notice of the 38th Annual General Meeting (AGM) and the Annual Report of the Company for the Financial Year ended 31st March, 2025. The 38th Annual General Meeting of the Company will be held on Monday, 29th, September, 2025 through Video Conference or other audio visual means (OAVM).

Kindly take the above on record and acknowledge the receipt of the same.

Thanking You

Yours Faithfully

For BACIL PHARMA LIMITED

Shah

Chaitali

Kalpataru

Digitally signed by
Shah Chaitali
Kalpataru
Date: 2025.09.05
14:22:51 +05'30'

CHAITALI KALPATARU SHAH

DIRECTOR

DIN: 11167778

Encl: As Above

38TH
ANNUAL REPORT
2024-25

BACIL PHARMA LIMITED

CIN: L24200MH1987PLC043427

**G2 & G3 Samarpan Complex, Next to Mirador Hotel, Opp Satam Wadi,
Chakala, Sahar P & T Colony, Andheri East, Mumbai - 400099**

BOARD OF DIRECTORS & KMP

- PRAKASH BHOORCHAND SHAH
(Director)
(Resignation on dated 22.07.2025)
- DINESH CHANDER NOTIYAL
(Independent Director)
(Appointed on dated 28.08.2024)
- AVANI SAVJIBHAI GODHANIYA
(Independent Director)
(Appointed on dated 28.08.2024)
- GANPAT DHONDU SALEKAR
(Manager)
- CHAITALI KALPATARU SHAH
(Executive Director)
(Appointed on dated 16.07.2025)
- CHAITALI KALPATARU SHAH
(Chief Financial Officer)
(Appointed on dated 16.07.2025)
- JAYESH RAMCHANDRA PATIL
(Chief Financial Officer)
(Resignation on dated 11.07.2025)
- TAK BHAVANA TAK
(Company Secretary)

AUDITORS

LAXMIKANT KABRA & CO LLP.,
Chartered Accountants

INTERNAL AUDITOR

Ms. Bhavana Tak
Company Secretary

SECRETARIAL AUDITOR

M/s. Ramesh Chandra Bagdi & Co.,
Practicing Company Secretary
Mumbai

REGISTERED OFFICE

Office G2/G3, Samarpan Complex, Next To
Mirador Hotel, Link Road, Opp Satam Wadi,
Chakala, Andheri (East), Sahar P & T Colony,
Mumbai, Maharashtra, India, 400099

Email: bacilpha@yahoo.com

CIN: L24200MH1987PLC043427

Website : <https://bacilpharma.co.in>

BANKERS

Union Bank of India
Mumbai Samachar Marg,
Mumbai - 400 023

SHARE TRANSFER AGENT

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

38th Annual General Meeting

Date : September 29, 2025
(Monday)

Time : 01:00 P.M. (IST)

AGM : THROUGH VIDEO CONFERENCING (VC)
Venue : / OTHER AUDIO-VISUAL MEANS
(OAVM)

CONTENTS**Page No.**

Notice to the Members	4
Directors' Report	30
Management Discussion and Analysis	48
Secretarial Audit Report	51
Independent Auditors Report	57
Balance Sheet	68
Statement of Profit and Loss	69
Cash Flow Statements	70

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY-EIGHT ANNUAL GENERAL MEETING OF BACIL PHARMA LIMITED WILL BE HELD ON 29TH SEPTEMBER, 2025 AT 01:00 P.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, including the Audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss & Cash Flow Statement for the Year ended on that date together with the Reports of the Board of Directors and Auditors there on.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.

- 2. To appoint a Director in place of Ms. Chaitali Kalpataru Shah (DIN: 11167778), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the member of the company be, and is hereby accorded to their appointment of Ms. Chaitali Kalpataru Shah (DIN: 11167778), as a director, to extent that he is required to retire by rotation.”

SPECIAL BUSINESS

- 3. Re-appointment of Ms. Chaitali Kalpataru Shah (DIN: 11167778) as an Executive Director of the Company.**

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

“RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), Rules made there under and Article of Association of the Company, Ms. Chaitali Kalpataru Shah (DIN: 11167778), who was appointed as an Additional Director (Professional Executive Director) by the Board of Directors with effect from 16th July 2025 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do sign digitally or otherwise all such necessary e-forms, returns, deeds, documents and writings and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.”

