Draft Letter of Offer
Dated: 09th July, 2026
For Eligible Shareholders only

BACIL PHARMA LTD

Corporate Identification Number: L24200MH1987PLC043427

Our Company was originally incorporated as Bacil Pharma Private Limited under the Companies Act, 1956 with the Registrar of Companies, Mumbai and consequently a certificate of incorporation dated May 08, 1987. Later, the Company was converted from "Bacil Pharma Private Limited" to "Bacil Pharma Ltd" on 26/10/1990.

Registered Office: Office G2/G3, Samarpan Complex, Next to Mirador Hotel, Link Road, Opp Satam Wadi, Chakala, Sahar, Andheri (East), Sahar P & T Colony, Mumbai, Mumbai, Maharashtra, India, 400099
Tel: 22618452/22661541; E-mail: bacilpha@yahoo.com; Website: www.bacilpharma.co.in;
Contact Person: Dikshant Singh Panwar, Company Secretary and Compliance Officer

*OUR PROMOTERS

As on the date of this Draft Letter of Offer, the Company does not have any identifiable promoter or promoter group exercising control over its affairs. However, promoter shareholder continues to be classified as a promoter solely on account of the pending approval of an application for reclassification from the Promoter category to the Public category filed under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The application is currently pending with BSE Limited, and upon receipt of the requisite approval, such promoter shareholder shall be reclassified as a public shareholder in accordance with the applicable provisions of the SEBI (LODR) Regulations, 2015.

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF BACIL PHARMA LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY

WE HEREBY CONFIRM THAT NONE OF OUR PROMOTERS OR DIRECTORS IS A WILFUL DEFAULTER AS ON DATE OF THIS DRAFT LETTER OF OFFER

ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("RIGHTS EQUITY SHARES") OF OURCOMPANY FOR CASH AT A PRICE OF ₹ [●] /- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] /- PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ 5000.00 LAKHS ON A RIGHTS BASIS TO THEEXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] ([●]) RIGHTS EQUITY SHARE(S) FOR EVERY [●] ([●]) FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ONTHE RECORD DATE, THAT IS ON [●] (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 84 OF THIS DRAFT LETTER OF OFFER.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Rights Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Letter of Offer. Specific attention of the investors is invited to the section titled "Risk Factors" on page 24 of this Draft Letter of Offer

ISSUERS ABSOLUTE RESPONSIBILITY

Our Company, have made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The existing equity shares are listed on BSE Limited ("BSE"), (the "Stock Exchange"). Our Company has received 'in-principle' approvals from BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letter dated [●]. For the purpose of this Issue, the Designated Stock Exchange is BSE.

REGISTAR TO THE ISSUE

PURVA SHAREGISTRY (I) PRIVATE LIMITED	**PURVA SHAREGISTRY (INDIA) PVT. LTD.** **Address**: 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg Lower Parel (East), Mumbai-400011 **Telephone**: +91 022-3199 8810 / 4961 4132 / 4970 0138 **Email**: support@purvashare.com **Investor Grievance** Email:support@purvashare.com **Website**: www.purvashare.com **Contact Person**: Deepali Dhuri **SEBI Registration No.**: INR000001112

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION	ISSUE CLOSES ON
[●]	[●]	[●]

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses certain definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalized terms used in this Draft Letter of Offer shall have the meaning as defined hereunder. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications thereto notified from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under such provision.

Provided that terms used in the sections/ chapters titled "Industry Overview", "Summary of this Letter of Offer", "Financial Information", "Statement of Special Tax Benefits", "Outstanding Litigation and Material Developments" and "Issue Related Information" on pages 51,21,17,48,78, and 87 respectively, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections/ chapters.

General Terms

Term	Description
"Company", "our Company", "the Company", "the Issuer" or "SIL"	Bacil Pharma Ltd. a public limited company incorporated under the Companies Act, 1956, having its registered office at Office G2/G3, Samarpan Complex, Next To Mirador Hotel, Link Road, Opp Satam Wadi, Chakala, Sahar, Andheri (East), Sahar P & T Colony, Mumbai, Maharashtra, India, 400099
"we", "us", or "our"	Unless the context otherwise indicates or implies, refers to our Company.

Company Related Terms

Term	Description
"Audited Financial Statements"	The audited financial statements of our Company, prepared as per Ind AS for Fiscal 2026 prepared in line with Ind AS notified under the CompaniesAct, 2013, as amended read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
"Articles" / "Articles of Association" / "AoA"	Articles / Articles of Association of our Company, as amended from time to time.
"Audit Committee"	The Committee of the Board of Directors constituted as our Company's audit committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and Section 177 of the Companies Act, 2013. For details, see "*Our Management*" on page 67 of this Draft Letter of Offer.
"Auditor" / "Statutory Auditor"/ "Peer Review Auditor"	Statutory and Peer Review Auditor of Our Company, namely, M/s. Sarang Shivajirao Chavan and Associates CharteredAccountants.
"Board" / "Board of Directors"	Board of directors of our Company or a duly constituted committee thereof.
"Chief Financial Officer / CFO"	Mrs. Chaitali Kalpataru Shah, the Chief Financial Officer of our Company.
"Company Secretary and Compliance Officer"	Mr. Dikshant Singh Panwar, the Company Secretary and the Compliance Officer of our Company.
"Promoters(s)"	As on the date of this Draft Letter of Offer, the Company does not have any identifiable promoter or promoter group exercising control over its affairs. However, promoter shareholder continues to be classified as a promoter solely on account of the pending approval of an application for reclassification from the Promoter category to the Public category filed under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The application is currently pending with BSE Limited, and upon receipt of the requisite approval, such shareholder

	shall be reclassified as a public shareholder in accordance with the applicable provisions of the SEBI (LODR) Regulations, 2015.
"Corporate Social Responsibility Committee/ CSR Committee"	The committee of the Board of directors constituted as our Company's corporate social responsibility committee in accordance with Section 135 of the Companies Act, 2013. For details, see "*Our Management*" on page 62 of this Draft Letter of Offer
"Director(s)"	The director(s) on the Board of our Company, unless otherwise specified, as described in the chapter titled "Our Management" on page 62 of this Draft Letter of Offer
"Equity Shareholder"	A holder of Equity Shares
"Equity Shares"	Equity shares of our Company of face value of ₹ 10 each, unless otherwise specified in context thereof.
"Executive Directors"	Executive Directors of our Company.
"Financial Information"	Collectively the Audited Financial Statements, unless otherwise specified in context thereof.
"Independent Director(s)"	The Independent Director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013.
"Key Management Personnel" / "KMP"	Key Management Personnel of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as described in the subsection titled "Our Management – Key Managerial Personnel" on page 62 of this Draft Letter of Offer.
"Memorandum of Association" / "MoA"	Memorandum of Association of our Company, as amended from time to time.
"Nomination and Remuneration Committee"	The committee of the Board of directors reconstituted as our Company's Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. For details, see "Our Management" on page 62 of this Draft Letter of Offer.
"Non-Executive and Independent Director"	Non-Executive and Independent Directors of our Company, unless otherwise specified.
"Non-executive Directors"	Non-executive Directors of our Company.
"Promoters Group"	Individuals and entities forming part of the Promoters and Promoters group in accordance with SEBI ICDR Regulations.
"Registered and Corporate Office"	The Registered and Corporate Office of our Company located at Office G2/G3, Samarpan Complex, Next To Mirador Hotel, Link Road, Opp Satam Wadi, Chakala, Sahar, Andheri (East), Sahar P & T Colony, Mumbai, Mumbai, Maharashtra, India, 400099
"Registrar of Companies"/ "RoC"	Registrar of Companies, Mumbai having its office at Registrar of Companies, 100, Everest, Marine Drive, Mumbai-400002, Maharashtra. Phone: 022-22812627, email-id: roc.mumbai@mca.gov.in
"Rights Issue Committee"	The committee of our Board constituted for purposes of the Issue and incidental matters thereof.

"Shareholders/ Equity Shareholders"	The Equity Shareholders of our Company, from time to time.
"Stakeholders' Relationship Committee"	The Committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations. For details, see "Our Management" on page 62 of this Draft Letter of Offer.
Materiality Policy	Policy on determination of materiality of events adopted by our Company in accordance with Regulation 30 of the SEBI Listing Regulations.