- 4. Appointment of, Ms. Vivek Mukesh Yadav (DIN: 11033957) as an Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, **Ms. Vivek Mukesh Yadav (DIN: 11033957)**, who in terms of Section 161 of the Act was appointed as an Additional Director in the capacity of an Independent Director pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, with effect 25th August 2025, who holds office up to the date of this Annual General Meeting of the Company, 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 Listing Regulations and a declaration to that effect has been submitted by her and in respect of whom the Company has received a notice in writing proposing her candidature for the office of Director under Section 160 of the Act, and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from 25th August, 2025 upto 24th August, 2030.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **To appoint M/s Sarang Shivajirao Chavan & Associates Chartered Accountants (FRN: 159649W) as Statutory Auditors of the Company to fill the casual vacancy due to resignation of existing Statutory Auditors for the financial year 2025-26:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8), 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s), re-enactments thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors, **M/s Sarang Shivajirao Chavan & Associates Chartered Accountants (FRN: 159649W)** who have given their consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Act, be and are hereby appointed as Statutory Auditors of the Company **upto the next Annual General Meeting to be held in the year 2025-26**, to fill the casual vacancy caused by the resignation of the existing Statutory Auditors, **M/s Laxmikant Kabra Co LLP (FRN : 117183W)**.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

6. **Appointment of M/s. Ramesh Chandra Bagdi & Associates., Company Secretaries as a Secretarial Auditor for 5 Years.**

To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment

& Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. Ramesh Chandra Bagdi & Associates Company Secretaries (Membership No. F8276) as the Secretarial Auditor of the Company for a period of five (5) years, commencing on September 26th, 2025, until September 25th, 2029, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized 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

7. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors to, inter alia, give any loan to any person(s) or other body corporate(s); give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company

RESOLVED FURTHER THAT that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time ₹ 100,00,00,000 (Rupees One Hundred Crores Only) over and above the limit of sixty per cent of the paid up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

8. To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (‘hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution’) to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 100,00,00,000 (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

9. Reclassification of Promoters and Promoter Group into Public Category of Shareholders:

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

“RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and applicable provisions, if any of the Companies Act, 2013 and in accordance with applicable rules, regulations or laws and/or any approval, consent, permission of Securities and Exchange Board of India, stock exchange or any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time (“Concerned Authorities”) in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, approval of the Members of Company be and is hereby accorded to the Board to re-classify the following persons (hereinafter referred to as “Outgoing Promoter and Promoter Group”) from promoter and promoter group category in terms of regulation 31A of SEBI LODR Regulations.

Name of the Person /Entities	Category (Pre Classification)	Number of shares held	% of shareholding	Category (Post Classification)
Khem - Sum Apparels Overseas Limited	Promoter	200	0.00	Public
Gulecha Investment & Trading Co Pvt Ltd	Promoter	10800	0.18	Public
Suman P. Shah	Promoter	500	0.01	Public
Lal Lachhmandas	Promoter	0	0	Public

Hingorani				
Prakash Shah	Promoter	0	0	Public
Prakash Shah HUF	Promoter	0	0	Public
Rapport Investment & Trading Co. Private Limited	Promoter	0	0	Public
Sanmitra Commercial Limited	Promoter	0	0	Public
Shakuntala Shah	Promoter	0	0	Public

RESOLVED FURTHER THAT the Outgoing Promoter and Promoter Group undertake and confirm that they are in compliance with Regulation 31A of the SEBI LODR Regulations, and also confirm that, they:

- do not hold more than 10% of the fully paid-up equity share capital and voting capital/rights of the Company;
- do not have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to them shall be terminated;
- are not acting as key managerial persons or are represented on the Board of the Company;
- do not directly or indirectly exercise control over the affairs of the Company;
- are not a 'wilful defaulter' as per the Reserve Bank of India Guidelines; and
- are not a fugitive economic offender.
- No regulatory action is pending against the Outgoing Promoter and Promoter Group.

RESOLVED FURTHER THAT the Outgoing Promoter and Promoter Group undertake and confirm that they shall neither act as Key Managerial Persons nor will they be represented on the Board of Directors for a period of more than 3 years from the date of reclassification.

RESOLVED FURTHER THAT post re-classification, the Company shall be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI LODR Regulations.

RESOLVED FURTHER THAT pursuant to the fulfilment of the above conditions as per Regulations 31A of the SEBI LODR Regulations, the Outgoing Promoter and Promoter Group shall cease to be the promoter and promoter group of the Company.

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI LODR, 2015 and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to submit the applications to the Stock Exchanges where the securities of the Company are listed and any other Concerned Authorities in this regard and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitations effecting any modifications or changes to the foregoing, entering into contract, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the resolution), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubt that may arise in this regard, take all other steps which may be

incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings etc as may be necessary to give effects to the aforesaid resolution."

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to sign and execute documents, forms, papers etc. as may be required and carry out the procedure as mentioned under the Companies Act, 2013 and complete the matter at the earliest."

10. To Approve the Prior Approval Regarding Raising of Funds Through Secured/Unsecured Loan With an Option to Conversion into Equity Shares:

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

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India("RBI") and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan given on or after the date of this resolution, by the various types of lenders to the Company up to the amount of INR 50,00,00,000/- (Indian Rupees Fifty Crores Only) in respect of such loan, at the option of the Lenders, into fully paid-up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.

RESOLVED FURTHER THAT the loan as hereinbefore mentioned would be converted into fully paid Equity Shares of the Company in accordance with the following conditions: (i). the lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the "Notice of Conversion") of the exercise of their Conversion rights i.e. right to convert their loan into fully paid Equity Shares of the Company;

(ii). the conversion right reserved as aforesaid may be exercised by the Lenders in the event of the default/inability of the Company to repay, as stipulated in the Loan Agreement;

(iii). on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the

Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;

(iv). the Lender/s may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced;

(v). the equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;

(vi). The loans shall be converted into equity shares at a price will be decided at the time of conversion, subject to the compliance of applicable provisions of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement, including upon happening of an event of default by the Company in terms of the Loan Agreement.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms providing for such option.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

**For & on behalf of the Board of Directors
BACIL PHARMA**

LIMITED

Sd/-

REGISTERED OFFICE

Office G2/G3, Samarpan Complex, Next To
Mirador Hotel, Link Road, Opp Satam
Wadi, Chakala, Andheri (East), Sahar P & T
Colony, Mumbai, Maharashtra, India,
400099

CHAITALI KALPATARU SHAH
Director
DIN: 11167778

Place: Mumbai
Date: 05/09/2025

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") with respect to the special business set out in the Notice is annexed hereto. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR] in respect of Director seeking re-appointment at the Annual General Meeting (AGM) is annexed as Annexure to this Notice.
 2. In accordance with the provisions of the Act, read with the Rules made thereunder and in accordance with the General Circular No.09/2024 dated September 19, 2024/14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") companies are allowed to hold AGM through video conference/other audio visual means ("VC/OAVM") upto September 30, 2025 without the physical presence of members. In compliance with the applicable provisions of the Act, MCA & SEBI circulars, the 38th AGM of the Company is held through VC/OAVM on Monday, September 29, 2024 at 1.00 p.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at G2 & G3 Samarpan Complex, Next to Mirador Hotel, Opp Satam Wadi, Chakala, Sahar P & T Colony, Andheri East, Mumbai - 400099, which shall be the deemed venue for the AGM.
 3. In compliance with the aforesaid circulars, Notice of the AGM along with the Annual Report for the Financial Year ended March 31, 2025 is being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / Link intime India Private Limited or the Depository Participant(s). The physical copies of Annual Report will be sent only to those shareholders who request for the same. Notice and Annual Report for the Financial Year 2024-25 are also available on the website of the Company <https://bacilpharma.co.in//>
- Members who are desirous to have a physical copy of the Annual Report should send a request to the Company's e-mail id viz., bacilpharma07@gmail.com clearly mentioning their Folio number / DP and Client ID.
4. Since the AGM is being held pursuant to the Circulars issued by the Ministry of Corporate Affairs through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly the facility to appoint a proxy by a Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their vote through remote e-voting.
 5. Institutional / Corporate Members are requested to send to the Company a scanned copy (pdf/jpg format) of certified Authorisation / Board Resolution with attested specimen signature of the duly authorized signatory (ies) who are authorised to participate in the AGM through VC/OAVM on their behalf and to vote through remote e-voting to the Scrutinizer by email to rcbagdipcs@yahoo.in with a copy marked to evoting@nsdl.co.in/

6. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday September 23, 2025 to Monday, September 29, 2025 (both days inclusive).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 09/2024 dated September 19, 2024, 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Members are requested to immediately notify the REGISTRARS AND SHARE TRANSFER AGENTS or the DEPOSITORY PARTICIPANTS (in case of shares which have been dematerialised) of any change in their address.
9. Members are requested to update their email address with Depository Participant/Company to enable us to send Annual Report and other communications electronically.
10. Members desiring any additional information/clarification on the Financial Statements are requested to send such requests at the earliest through email on bacilpharma07@gmail.com on or before September 24, 2025. The same will be replied by the Company suitably at the AGM.
11. Members desiring inspection of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act during the AGM may send their request in writing to the Company to bacilpharma07@gmail.com by September 24, 2025.
12. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 38th AGM through VC/OAVM Facility and e-Voting during the 38th AGM.
15. Members may join the 38th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members 30 minutes before the time scheduled to start the 38th AGM and 15 minutes after the scheduled time to start the 38th AGM.
16. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

17. E-Voting

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be

considered at the AGM by electronic means, through e-Voting Services provided by National Securities Depository Limited (NSDL). Those Members participating in the AGM through VC/OAVM Facility and who have not cast their vote by remote e-voting shall be able to exercise their right to vote through e-voting system during the AGM.

- II. The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/ OAVM facility but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on Friday, September 26, 2025 (9:00 am) (IST) and ends on Sunday, September 28, 2025 (5:00 pm) (IST). During this period Members' of the Company, holding shares as on the cut-off date of Wednesday, September 24, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The process and manner for remote e-voting are as under:

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	i. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e.NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online"

	for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. iv. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be

	provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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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***

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.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 etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

- I. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
- II. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
- III. 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.
- IV. Upon confirmation, the message "Vote cast successfully" will be displayed.
- V. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VI. 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 rcbagdipcs@yahoo.in 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 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to bacilpharma07@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of

Aadhar Card) to bacilpharma07@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

1. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
2. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at bacilpharma07@gmail.com. The same will be replied by the company suitably.
6. Members who would like to express their views during the AGM may per-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, demat account number/folio number, PAN, mobile number at bacilpharma07@gmail.com September 26, 2025. Members who have registered as speakers will only be allowed to express their views during the AGM. The Company reserves the right to restrict the number of speakers depending on the available of time for the AGM.

A. Other Instructions:

- I. 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 September 24, 2025 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., NSDL and CDSL. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holds shares as of the cut-off date i.e. September 19, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or bacilpharma07@gmail.com.
However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following no.: 022-48867000 and 022-24997000.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. 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 or casting vote through e-voting system during the meeting.
- IV. Ramesh Chandra Bagdi & Associates., Company Secretaries Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
- V. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 38th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be disabled by NSDL for voting 15 minutes after conclusion of meeting.
- VI. The Scrutinizer shall after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the date of AGM.

**For & on behalf of the Board of Directors
BACIL PHARMA
LIMITED**

Sd/-

REGISTERED OFFICE

Office G2/G3, Samarpan Complex, Next To
Mirador Hotel, Link Road, Opp Satam
Wadi, Chakala, Andheri (East), Sahar P & T
Colony, Mumbai, Maharashtra, India,
400099

CHAITALI KALPATARU SHAH
Director
DIN: 11167778

Place: Mumbai

Date: 05th September, 2025

EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]

Item No 3: Regularization of Additional Director Ms. Chaitali Kalpataru Shah (Din: 11167778) as the Director of the Company:

Ms. Chaitali Kalpataru Shah was appointed as an Additional Director of the Company with effect from 16th July, 2025 by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act, Ms. Chaitali Kalpataru Shah holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying her intention to propose Ms. Chaitali Kalpataru Shah appointment as a Director.

Ms. Chaitali Kalpataru Shah is a seasoned professional with sound knowledge in the fields of finance, accounts, and corporate management. She brings with her significant experience in financial planning, reporting, and ensuring compliance with various regulatory frameworks. Her deep understanding of financial systems and strategic planning equips her to contribute meaningfully to the Company's financial and operational strategy, strengthening overall corporate governance and performance.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Ms. Chaitali Kalpataru Shah shall be appointed as Director by the members in the ensuing Annual General Meeting of the company.

None of the other Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

Item No 4. Appointment of Ms. Vivek Mukesh Yadav (DIN: 11033957), as an Independent Director of the Company.