Issue Related Terms

Term	Description
ASBA Circular	Collectively, SEBI Circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 and any other circular issued by SEBI inthis regard and any subsequent circulars or notifications issued by SEBI in this regard.
Abridged Draft Letter of Offer	Abridged Draft Letter of Offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act.
Allot/Allotment/Allotted	Allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account	The account opened with the Banker(s) to the Issue, into which the Application Money lying to the credit of the escrow account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act.
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the Issue.
Allotment Date	Date on which the Allotment is made pursuant to the Issue.
Allottee(s)	Person(s) who are Allotted Rights Equity Shares pursuant to the Allotment.
Applicant(s) / Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of this Draft Letter of Offer, including an ASBA Investor.
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application though the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ASBA	Application (whether physical or electronic) used by ASBA Applicants to make an application authorizing a SCSB to block the Application Money in the ASBA Account
"Director(s)"	The director(s) on the Board of our Company, unless otherwise specified, as described in the chapter titled "Our Management" on page 62 of this Draft Letter of Offer

"Equity Shareholder"	A holder of Equity Shares
"Equity Shares"	Equity shares of our Company of face value of ₹ 10 each, unless otherwise specified in context thereof.
"Executive Directors"	Executive Directors of our Company.
"Financial Information"	Collectively the Audited Financial Statements, unless otherwise specified in context thereof.
"Independent Director(s)"	The Independent Director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013.
"Key Management Personnel" / "KMP"	Key Management Personnel of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as described in the subsection titled "Our Management – Key Managerial Personnel" on page 62 of this Draft Letter of Offer.
"Memorandum of Association" / "MoA"	Memorandum of Association of our Company, as amended from time to time.
"Nomination and Remuneration Committee"	The committee of the Board of directors reconstituted as our Company's Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. For details, see "Our Management" on page 62 of this Draft Letter of Offer.
"Non-Executive and Independent Director"	Non-Executive and Independent Directors of our Company, unless otherwise specified.
"Non-executive Directors"	Non-executive Directors of our Company.
"Promoters Group"	Individuals and entities forming part of the Promoters and Promoters group in accordance with SEBI ICDR Regulations.
"Registered and Corporate Office"	The Registered and Corporate Office of our Company located at Office G2/G3, Samarpan Complex, Next To Mirador Hotel, Link Road, Opp Satam Wadi, Chakala, Sahar, Andheri (East), Sahar P & T Colony, Mumbai, Mumbai, Maharashtra, India, 400099
"Registrar of Companies"/ "RoC"	Registrar of Companies, Mumbai having its office at Registrar Of Companies, 100, Everest, Marine Drive, Mumbai-400002, Maharashtra. Phone: 022-22812627, roc.mumbai@mca.gov.in
"Rights Issue Committee"	The committee of our Board constituted for purposes of the Issue and incidental matters thereof.
"Shareholders/ Equity Shareholders"	The Equity Shareholders of our Company, from time to time.
"Stakeholders' Relationship Committee"	The Committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations. For details, see "Our Management" on page 62 of this Draft Letter of Offer.
Materiality Policy	Policy on determination of materiality of events adopted by our Company in accordance with Regulation 30 of the SEBI Listing Regulations.
ASBA Account	Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Equity Shareholders, as the case may be.

ASBA Applicant / ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including renounce) shall make an application for a rights issue only through ASBA facility.
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
Banker(s) to the Issue	Collectively, the Escrow Collection Bank and the Refund Banks to the Issue.
Bankers to the Issue Agreement	Agreement to be entered into by and among our Company, the Registrar to the Issue, and the Bankers to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to the successful applicants in the Issue and which is described in "Terms of the Issue" on page 84.
Consolidated Certificate	The certificate that would be issued for Rights Equity Shares Allotted to each folio in case of Eligible Equity Shareholders who hold Equity Shares in physical form.
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of the SCSBs, which coordinate with the Registrar to the Issue and BSE Limited, a list of which is available on the website of SEBI updated from time to time, or at such other website(s) as may be prescribed by the SEBI from time to time.
Demographic Details	Details of Investors including the Investor's address, name of the Investor's father/ husband, investor status, occupation and bank account details, where applicable.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Applications, used by the Investors and a list of which is available on the website of SEBI and /or such other websites as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Limited.
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
Draft Letter of Offer/DLoF/DLOF	The Draft Letter of Offer dated [●] filed with the Stock Exchange.
Escrow Account	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident investors– eligible equity shareholders as on record date making an application through the ASBA facility.
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [●].
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see "Notice to Investors" on page 14.
Fraudulent Borrowers(s)	Fraudulent Borrowers as defined under Regulation 2(1)(lll) of SEBI (ICDR) Regulations, 2018.
Issue / Rights Issue	Issue of up to [●] Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ [●]/- per Rights Equity Share (including a premium of ₹ [●]/- per Rights Equity Share) aggregating up to ₹ 5000.00 Lakhs on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●]Rights Equity Shares for every [●] Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date.
Issue Opening Date	[●]

Issue Closing Date	[●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their applications, in accordance with the SEBI ICDR Regulations.
Issue Material	Collectively, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Common Application Form and Rights Entitlement Letter.
Issue Price	₹ [●]/- per Rights Equity Share.
Issue Proceeds	Gross proceeds of the Issue.
Issue Size	Amount aggregating up to ₹5000.00 Lakhs
Draft Letter of Offer/LOF	The final Draft Letter of Offer to be filed with the Stock Exchanges and SEBI.
Listing Agreement	The uniform listing agreement entered into between our Company and the Stock Exchanges in terms of the SEBI LODR Regulations
Net Proceeds	Proceeds of the Issue less our Company's share of Issue related expenses. For further information about the Issue related expenses, see "Objects of the Issue" on page 39 of this Draft Letter of Offer.
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees.
Non-Institutional Bidders or NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1) (jj) of the SEBI ICDR Regulations.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before [●]
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, being BSE Limited.
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●]
"Registrar to the Company"	Bigshare Services Pvt. Ltd,
"Registrar to the Issue" / "Registrar"	Purva Sharegistry (India) Pvt. Ltd.
Registrar Agreement	Agreement dated [●] entered into among our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.

Renouncee(s)	Person(s) who has/have acquired the Rights Entitlement from the Eligible Equity Shareholders on renunciation.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●] in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Retail Individual Bidders(s)/Retail Individual Investor(s)/ RII(s)/RIB(s)	An individual Investor (including an HUF applying through Karta) who has applied for Rights Equity Shares and whose Application Money is not more than ₹200,000 in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.
RE ISIN	ISIN for Rights Entitlement i.e. [●]
Rights Entitlement	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, being [●] Rights Equity Shares for every [●] Equity Shares held on [●]. The Rights Entitlements with a separate ISIN: [●] will be credited to your demat account before the date of opening of the Issue, against the equity shares held by the Equity Shareholders as on the Record Date.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue.
SEBI Rights Issue Circulars	SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020.
Self-Certified Syndicate Banks" or "SCSBs	Self-certified syndicate bank(s) registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=3 4, or such other website as updated from time to time.
Stock Exchange(s)	Stock Exchange where the Equity Shares are presently listed, being BSE.
Transfer Date	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Willful Defaulter and Fraudulent Borrower	Company or person, as the case may be, categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by RBI.
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, Term Description the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Ahmedabad are open for business; and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchange. "Working Day" shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

Business and Industry related Terms or Abbreviations+

Term	Description
CAGR	Compounded Annual Growth Rate
Covid-19	Coronavirus Disease 2019
FDI	Foreign Direct Investment
GDP	Gross Domestic Product
GNI	Gross National Income
GVA	Gross Value Added
IIP	Index of Industrial Production
IMF	International Monetary Fund
INR	Indian Rupee (₹)
IT	Information Technology
QoQ	Quarter on Quarter
ROHS	Restriction on certain hazardous substances
RoW	Rest of World
USA/US	United States of America
USD/ US$	US Dollar
WEO	World Economic Outlook
YoY	Year over Year
TPA	Tonne Per Annum

Conventional and General Terms or Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970

Companies Act, 2013 / Companies Act	Companies Act, 2013 along with rules made thereunder
Companies Act 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
CS	Company Secretary
CSR	Corporate Social Responsibility
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
EGM	Extraordinary General Meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations there under
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018

FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income Tax Act, 2025/ Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended from time to time
INR or ₹ or ₹	Indian Rupee, the official currency of the Republic of India.
ISIN	International Securities Identification Number
IT	Information Technology
MCA	The Ministry of Corporate Affairs, GoI
Mn / mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NAV	Net Asset Value
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect.
NSDL	National Securities Depository Limited
OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue.
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number

PAT	Profit After Tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the Securities Act
R&D	Research and Development
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, as Amended
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations or SEBI (SAST) Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, since repealed and replaced by the SEBI (AIF) Regulations
SIPCOT	State Industries Promotion Corporation of Tamil Nadu
Securities Act	The United States Securities Act of 1933.
STT	Securities Transaction Tax
State Government	The Government of a state in India
Trademarks Act	Trademarks Act, 1999, as amended
TDS	Tax Deducted at Source
US$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America

VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
w.e.f.	With effect from

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement (collectively "**Issue Material**") and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Abridged Draft Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will electronically dispatch through email and physical dispatch through speed post the Draft Letter of Offer / Abridged Draft Letter of Offer and Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, the Draft Letter of Offer will be provided, through email and speed post, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer and the Application Form from the websites of the Registrar, our Company, and the Stock Exchanges.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this the Draft Letter of Offer, the Abridged Draft Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer or the Abridged Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this the Draft Letter of Offer and the Abridged Draft Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer or the Abridged Draft Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer or the Abridged Draft Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Draft Letter of Offer or the Abridged Draft Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Draft Letter of Offer, the Abridged Draft Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar, or anyother person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form. Neitherthe delivery of this Draft Letter of Offer nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer or the date of such information.

Neither the delivery of this Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer and the Abridged Draft Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

THE CONTENTS OF THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR

AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, NEITHER OUR COMPANY IS MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("**United States**"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, this Draft Letter of Offer / Abridged Draft Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Draft Letter of Offer / Abridged Draft Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Rights Entitlements may not be transferred or sold to any person in the United States.

The Rights Entitlements and the Equity Shares have not been approved or disapproved by the US Securities and Exchange Commission (the "**US SEC**"), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our company are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

ENFORCEMENT OF CIVIL LIABILITIES

The Company is a Public Limited (Listed) Company under the laws of India and all the Directors and all Executive Officers are residents of India. It may not be possible or may be difficult for investors to affect service of process upon the Company or these other persons outside India or to enforce against them in courts in India, judgments obtained in courts outside India. India is not a party to any international treaty in relation to the automatic recognition or enforcement of foreign judgments.

However, recognition and enforcement of foreign judgments is provided for under Sections 13, 14 and 44A of the Code of Civil Procedure, 1908, as amended (the "**Civil Procedure Code**"). Section 44A of the Civil Procedure Code provides that where a certified copy of a decree of any superior court (within the meaning of that section) in any country or territory outside India which the Government of India has by notification declared to be a reciprocating territory, is filed before a district court in India, such decree may be executed in India as if the decree has been rendered by a district court in India. Section 44A of the Civil Procedure Code is applicable only to monetary decrees or judgments not being in the nature of amounts payable in respect of taxes or other charges of a similar nature or in respect of fines or other penalties. Section 44A of the Civil Procedure Code does not apply to arbitration awards even if such awards are enforceable as a decree or judgment. Among others, the United Kingdom, Singapore, Hong Kong and the United Arab Emirates have been declared by the Government of India to be reciprocating territories within the meaning of Section 44A of the Civil Procedure Code.

The United States has not been declared by the Government of India to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code. Under Section 14 of the Civil Procedure Code, an Indian court shall, on production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdictionunless the contrary appears on the record; but such presumption may be displaced by proving want of jurisdiction.

A judgment of a court in any non-reciprocating territory, such as the United States, may be enforced in India only by a suit upon the judgment subject to Section 13 of the Civil Procedure Code, and not by proceedings in execution. Section 13 of the Civil Procedure Code, which is the statutory basis for the recognition of foreign judgments (other than arbitration awards), states that a foreign judgment shall be conclusive as to any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title except where:

- The judgment has not been pronounced by a court of competent jurisdiction;
- The judgment has not been given on the merits of the case;
- The judgment appears on the face of the proceedings to be founded on an incorrect view of international law or a refusal to recognize the law of India in cases where such law is applicable;
- The proceedings in which the judgment was obtained are opposed to natural justice;
- The judgment has been obtained by fraud; and/or
- The judgment sustains a claim founded on a breach of any law in force in India.

A suit to enforce a foreign judgment must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. In addition, it is unlikely that an Indian court would enforce foreign judgments if it considered the amount of damages awarded as excessive or inconsistent with public policy or if the judgments are in breach of or contrary to Indian law. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the Reserve Bank of India to repatriate any amount recovered pursuant to execution of such judgment. Any judgment in a foreign currency would be converted into Rupees on the date of such judgment and not on the date of payment and any such amountmay be subject to income tax in accordance with applicable laws. The Company cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

PRESENTATION OF FINANCIAL INFORMATION

Certain Conventions

All references to "India" contained in this Draft Letter of Offer are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Letter of Offer has been derived from our Financial Statements. For details, please see "*Financial Information*" on page 68. Our Company's financial year commences on April 01 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The GoI has adopted the Indian accounting standards ("**Ind AS**"), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board ("**IFRS**") and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (the "**Ind AS Rules**").

The Audited Financial Statements of Our Company for the Financial Years ended March 2026 prepared in accordance with Ind AS as prescribed under Section 133 of Companies Act read with the Ind AS Rules and other the relevant provisions of the Companies Act and in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (revised), 2019, issued by the ICAI. Our Company publishes its financial statements in Rupees.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in this Draft Letter of Offer in "lakh" units or in whole numbers where the numbers have been too small to represent in lakh. One lakh represents 1,00,000 and one million represents 1,000,000.

There are significant differences between Ind AS, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Draft Letter of Offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data.

Accordingly, the degree to which the financial information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Letter of Offer should accordingly be limited. For further information, see "*Financial Information*" on page 68.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounded off adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Letter of Offer rounded-off to such number of decimal points as provided in such respective sources. In this Draft Letter of Offer, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Currency and Units of Presentation

All references to:

"Rupees" or "₹" or "INR" or "₹" are to Indian Rupee, the official currency of the Republic of India;

"USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America; and

"Euro" or "€" are to Euros, the official currency of the European Union.

Our Company has presented certain numerical information in this Draft Letter of Offer in "lakh" or "Lac" units. One lakh represents 1,00,000 and one million represents 1,000,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operation*" and elsewhere in this Draft Letter of Offer, unless otherwise indicated, have been calculated based on our Audited Financial Information.

Exchange Rates

This Draft Letter of Offer contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency	**Exchange rate as on**		
	March 31, 2026	**March 31, 2025**	**March 31, 2024**
1 USD	93.48	85.43	83.50
1 Euro	108.49	92.47	89.94

(Source: www.rbi.org.in and https://www.fbil.org.in/#/home)

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

Although we believe the industry and market data used in this Draft Letter of Offer is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors*" on page 24, this Draft Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Draft Letter of Offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

FORWARD - LOOKING STATEMENTS

This Draft Letter of Offer contains certain “forward-looking statements”. Forward looking statements appear throughout this Draft Letter of Offer, including, without limitation, under the chapters titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Industry Overview*”. Forward-looking statements include statements concerning our Company’s plans, objectives, goals, strategies, future events, future revenues or financial performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, our Company’s competitive strengths and weaknesses, our Company’s business strategy and the trends our Company anticipates in the industries and the political and legal environment, and geographical locations, in which our Company operates, and other information that is not historical information. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “likely”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “seek to”, “will”, “will continue”, “will pursue”, “forecast”, “target”, or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company’s business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, the competition in our industry and markets, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes, incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- Changes in government policies and the regulatory frameworks supporting renewable energy development;
- Decline in market electricity prices;
- We may not have adequate insurance to cover the hazards of our business;
- We may be unable to keep pace with technical and technological developments in our industry;
- Changes in weather conditions, which may affect wind patterns;
- Economic, political and social developments in India and other jurisdictions in which we operate;
- Risks arising from interest rate and currency rate fluctuations;
- Changes in legislation governing the tax regimes under which we operate.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on pages 24, 55 and 69, respectively, of this Draft Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Letter of Offer and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, Our Promoters and Promoters Group nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, Our Company will ensure that investors are informed of material developments from the date of this Draft Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

SUMMARY OF THIS LETTER OF OFFER

The following is a general summary of the terms of this Issue, and should be read in conjunction with and is qualified by the more detailed information appearing in this Draft Letter of Offer, including the sections titled "*Risk Factors*", "*The Issue*", *"Capital Structure*", "*Objects of the Issue*", "*Our Business*", "*Industry Overview*", "*Outstanding Litigation and Material Developments*" and "*Terms of the Issue*" on pages 24, 30, 37, 39, 55, 51, 77 and 84 respectively.