Appointment of Ms. Vivek Mukesh Yadav (DIN: 11033957), as an Independent Director of the Company Members are requested to note that the Board of Directors of the Company, on recommendation of the Nomination & Remuneration Committee ("NRC"), at their meeting held on 25th August, 2025 approved the appointment of Ms. Vivek Mukesh Yadav (DIN: 11033957) as Additional Director (Independent Category) on the Board of the Company and accordingly, in terms of the provisions of Section 161 of the Companies Act, 2013 ("Act"), holds office up to the date of the forthcoming Annual General Meeting of the Company.

The brief profile(s) of Ms. Vivek Mukesh Yadav (DIN: 11033957):

Mr. Vivek Mukesh Yadav possesses sound knowledge in the fields of finance, accounts, and corporate management. She brings with her significant experience in financial planning, reporting, and compliance with regulatory frameworks. Her expertise will contribute to the Company's financial and operational strategy.

Members are requested to note that the Company has received a declaration from Mr. Ms. Vivek Mukesh Yadav (DIN: 11033957) stating that he meet the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act. Members are further requested to note that the Company has received notice(s) in writing in terms of the provisions of Section 160 of the Act from Member proposing the candidature of Mr. Ms. Vivek

Mukesh Yadav (DIN: 11033957) as Director on the Board of the Company.

In the opinion of the Board, the proposed appointment of Ms. Vivek Mukesh Yadav (DIN: 11033957) as Independent Director fulfills the conditions specified in the Act and the LODR Regulations and is independent of the management. The Board of Directors are of the opinion that the proposed Independent Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to have her association with the Company as an Independent Director. Members are requested to note that in terms of Section 150 and Schedule IV of the Act, the appointment of Independent Directors is subject to the approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution(s).

The Board recommends the resolution(s) set out at Item No. 3 of the Notice to the Members for their consideration and approval, by way of an Special Resolution(s).

Item No 5 To appoint M/s Sarang Shivajirao Chavan & Associates Chartered Accountants (FRN: 159649W) as Statutory Auditors of the Company to fill the casual vacancy due to resignation of existing Statutory Auditors:

M/s Laxmikant Kabra Co LLP (FRN: 117183W), the existing Statutory Auditors have tendered their resignation with effect from 14th August 2025. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company. As per the Section 139 (8) of the Companies Act, 2013, the casual vacancy caused due to resignation of auditor is required to be approved by the Shareholders in the General Meeting within three (3) months from the date of recommendation of the Board of Directors of the Company, who shall hold office till the conclusion of next annual general meeting".

As the upcoming Annual General Meeting falls within this prescribed period, the Company has proposed the as appointment of **M/s Sarang Shivajirao Chavan & Associates Chartered Accountants (FRN: 159649W)** as Statutory Auditors in the ensuing General Meeting upto the next Annual General Meeting held in the financial year 2025-26.

The Board of Directors, on the recommendation of the Audit Committee, have at their meeting held on 25th August 2025 recommended the appointment of **M/s Sarang Shivajirao Chavan & Associates Chartered Accountants (FRN: 159649W)** as the Statutory Auditors of the Company to fill the casual vacancy.

Brief Profile as under:

Sarang Shivajirao Chavan & Associates, established in 2023 and headquartered in Ahmedabad, is a registered Chartered Accountancy firm with ICAI, led by CA Sarang Shivajirao Chavan (CA, CS, ICWA, B.Com). The firm provides a wide spectrum of services including audit, taxation, GST, corporate law, advisory, and due diligence, catering to listed companies, SMEs, start-ups, and non-profits across diverse sectors such as IT, manufacturing, real estate, financial services, and education. With a strong focus on integrity, excellence, and client-centric solutions, the firm is committed to delivering reliable, value-driven, and ethical professional services.

M/s Sarang Shivajirao Chavan & Associates Chartered Accountants (FRN: 159649W), have given their consent to act as the Statutory Auditors of the Company along with confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the

Companies Act, 2013. Accordingly, the approval of shareholders of the Company is sought by way of an Ordinary Resolution.

The Board of Directors of the Company recommends the passing of the resolution in Item No.05 of the notice as an Special Resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Item No 6. Appointment of M/s. Ramesh Chandra Bagdi & Associates Company Secretaries (Membership No. F8276) as a Secretarial Auditor of Company.

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Ramesh Chandra Bagdi & Associates Company Secretaries (Membership No. F8276), as the Secretarial Auditors of the Company for a period of five years. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending M/s. Ramesh Chandra Bagdi & Associates Company Secretaries (Membership No. F8276) for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s. Ramesh Chandra Bagdi was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company. M/s. Ramesh Chandra Bagdi is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India. M/s. Ramesh Chandra Bagdi specializes in compliance audit and assurance services, advisory and representation services, and transactional services.