Summary of primary Business

Bacil Pharma Limited is a public limited company engaged in the business of trading and distribution of pharmaceutical products. The Company focuses on the marketing, procurement, distribution and supply of pharmaceutical formulations, healthcare products, medicines, nutraceuticals, medical devices and other allied healthcare products, catering to the requirements of customers across various markets.

The Company is committed to providing quality healthcare products through a reliable supply chain and by maintaining high standards of business ethics, regulatory compliance and customer service. It continuously strives to expand its product portfolio, strengthen its distribution network and establish strategic relationships with manufacturers, distributors and healthcare institutions to enhance its market presence.

The Company aims to leverage the growing opportunities in the pharmaceutical and healthcare sector by expanding its operations, improving operational efficiencies and creating long-term value for its stakeholders.

For further details, please refer to the Chapter titled "*Our Business*" at page 55 of this Draft Letter of Offer.

Objects of the Issue

The Net Proceeds are proposed to be used in the manner set out in the following table:

Particulars	**Amount (₹ in Crore)**
Gross Proceeds from the Issue	50.00
Less: Issue related expenses*	[●]
Net Proceeds	0.50
Acquisition of Commercial Premises for Research & Development Centre	12.50
Funding of Research & Development related Working Capital Requirements	25.00
General Corporate Purposes**	12.00 Balance (not exceeding 25% of the Net Proceeds)

**The Issue size will not exceed ₹4,900.00 Lakh (Rupees Forty-Nine Crore Only). If there is any reduction in the amount on account of or atthe time of finalization of Issue Price and Rights Entitlements Ratio, the same will be adjusted against General Corporate Purpose.*

SUBSCRIPTION TO THE ISSUE

The Company does not have any identifiable promoter or promoter group as on the date of this Draft Letter of Offer.

All Eligible Equity Shareholders, including members of the public holding Equity Shares as on the Record Date, shall be entitled to subscribe to the Rights Equity Shares in accordance with the terms of this Issue. Eligible Equity Shareholders may also apply for additional Rights Equity Shares over and above their Rights Entitlement, subject to the terms of this Draft Letter of Offer, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 and other applicable laws.

The Board of Directors or the Rights Issue Committee thereof shall allot any Rights Equity Shares that remain unsubscribed, if any, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.

In accordance with Regulation 86 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the Company does not receive the minimum subscription of 90% of the Issue Size (or such other minimum subscription requirement as may be applicable under the SEBI (ICDR) Regulations) by the Issue Closing Date, the Issue shall be withdrawn and the application monies received shall be refunded within the time prescribed under the applicable laws.

Summary of Outstanding Litigation

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoters, our Directors and our Subsidiaries is provided below:

(₹ in Lakhs)

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges	Material Civil Litigations	Aggregate amount Involved (Rs in Lakhs)
Company						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil

Note: The Issuer Company does not have any subsidiaries.

For further details, please refer the chapter titled "*Outstanding Litigation and Material Developments*" on page 77 of this Draft Letter of Offer.

Risk Factors

Please see the chapter titled "*Risk Factors*" beginning on page 24 of this Draft Letter of Offer.

Summary of Contingent Liabilities

For details of contingent liabilities for the FY 2025-26, please see the section titled "Financial Information" beginning on page 68.

Summary of Related Party Transactions

For details of related party transactions for the FY 2025-26, please see the section titled "Financial Information" beginning on page 68.

Issue of equity shares made in last one year for consideration other than cash

Our Company has not made any issuances of equity shares in the last one year for consideration other than cash.

Split or consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of equity shares in the last one year.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied for or received any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Draft Letter of Offer.

SECTION II - RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Letter of Offer, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. The risks described below are not the only ones relevant to us, our equity shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

To obtain a complete understanding, you should read this section in conjunction with the sections "Industry Overview", "Our Business" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 51, 55 and 69 of this Draft Letter of Offer, respectively. The industry-related information disclosed in this section has been derived from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Neither our Company, nor any other person connected with the Issue has independently verified the information in the industry report or other publicly available information cited in this section.

This Draft Letter of Offer also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and, in the section titled "Forward-Looking Statements" on page 19 of this Draft Letter of Offer.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Audited Financial Information, prepared in accordance with Ind AS and the Companies Act and in accordance with the SEBI ICDR Regulations.

Materiality:

The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality of Risk Factors:

- Some events may not be material individually but may be found material collectively;
- Some events may have material impact qualitatively instead of quantitatively; and
- Some events may not be material at present but may have a material impact in future.

The financial and other related implications of risks concerned, wherever quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

In this Draft Letter of Offer, any discrepancies in any table between total and sums of the amount listed are due to rounding off. In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to Bacil Pharma Limited. The risk factors are classified as under for the sake of better clarity and increased understanding.

NOTE:

The risk factors are disclosed as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section. In this Draft Letter of Offer, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "RISK FACTORS" and elsewhere in this Draft Letter of Offer unless otherwise indicated, has been calculated on the basis of the amount disclosed in our audited financial statements. Unless otherwise specifically provided in the respective Risk factors given below, the amounts of impact of risks specified hereunder, on our financial conditions, are not quantifiable.

INTERNAL RISK FACTORS

1. Our business is dependent on third-party manufacturers and suppliers for the procurement of pharmaceutical products.

Our Company is engaged in the trading and distribution of pharmaceutical products and does not manufacture the products traded by it. Accordingly, our business is dependent upon our ability to procure quality pharmaceutical products from third-party manufacturers, suppliers and distributors on commercially acceptable terms.

Any disruption in the supply of products due to shortage of raw materials, manufacturing constraints, non-renewal or termination of supply arrangements, quality issues, regulatory actions against suppliers, transportation delays, or any other unforeseen circumstances may adversely affect our ability to meet customer demand. Further, our suppliers may increase prices or alter commercial terms, which could adversely impact our operating margins.

Our inability to establish and maintain stable relationships with existing suppliers or identify alternate sources of procurement on a timely basis may materially and adversely affect our business, financial condition, cash flows and results of operations.

2. We operate in a highly competitive pharmaceutical trading industry.

The pharmaceutical trading and distribution industry in India is highly competitive and fragmented. We compete with several organized and unorganized traders, pharmaceutical distributors, stockists and marketing companies operating at regional and national levels.

Competition is based on various factors including product availability, pricing, quality, customer relationships, delivery schedules, credit terms and after-sales support. Increased competition may result in reduction of selling prices, lower margins, increased marketing and distribution costs or loss of customers.

There can be no assurance that we will be able to maintain or increase our market share or profitability in such a competitive environment. Any inability to compete effectively may materially and adversely affect our business and financial performance.

3. Our business is subject to extensive governmental regulation and any non-compliance may adversely affect our operations.

The pharmaceutical industry in India is subject to extensive regulation under various central and state laws including the Drugs and Cosmetics Act, 1940, the Drugs and Cosmetics Rules, 1945, the Drugs (Prices Control) Order, 2013, the Legal Metrology laws, GST laws and other applicable regulations.

Our business requires various registrations, licences and approvals for storage, distribution and sale of pharmaceutical products. Any failure to obtain, renew or comply with the applicable statutory approvals or any changes in the regulatory framework may result in suspension or cancellation of licences, penalties, legal proceedings or restrictions on our business operations.

Further, regulatory authorities may introduce stricter quality standards, pricing controls or compliance requirements which could increase our operating costs and adversely affect our profitability.

4. We have significant working capital requirements.

Our business requires substantial working capital for procurement of pharmaceutical products, maintenance of inventories and extension of credit facilities to customers.

Any delay in realization of receivables, increase in inventory holding period, inability to obtain adequate banking facilities or increase in borrowing costs may adversely affect our liquidity and day-to-day operations.

If we are unable to maintain sufficient working capital or arrange additional funds on commercially acceptable terms, our business operations and growth prospects could be materially affected.

5. We are exposed to credit risk arising from delayed payments or defaults by customers.

Our Company extends credit to customers in the ordinary course of business. Consequently, we are exposed to the risk of delayed collections or defaults by customers.

Any deterioration in the financial condition of our customers may adversely affect their ability to honour their payment obligations, resulting in higher bad debts and increased working capital requirements.

Although we continuously monitor the creditworthiness of our customers, there can be no assurance that all receivables will be realized in full or within the expected time frame.

6. We are dependent on our senior management and key managerial personnel.

Our continued success depends significantly upon the experience, expertise and continued services of our Directors, Key Managerial Personnel and senior management.

The loss of any key personnel or our inability to attract and retain qualified professionals possessing relevant industry knowledge may adversely affect our business operations, customer relationships and future growth.

Competition for experienced professionals in the pharmaceutical sector is intense and there can be no assurance that we will be successful in retaining or recruiting such personnel in the future.

7. The proceeds of the Issue have not been appraised by any independent agency.

The proposed utilisation of the proceeds of the Issue has been determined by the management based on the current business requirements of the Company and has not been appraised by any bank, financial institution or any independent agency.

Accordingly, the actual deployment of funds may vary depending upon business requirements, market conditions and other factors prevailing at the relevant time. Any variation in the estimated utilisation of funds or implementation schedule may require reallocation of funds, which could affect the expected benefits of the Issue.

8. Our insurance coverage may not be sufficient to cover all potential losses.

We maintain insurance policies that we believe are appropriate for our business operations. However, certain risks may not be fully insured or may exceed the limits of our insurance coverage.

There can be no assurance that all claims made under our insurance policies will be settled fully or within a reasonable period. Any uninsured or inadequately insured loss arising from fire, theft, natural calamities, accidents, product storage risks or other unforeseen events may have a material adverse effect on our business, financial condition and results of operations.

9. We may be unable to expand our business and distribution network as planned.

Our future growth depends upon our ability to expand our customer base, strengthen our distribution network, enter new geographical markets and introduce additional pharmaceutical and healthcare products.

Any delay in implementing our expansion plans, inability to identify suitable business opportunities, increased competition or failure to establish relationships with new suppliers and customers may adversely affect our future growth and profitability.

10. Our business reputation is critical to our success.

The success of our Company depends significantly upon maintaining the confidence of customers, suppliers and other stakeholders.

Any adverse publicity relating to the quality, availability or distribution of pharmaceutical products supplied by us, even if not attributable to the Company, may adversely affect our reputation and customer confidence. Such events could result in loss of business opportunities and adversely affect our financial condition and results of operations.

EXTERNAL RISK FACTORS

1. Our business is subject to changes in the regulatory framework governing the pharmaceutical industry.

The pharmaceutical industry in India is highly regulated by various governmental authorities, including the Central Drugs Standard Control Organization (CDSCO), State Drug Control Authorities, the National Pharmaceutical Pricing Authority (NPPA) and other regulatory bodies. Our business operations are subject to various laws, rules and regulations relating to the procurement, storage, distribution, sale, labelling and pricing of pharmaceutical products.

Any change in applicable laws, regulations or government policies, including amendments to the Drugs and Cosmetics Act, 1940, the Drugs and Cosmetics Rules, 1945, the Drugs (Prices Control) Order (DPCO), GST laws or other applicable regulations, may increase our compliance obligations and operating costs or restrict the sale or distribution of certain products.

Further, any changes in regulatory interpretation, licensing requirements, quality standards or inspection procedures may adversely affect our business, financial condition, cash flows and results of operations.

2. Government regulation of pharmaceutical prices may adversely affect our profitability.

The prices of several pharmaceutical formulations are regulated by the Government of India through the National Pharmaceutical Pricing Authority ("NPPA"). Expansion of price control to additional pharmaceutical products or revision in price ceilings may reduce the margins available to traders and distributors.

Any further governmental intervention in pricing policies or introduction of additional price control measures may adversely affect our revenues, profitability and overall financial performance.

3. Our business is exposed to risks arising from disruptions in the pharmaceutical supply chain.

Our operations depend upon the uninterrupted availability of pharmaceutical products from manufacturers and suppliers and efficient logistics for timely delivery to customers.

Natural disasters, pandemics, transportation disruptions, labour shortages, geopolitical conflicts, port congestion, shortage of packaging materials, fuel price increases or other unforeseen events may interrupt the supply chain, resulting in delays in procurement, increased costs or inability to meet customer demand.

Any prolonged disruption in the supply chain could materially and adversely affect our business operations and financial performance.

4. The pharmaceutical industry is highly competitive and may adversely affect our business.

The pharmaceutical trading and distribution industry is characterized by intense competition from national and regional distributors, stockists, wholesalers and other market participants.

Increased competition may result in pricing pressure, lower operating margins, higher customer acquisition costs and loss of existing customers. There can be no assurance that we will be able to maintain our competitive position or continue to grow our market share.

5. General economic conditions may adversely affect our business.

Our business is influenced by general economic conditions in India, including inflation, interest rates, liquidity, exchange rate fluctuations, changes in taxation, consumer spending patterns and overall economic growth.

An economic slowdown or deterioration in business conditions may adversely affect demand for pharmaceutical products, increase credit risks and reduce profitability. Further, any instability in domestic or international financial markets could have an adverse impact on our business and the market price of our Equity Shares.

6. Changes in taxation and fiscal policies may adversely affect our business.

Changes in direct or indirect tax laws, including Goods and Services Tax (GST), customs duties, import duties or other fiscal policies applicable to the pharmaceutical sector, may increase the cost of procurement, distribution or compliance.

Any adverse tax demand, changes in tax rates or withdrawal of tax incentives may have a material adverse effect on our business, financial condition and results of operations.

7. Public health emergencies, epidemics and pandemics may adversely affect our business.

The occurrence of pandemics, epidemics or other public health emergencies may disrupt transportation networks, manufacturing activities, logistics operations and the availability of pharmaceutical products.

Although the pharmaceutical sector may witness increased demand for certain products during such periods, disruptions in the supply chain, restrictions imposed by government authorities, labour shortages and increased operating costs may adversely affect our business operations and profitability.

8. Natural disasters and other force majeure events may adversely affect our business.

Our business operations may be affected by earthquakes, floods, cyclones, fire, pandemics, war, civil unrest, terrorist activities or other events beyond our control.

Such events may disrupt transportation, warehousing, communication systems, supplier operations and customer demand, resulting in interruption of business activities and financial losses.

9. Changes in foreign trade policies and global market conditions may adversely affect our business.

Although the Company primarily operates in India, our suppliers or customers may be indirectly affected by changes in global economic conditions, international trade policies, import restrictions, customs regulations, geopolitical tensions and fluctuations in foreign exchange rates.

Any such developments may increase procurement costs, affect product availability or disrupt the pharmaceutical supply chain, thereby adversely affecting our business and profitability.

10. The market price of our Equity Shares may fluctuate due to factors beyond our control.

The market price of our Equity Shares may fluctuate due to various factors, including changes in the performance of the pharmaceutical industry, general economic conditions, investor perception, changes in government policies, stock market volatility, global financial developments and other factors unrelated to our operating performance.

There can be no assurance that the market price of our Equity Shares will not decline below the Issue Price following completion of the Rights Issue.

RISKS RELATING TO THE EQUITY SHARES

1. Failure to exercise or renounce the Rights Entitlements may result in dilution of your shareholding.

Eligible Equity Shareholders who do not exercise or validly renounce their Rights Entitlements before the Issue Closing Date shall not receive any compensation for the lapse of such Rights Entitlements. Consequently, their proportionate shareholding and voting rights in the Company may stand diluted following completion of the Issue. Even where Rights Entitlements are renounced, the consideration received, if any, may not adequately compensate for the dilution in shareholding.

2. The market price of our Equity Shares may fluctuate and may decline below the Issue Price.

The market price of our Equity Shares may fluctuate due to several factors, including our financial performance, changes in the pharmaceutical industry, general market conditions, changes in investor perception, macroeconomic developments, regulatory changes and fluctuations in the Indian and global capital markets. There can be no assurance that the market price of our Equity Shares will remain at or above the Issue Price after completion of the Issue.

3. Future issuances of Equity Shares or other securities may dilute the shareholding of existing shareholders.

The Company may, subject to applicable laws and necessary approvals, raise additional capital through further issues of Equity Shares or other convertible securities. Any such future issuance may dilute the shareholding percentage of existing shareholders and could adversely affect the market price of the Equity Shares.

4. There can be no assurance regarding the development or maintenance of an active trading market for our Equity Shares or Rights Entitlements.