The terms and conditions of appointment include a tenure of five years. The remuneration of the years from 2025 to 2029 will be approved by the Board and/ or the Audit Committee. M/s. Ramesh Chandra Bagdi has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of Ramesh Chandra Bagdi & Associates as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Item No 7. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to ₹ 100,00,00,000 (Rupees One Hundred Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board of Directors of you Company recommends the same to the shareholders for passing of Special Resolution.

Item No. 8. To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of moneys so borrowed upto ₹ 100,00,00,000 (Rupees One Hundred Crores Only).

Under the provisions of Section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid-up capital of the Company and free reserves of the Company. It is proposed to increase the borrowing limit

of the Board provided the total amount so borrowed by the Board shall not, at any time exceed the limit of ₹ 100,00,00,000 (Rupees One Hundred and Fifty Crores Only).

The Company might be required to create charge/ mortgage/ pledge/ hypothecation/ lien in favour of its lenders for the purpose of securing the loan of credit facility raise by the Company up to the limits as may be approved under section 180(1)(c) of the act, and in order to authorize the Board to create charge or mortgage the property of the Company, the Company needs to take approval of the members by Special Resolution in accordance with provisions of Section 180(1) of the Act.

The Board therefore, submits the item No. 8 for your consideration and recommends it to be passed as a special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the Resolution.

Item 9 Reclassification of Promoters and Promoter Group into Public Category of Shareholders:

The letter of offer dated July 03, 2023 (for Open Offer under SEBI SAST Regulations, 2011) stated that pursuant to the acquisition of shares under the Share Purchase Agreement and the shares tendered in the open offer, the Outgoing Promoter and Promoter Group will cease to have control over the Company. Members may note that the Company has received the request for re-classification from the abovementioned Outgoing Promoter and Promoter Group details of which are reproduced below in terms of regulation 31A of SEBI LODR Regulations on October 29, 2020 and intimated the same to BSE Limited on 04th September, 2025

Name of the Person /Entities	Category (Pre Classification)	Number of shares held	% of shareholding	Category (Post Classification)
Khem - Sum Apparels Overseas Limited	Promoter	200	0.00	Public
Gulecha Investment & Trading Co Pvt Ltd	Promoter	10800	0.18	Public
Suman P. Shah	Promoter	500	0.01	Public
Lal Lachhmandas Hingorani	Promoter	0	0	Public
Prakash Shah	Promoter	0	0	Public
Prakash Shah HUF	Promoter	0	0	Public
Rapport Investment & Trading Co. Private Limited	Promoter	0	0	Public
Sanmitra Commercial Limited	Promoter	0	0	Public
Shakuntala Shah	Promoter	0	0	Public

The Outgoing Promoter and Promoter Group have requested for reclassification since they are not involved in the management of the Company. Further the Outgoing Promoter and Promoter Group hold less than 10% shareholding in the paid-up capital of the Company. The shareholding of the Outgoing Promoter and Promoter Group is provided as under:

Sr. No.	Name of the Person /Entities	Number of shares held	% of shareholding
1.	Khem - Sum Apparels Overseas Limited	200	0.00
2.	Gulecha Investment & Trading Co	10800	0.18

	Pvt Ltd		
3.	Suman P. Shah	500	0.01
4.	Lal Lachhmandas Hingorani	0	0
5.	Prakash Shah	0	0
6.	Prakash Shah HUF	0	0
7.	Rapport Investment & Trading Co. Private Limited	0	0
8.	Sanmitra Commercial Limited	0	0
9.	Shakuntala Shah	0	0

Undertaking given by the Outgoing Promoter and Promoter Group: In terms of SEBI LODR Regulations, the Outgoing Promoter and Promoter Group undertake and confirm that they are in compliance with Regulation 31A of the SEBI LODR Regulations, and also confirm that, they:

- do not hold more than 10% of the fully paid-up equity share capital and voting capital/rights of the Company;
- do not have any special rights through formal or informal agreements and shareholding agreements, if any, granting special
- rights to them shall be terminated;
- are not acting as key managerial persons or are represented on the Board of the Company;
- do not directly or indirectly exercise control over the affairs of the Company;
- are not a 'wilful defaulter' as per the Reserve Bank of India Guidelines; and
- are not a fugitive economic offender. Sr. No. Name of the Person /Entities Number of shares held % of shareholding 1. Mrs. Disha Mehta 100 0.001 31
- no regulatory action is pending against the Outgoing Promoter and Promoter Group.