Although our Equity Shares are listed on BSE Limited, there can be no assurance regarding the liquidity or trading volume of our Equity Shares after the completion of the Issue. Similarly, there can be no assurance that an active trading market for the Rights Entitlements will develop or be sustained during the Renunciation Period. Limited liquidity may affect an investor's ability to sell the Equity Shares or Rights Entitlements at the desired time or price.

5. Any delay in obtaining the listing and trading approvals for the Rights Equity Shares may affect investors.

The Rights Equity Shares proposed to be issued pursuant to the Issue are subject to receipt of necessary approvals from the Stock Exchange and other regulatory authorities. Any delay in obtaining such approvals or in commencement of trading of the Rights Equity Shares may affect the liquidity of the investment and the ability of investors to deal in such Equity Shares.

6. Applicants will not be entitled to withdraw their Applications after the Issue Closing Date.

In accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, investors who have submitted Applications in the Issue shall not be entitled to withdraw such Applications after the Issue Closing Date, except in circumstances specifically permitted under applicable law. Consequently, investors will remain exposed to any adverse developments affecting the Company or the capital markets between the Issue Closing Date and the date of allotment.

7. Physical shareholders who fail to furnish demat account details may not be able to receive the Rights Entitlements or Rights Equity Shares.

The Rights Entitlements and the Rights Equity Shares shall be credited only in dematerialised form. Eligible Equity Shareholders holding Equity Shares in physical form who fail to furnish valid demat account details within the prescribed timelines may not be able to receive or exercise their Rights Entitlements in accordance with applicable laws and the SEBI circulars governing Rights Issues.

8. Any future volatility in the Indian securities market may adversely affect the market price of our Equity Shares.

The Indian securities market has historically experienced significant fluctuations in trading volumes and market prices. The market price of our Equity Shares may fluctuate due to factors beyond our control, including changes in economic conditions, interest rates, inflation, government policies, geopolitical developments, global financial markets and investor sentiment. Such fluctuations may adversely affect the market price and liquidity of our Equity Shares irrespective of our operating performance.

9. The Rights Issue may not be completed if the applicable statutory or regulatory requirements are not fulfilled.

Completion of the Rights Issue is subject to receipt of all applicable statutory and regulatory approvals and compliance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws. Any delay in obtaining such approvals or complying with the applicable requirements may result in postponement, modification or withdrawal of the Issue.

10. Investors may be subject to market risks associated with investment in equity securities.

Investment in equity shares involves a high degree of risk. The value of an investment in the Equity Shares may increase or decrease depending on various factors, including the Company's financial performance, industry developments, changes in applicable laws, economic conditions and investor sentiment. Prospective investors should carefully consider all the information contained in this Draft Letter of Offer, including the Risk Factors, before making an investment decision.

SECTION III – INTRODUCTION

THE ISSUE

This Issue has been authorized through a resolution passed by our Board at its meeting held on [●], pursuant to Section 62(1)(a) of the Companies Act. The terms of the Issue including the Record Date and Rights Entitlement ratio, have beenapproved by a resolution passed by the Rights Issue Committee at its meeting held on [●].

The following is a summary of this Issue, and should be read in conjunction with and is qualified entirely by, the information detailed in the chapter titled "*Terms of the Issue*" on page 84 of this Draft Letter of Offer.

Particulars	Details of Equity Shares
Equity Shares proposed to be issued	Up to [●] Equity Shares
Rights Entitlement	[●] Equity Share(s) for every [●] fully paid-up Equity Share(s) held on the Record Date
Fractional Entitlement	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] ([●]) Equity Shares or is not in multiples of [●] ([●]), the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.
Record Date	[●]
Face value per Equity Shares*	₹ 10/-
Issue Price per Rights Equity Shares	₹ [●]/-
Issue Size	Up to ₹ [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●]/- (Including a premium of ₹ [●]/-) per Rights Equity Share not exceeding an amount of ₹ 5000.00 Lakhs.
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue shall rank *pari pasu* in all respects with the existing equity shares of our Company.
Equity Shares issued, subscribed and paid up prior to the Issue	[●] Equity Shares of ₹ 10/- each.
Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	Upto [●] Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	[●] Equity Shares
Money payable at the time of Application	₹ [●] /-
Security Codes for the Equity Shares	**ISIN: INE711D01018** **BSE: 524516**
ISIN for Rights Entitlements	**ISIN:** [●]
Use of Issue Proceeds	For details, please refer to the chapter titled "*Objects of the Issue*" on page 39 of this Draft Letter of Offer.
Terms of the Issue	For details, please refer to the chapter titled "*Terms of the Issue*" on page 84 of this Draft Letter of Offer.

Please refer to the chapter titled "*Terms of the Issue*" on page 84 of this Draft Letter of Offer.

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Event	Indicative Date
Issue Opening Date	[●]
Last Date for On Market Renunciation of Rights**	[●]
Issue Closing Date*	[●]

**The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*

*** Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

GENERAL INFORMATION

Our Company was originally incorporated as Bacil Pharma Private Limited under the Companies Act, 1956 with the Registrar of Companies, Mumbai and consequently a certificate of incorporation dated May 08, 1987. Later, the Company was converted from "Bacil Pharma Private Limited" to "Bacil Pharma Ltd" on 26/10/1990.

Registered Office of Our Company

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

TEL: 22618452/22661541
EMAIL: bacilpharma07@gmail..com
WEBSITE: www.bacilpharma.co.in
CIN: L24200MH1987PLC043427
Registration Number: 043427

Registrar of Companies

Our Company is registered with the Registrar of Companies, Mumbai.
Address: 100, Everest, Marine Drive, Mumbai - 400002
Phone: 022-22812627,
Email Id: roc.mumbai@mca.gov.in

Board of Directors of our Company

Set forth below are the details of our Board of Directors as on the date of this Draft Letter of Offer:

Name	Designation	Address	DIN
Chaitali Kalpataru Shah	Additional Director and CFO	D-1 701, Ratnaruchi, Chandranagar, Anandnagar (Ahmedabad), Ahmedabad, Gujarat-380007	11167778
Vivek Mukesh Yadav	Additional Director	Room No.4/99, Shiv Darshan Building, Sane Guruji Marg, Near St Ignatius Church, Satrasta, Jacob Circle Mumbai, Maharashtra, India, 400011	11033957
Omprakash Pyarelal Sonar	Additional Director	Room No.-5, Shree Ganesh Kripa Society Vadar Pada Road No. 2, Akurli Road, Hanuman Nagar, Kandivali East, Mumbai 400101 Maharashtra, India, 400011	11031877

For detailed profile of our directors, please refer to the chapter titled "Our Management" on page 62 of this Draft Letter of Offer.

Chief Financial Officer

Mrs. Chaitali Kalpataru Shah, is the Chief Financial Officer of our Company.

Her contact details are set forth hereunder.

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

Tel: 22618452, 22661541;

E-mail: bacilpha@yahoo.com;

Company Secretary and Compliance Officer

Mr. Dikshant Singh Panwar, Company Secretary and Compliance Officer of our Company.His contact details are set forth hereunder.

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

Tel: 22618452, 22661541;

E-mail: bacilpha@yahoo.com;

Fax No.: 22618327

Investors may contact Compliance Officer or Registrar to the Issue for any pre-issue / post-issue related matters such as non-receipt of letters of allotment / share certificates / refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs for grievances related to ASBA, giving full details such as name, address of the applicant, e-mail id of the first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA account number and the Designated Branch of the SCSBs where the plain paper application was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For further details on the ASBA process, please refer to the section titled "Terms of the Issue" beginning on page 84 of this Final Draft Letter of Offer.

Details of Key Intermediaries pertaining to this Issue of our Company:

Registrar to the Issue

PURVA SHAREGISTRY (INDIA) PRIVATE LTD.
CIN: U67120MH1993PTC074079
Unit no. 9, Shiv Shakti Ind. Estt. J. R. Boricha Marg, Lower Parel (E) Mumbai 400 011.
Telephone: +91 22 4961 4132;
Facsimile: +91 22 22 3570 0224;
E-mail: support@purvashare.com;
Website: https://purvashare.com;
Contact person: Deepali Dhuri, Compliance Officer
Investor grievance: support@purvashare.com;
SEBI Registration No: INRO00001112
Validity of Registration: Permanent

STATUTORY AND PEER REVIEW AUDITOR OF OUR COMPANY
Name: M/s. Sarang Shivajirao Chavan and Associates, Chartered Accountants.
Address: 35, 4th Floor, Shree Krishna Tower, Near Navrangpura Jain Derasar, Navrangpura - 380009
Mobile - +91 9974623154
Email: chavansarang1@gmail.com
Membership No.: 142576
Firm Registration No.: 159649W

Bankers to the Issue/ Refund Bank
The Banker to the Issue/ the Refund Bank are as under.

Axis bank Limited (Sakinaka Branch) Andheri East Mumbai

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time. On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted**.** For further details on the ASBA process, please refer to the details given in ASBA form and also please refer to the chapter titled “Terms of the Issue” starting on page 84 of this Draft Letter of Offer.

Expert Opinion

Except for the reports of the Auditor of our Company on the audited Financial Statements and Statement of Tax Benefits, included in this Draft Letter of Offer, our Company has not obtained any expert opinions.

Statement of inter se allocation of Responsibilities for the Issue

The Company has not appointed any merchant banker to the Issue and hence there is no inter-se allocation of responsibilities.

Monitoring Agency

In terms of Regulation 82 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Acuité Ratings & Research Limited has been appointed as the Monitoring Agency to monitor the utilisation of the proceeds of the Issue.

The Monitoring Agency shall submit its monitoring reports to the Company in accordance with the provisions of the SEBI (ICDR) Regulations, 2018 and other applicable laws. Such reports shall be placed before the Board of Directors or the Audit Committee of the Company, as applicable, and shall also be submitted to BSE Limited and disclosed on the website of the Company within the timelines prescribed under the applicable regulations.

The Company shall comply with all applicable provisions relating to monitoring of utilisation of Issue proceeds, including disclosure of the Monitoring Agency Reports and statements of deviation or variation, if any, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

Investor grievances

Investors may contact the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment/ share certificates/ demat credit/ Refund Orders, etc.

Investors are advised to contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre- Issue or post-Issue related problems such as non-receipt of Abridged Draft Letter of Offer/ Application Form and Rights Entitlement Letter/ Letter of Allotment, Split Application Forms, Share Certificate(s) or Refund Orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Equity Shares applied for, amount blocked, where the Application Form and Rights Entitlement Letter or the plain paper application, in case of Eligible Equity Shareholder, was submitted by the ASBA Investors through ASBA process.

Credit Rating

As this is an Issue of Equity Shares, Credit Rating is not required.

Debenture Trustees

As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

Changes in Auditors during the last three years

There has been change in the Statutory Auditor of our Company in last three years. M/s. Sarang Shivajirao Chavan and Associates, Chartered Accountants, have been appointed as Statutory auditors of the Company in 38th Annual General Meeting held in the FY 2025-2026.

Underwriting Agreement

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Event	Indicative Date
Issue Opening Date	[●]
Last Date for On Market Renunciation #	[●]
Lat Date for receiving requests for Application Form and Rights Entitlement Letter**	[●]
Issue Closing Date*	[●]

**The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*

#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s)on or prior to the Issue Closing Date.

***Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company and/or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.*

The above schedule is indicative and does not constitute any obligation on our Company.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two (2) Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts at least one day before the Issue Closing Date, i.e., [●].

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Neither Our Company nor the Registrar to the Issue will be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the applications are submitted well in advance before Issue Closing Date. For details on submitting Common Application Forms, see *"Terms of the Issue"* beginning on page 84 of this Draft Letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the amount paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at https://www.purvashare.com/ after keying in their respective details along with either security control measures implemented there at. For further details, see *"Terms of the Issue"* on page 84 of this Draft Letter of Offer.

Minimum Subscription

The Company does not have any identifiable Promoter or Promoter Group as on the date of this Draft Letter of Offer.

All Eligible Equity Shareholders holding Equity Shares as on the Record Date shall be entitled to subscribe to the Rights Equity Shares in accordance with the terms of this Issue, the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013 and the rules made thereunder, and other applicable laws.

In accordance with Regulation 86 of the SEBI ICDR Regulations, if the Company does not receive the minimum subscription of at least 90% of the Issue Size, or such other minimum subscription as may be prescribed under the applicable laws from time to time, the Board of Directors of the Company or the Rights Issue Committee duly constituted by the Board ("Board/Committee") shall be entitled to consider and take such actions as may be permissible under the applicable laws, in consultation with the Lead Manager(s), Legal Counsel, Registrar to the Issue and such other intermediaries or advisors as may be considered appropriate, for the purpose of facilitating completion of the Issue and meeting the funding requirements of the Company.

Without prejudice to the generality of the foregoing and subject to compliance with the SEBI ICDR Regulations, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the rules and regulations framed thereunder, the bye-laws and regulations of the Stock Exchange(s), and such approvals, permissions, confirmations or directions as may be required from the Designated Stock Exchange and/or any other statutory or regulatory authority, the Board/Committee shall have the authority to determine, modify or finalize the manner, process, timing and eligibility criteria for subscription, allocation and allotment of the Rights Equity Shares, including the treatment of any unsubscribed portion of the Issue, in such manner as may be legally permissible and in the best interests of the Company.

In the event that, upon closure of the Issue, the minimum subscription has not been achieved, the Board/Committee may, if permitted under the applicable laws and subject to the prior approval, consent, confirmation or no-objection of the Designated Stock Exchange and such other regulatory authorities as may be required, provide an additional or special subscription window or adopt any other legally permissible mechanism for subscription to the unsubscribed portion of the Issue. Such subscription may be permitted from such category of investors, including one or more specific investors, institutional investors, strategic investors, existing Equity Shareholders, Rights Entitlement holders and/or any other eligible persons, who may or may not be existing Equity Shareholders or Rights Entitlement holders of the Company, to the extent permissible under the applicable laws and subject to such eligibility conditions, procedural requirements and allotment criteria as may be determined by the Board/Committee and approved by the Designated Stock Exchange or such other authority, wherever applicable.

The basis of allotment of the Rights Equity Shares, including any unsubscribed portion of the Issue, shall be finalized strictly in accordance with the applicable provisions of the SEBI ICDR Regulations, the Companies Act, 2013, the terms of this Letter of Offer, the approval of the Designated Stock Exchange and other applicable laws.

If, despite undertaking such actions as may be permissible under the applicable laws, the minimum subscription requirement continues to remain unfulfilled, the Issue shall stand withdrawn and the Company shall refund the entire subscription amount received from the applicants within the period prescribed under the applicable laws, including the SEBI ICDR Regulations and the applicable SEBI circulars. In the event of any delay in making such refund beyond the prescribed period, the Company shall pay interest for the delayed period at the rate prescribed under the applicable laws.

The Board/Committee shall also be entitled to deal with and dispose of any unsubscribed portion of the Issue in such manner as may be permitted under the SEBI ICDR Regulations and other applicable laws.

The Rights Issue shall not result in any change in the control or management of the Company. Further, the Company is in compliance with Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to minimum public shareholding and shall continue to comply with the applicable minimum public shareholding requirements after completion of the Issue.

Underwriting

The Issue is not underwritten.

Filing

Pursuant to the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, read with the applicable SEBI circulars and notifications, a Draft Letter of Offer in respect of a rights issue is required to be filed with SEBI only where the aggregate issue size exceeds the threshold prescribed under the applicable regulatory framework.

Since the aggregate size of the present Rights Issue is below the threshold prescribed under the SEBI (ICDR) Regulations and the applicable SEBI circulars, this Draft Letter of Offer is not required to be filed with SEBI. Accordingly, this Draft Letter of Offer has been filed with the Designated Stock Exchange in accordance with the applicable provisions of the SEBI (ICDR) Regulations and other applicable laws.

The Rights Issue shall be undertaken in compliance with the SEBI (ICDR) Regulations, the Companies Act, 2013 and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, the SEBI Act, 1992, the Listing Regulations, applicable SEBI circulars and all other applicable statutory and regulatory requirements.