The Outgoing Promoter and Promoter Group also undertake and confirm that they shall neither act as Key Managerial Persons nor will they be represented on the Board of Directors for a period of more than 3 years from the date of reclassification. Post re-classification, the Company shall be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI LODR Regulations. The Company shall disclose the event of re-classification to the stock exchange as a material event in accordance with the provisions of SEBI LODR Regulations. Pursuant to the regulation 31A of SEBI LODR Regulations, the above re-classification requires approval of members.

The Board recommends the said resolution to be passed as an Ordinary Resolution. The Outgoing Promoter and Promoter Group are concerned and interested in the resolution to the extent of their shareholding in the Company, if any.

None of the others Directors, key managerial persons of the Company or any relatives of such directors/promoters or key managerial persons are in any way concerned or interested in the proposed resolution except to the extent of their respective shareholding if any in the Company.

Item No. 10:

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise loans to be converted into equity shares of the Company, the Company is required to pass Special Resolution prior to the raising of such loans.

With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company desires to raise loans from the various types of lenders to be converted into equity shares of the Company. The Board of Directors in their meeting held

on 05.09.2025 accorded approval for conversion of any loan that the Company may borrow from Various Lenders via Loan Agreement executed/ to be executed by the Company upto amount of INR 50,00,00,000/ (Indian Rupees Fifty Crore only), and such loan can be converted into the Equity Shares of the Company at a later date, at the option of the Lenders, upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement at a price will be decided at the time of conversion. This would provide an enabling option to the Various Lenders, to convert the whole or any part of such outstanding loans into fully paid up Equity Shares of the Company.

Accordingly, the Board recommends the resolution as set forth in the item no. 10 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to raise loans from Various types of Lenders, the whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, at their option, upon such terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into the Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

**For & on behalf of the Board of Directors
BACIL PHARMA**

LIMITED

Sd/-

REGISTERED OFFICE

Office G2/G3, Samarpan Complex, Next To
Mirador Hotel, Link Road, Opp Satam
Wadi, Chakala, Andheri (East), Sahar P & T
Colony, Mumbai, Maharashtra, India,
400099

CHAITALI KALPATARU SHAH

Director

DIN: 11167778

Place: Mumbai

Date: 05th September, 2025

DETAILS UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ ALONG WITH SEBI CIRCULAR CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015:

Name of Director	CHAITALI KALPATARU SHAH	MR. VIVEK MUKESH YADAV
Directors Identification Number (DIN)	11167778	11033957
Designation	Director	Independent Director
Nationality	Indian	Indian
Date of Birth	15/08/1980	27/12/2004
Qualification	MBA	Graduate
Terms and Condition of Appointment / re-appointment	As mutually Decided by Board of Directors of Company and Ms. Chaitali	As mutually Decided by Board of Directors of Company and Director
Date of first appointment on the Board	16.07.2025	25.08.2025
Brief resume & Nature of expertise in specific functional areas	Chaitali Kalpataru Shah is a seasoned professional with sound knowledge in the fields of finance, accounts, and corporate management. She brings with her significant experience in financial planning, reporting, and ensuring compliance with various regulatory frameworks. Her deep understanding of financial systems and strategic planning equips her to contribute meaningfully to the Company's financial and operational strategy, strengthening overall corporate governance and performance.	Mr. Vivek Mukesh Yadav possesses sound knowledge in the fields of finance, accounts, and corporate management. He brings with his significant experience in financial planning, reporting, and compliance with regulatory frameworks. He expertise will contribute to the Company's financial and operational strategy.
Disclosure of relationship between Directors inter-se	NA	NA
Names of listed entities in which the personal so holds the Directorship	NA	NA
No. of Shares held in the company	Nil	Nil
Membership & Chairmanships of Committees of the Board of the Company	Not applicable for the financial year 2024-25.	Not applicable for the financial year 2024-25.
No. of board meetings attended during the financial year	Not applicable for the financial year 2024-25.	Not applicable for the financial year 2024-25.
Board membership of other Companies as on 31st March, 2024 (Listed / Unlisted)	NA	NA
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31st March, 2025	NA	NA

Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NA	NA
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