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Letter of Offer and after giving effect to the Issue is set forth below:

S. No.	Particulars	Amount (in ₹ except share data)	
		Aggregate value at nominal value	**Aggregate value at Issue Price**
A.	**Authorized Share Capital**		
	2,00,00,000 Equity Shares of ₹ 10 each	20,00,00,000	-
	Total	20,00,00,000	-
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	1,43,53,000 Equity Shares of face value of ₹ 10 each	14,35,30,000	-
C.	**Present Issue in terms of this Draft Letter of Offer**(1)		
	Up to [●] Equity Shares of ₹ 10 each	[●]	[●]
D.	**Issued, Subscribed and Paid-Up Share Capital after the Issue**		
	[●] Equity Shares of face value of ₹ 10 each	[●]	[●]
E.	**Securities Premium Account**		
	Before the Issue	16,37,46,000	
	After the Issue	[●]	

(1) *The present Issue has been authorized vide a resolution passed at the meeting of the Board of Directors dated July 09, 2026.*

NOTES TO CAPITAL STRUCTURE

Details of outstanding instruments as on the date of this Draft Letter of Offer:

As on date of this Draft Letter of Offer, our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme. Further no convertible securities are outstanding for conversion as of date of this Draft Letter of Offer.

Intention and extent of participation by our Promoters and Promoters Group in the Issue:

As on the date of this Draft Letter of Offer, the Company does not have any identifiable promoter or promoter group exercising control over its affairs.

The Rights Issue is being offered to all Eligible Equity Shareholders of the Company holding Equity Shares as on the Record Date. Each Eligible Equity Shareholder shall be entitled to subscribe to the Rights Equity Shares in accordance with their respective Rights Entitlement and may also apply for additional Rights Equity Shares, subject to the terms and conditions set out in this Draft Letter of Offer and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Since the Issue is being made on a rights basis, the participation of each Eligible Equity Shareholder will depend upon the extent to which such shareholder chooses to exercise or renounce its Rights Entitlement and/or apply for additional Rights Equity Shares. As on the date of this Draft Letter of Offer, the Company has not received any binding commitment from any shareholder regarding participation in the Issue.

Any Rights Equity Shares that remain unsubscribed after considering the applications received from Eligible Equity Shareholders, including applications for additional Rights Equity Shares, shall be allotted or otherwise dealt with by the Board of Directors or the Rights Issue Committee in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.

The Rights Issue is not expected to result in any change in the control or management of the Company. Further, the Company is in compliance with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall continue to comply with such requirements after completion of the Issue.

Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchange in compliance with the SEBI Listing Regulations

The shareholding pattern of our Company can be accessed on the website of the BSE at:

https://www.bseindia.com/stock-share-price/bacil-pharma-ltd/bacphar/524516/qtrid/129.00/shareholding-pattern/mar-2026

Shareholding of Promoters and Promoters Group:

The details of Equity Shares held by the Promoters and Promoters Group including the details of lock-in, pledge and encumbrance on such Equity Shares can be accessed on the website of the BSE at:

https://www.bseindia.com/stock-share-price/bacil-pharma-ltd/bacphar/524516/qtrid/129.00/shareholding-pattern/mar-2026

Details of specified securities acquired by the Promoters and Promoters group in the last one year immediately preceding the date of filing of the Draft Letter of Offer:
Our Promoters and members of Promoters Group have acquired Equity Shares in the last one year immediately preceding the date of filing of the Draft Letter of Offer and the details of the same are as under:

Sr. No.	Name of Promoters and Promoters Group	Number of Shares Acquired	Percentage to Total Capital	Mode of Acquisition
1	-	-	-	-

Details of the shareholders holding more than 1% of the issued and paid-up Equity Share capital:

The details of shareholders of our Company holding more than 1% of the issued and paid -up Equity Share capital of our Company, are available on the website of BSE at:

https://www.bseindia.com/corporates/shpdrpercnt?scripcd=524516&qtrid=129.00&CompName=Bacil%20Pharma%20Ltd&QtrName=Mar-26&Type=TM

https://www.bseindia.com/corporates/shppublicshareholder?scripcd=524516&qtrid=129.00&QtrName=Mar-26

Declarations:

The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the Takeover Regulations is ₹ [●]/- per equity share.At

any given time, there shall be only one denomination of the Equity Shares of our Company.

All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer. Further,the Equity Shares allotted pursuant to the Issue, shall be fully paid up.

There will be no further issue of equity shares whether by way of a public issue, qualified institutions placement, issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Letter of Offer with Stock Exchange until the Equity Shares have been listed on the Stock Exchanges, or all application monies have been refunded, as the case may be.

OBJECTS OF THE ISSUE

The Company proposes to raise funds through this Rights Issue in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and other applicable laws.

The Net Proceeds from the Issue are proposed to be utilised for the objects set out below. The Board of Directors believes that the proposed utilisation of the Net Proceeds will strengthen the Company's long-term business strategy, enhance its research and development capabilities, improve its operational infrastructure and provide financial flexibility to pursue its growth initiatives.

The main objects for which the Net Proceeds are proposed to be utilised are:

1. Acquisition of commercial premises for establishment of a Research & Development Centre;

2. Funding of Research & Development related working capital requirements; and

3. General corporate purposes.

The proposed utilisation of the Net Proceeds has been determined by the management based on the Company's present business requirements, estimated costs and future business plans. The management may, in accordance with applicable laws, revise the schedule of implementation or reallocate expenditure amongst the stated objects to address unforeseen circumstances or changes in business requirements, provided that such variations, if any, shall be undertaken in accordance with applicable laws and shall not result in a material deviation from the objects of the Issue except with such approvals as may be required.

BACKGROUND AND RATIONALE

Bacil Pharma Limited is engaged in the business of trading and distribution of pharmaceutical products and intends to progressively strengthen its presence across the pharmaceutical value chain. As part of its long-term business strategy, the Company proposes to augment its capabilities by establishing an in-house Research & Development ("R&D") Centre, which is expected to serve as the foundation for future innovation, formulation development, regulatory support, analytical testing and other research-oriented activities.

The pharmaceutical industry is characterised by continuous technological advancements, evolving regulatory standards and increasing emphasis on quality, innovation and product differentiation. The Board believes that establishing dedicated research infrastructure will enable the Company to build technical capabilities, improve product development processes, support future manufacturing initiatives, strengthen collaborations with research organisations and enhance its competitiveness in the pharmaceutical sector.

Presently, the Company does not own any dedicated commercial premises for carrying out research and development activities. Consequently, the Company intends to acquire commercial premises suitable for establishing a modern Research & Development Centre equipped with the infrastructure necessary to undertake research, analytical studies, product development and allied scientific activities.

In addition to creating physical infrastructure, the Company intends to utilise a substantial portion of the Net Proceeds towards funding the operational and working capital requirements of the proposed R&D Centre, including expenditure relating to scientific personnel, laboratory consumables, analytical testing, quality systems, regulatory documentation and other research-related activities.

The Board believes that the proposed utilisation of the Net Proceeds will provide the Company with greater operational flexibility, strengthen its technical capabilities and create a platform for sustainable long-term growth.

SUMMARY OF NET PROCEEDS

The following table sets forth the proposed utilisation of the Net Proceeds:

Particulars	**Amount (₹ in Crore)**
Gross Proceeds from the Issue	50.00
Less: Issue related expenses*	[0.50]
Net Proceeds	49.50
Acquisition of Commercial Premises for Research & Development Centre	12.50

Funding of Research & Development related Working Capital Requirements	25.00
General Corporate Purposes**	12.00 Balance (not exceeding 25% of the Net Proceeds)

* Issue-related expenses are indicative and include fees payable to intermediaries, legal counsel, Registrar to the Issue, advertising, printing, statutory fees and other incidental expenses.

** The amount utilised towards General Corporate Purposes shall not exceed 25% of the Net Proceeds in accordance with the SEBI ICDR Regulations.

REQUIREMENT OF FUNDS

The Board has identified the proposed objects after considering the Company's existing business operations, future growth strategy and estimated financial requirements. The total estimated requirement for the proposed objects is expected to be met substantially from the Net Proceeds of the Issue.

The Company believes that the proposed deployment of the Net Proceeds will facilitate the establishment of research infrastructure, strengthen its research capabilities and support future business expansion. Any shortfall in the estimated project cost, if any, shall be met through internal accruals, debt, or other permissible sources of finance, as may be considered appropriate by the Board.

OBJECT I – ACQUISITION OF COMMERCIAL PREMISES FOR ESTABLISHMENT OF RESEARCH & DEVELOPMENT CENTRE

Background

The Company presently operates without an in-house Research & Development Centre. As part of its long-term growth strategy, the Company proposes to establish its own dedicated Research & Development facility to support innovation, product development, analytical testing, regulatory documentation, quality enhancement and other scientific activities.

Accordingly, the Company proposes to acquire commercial premises suitable for establishing a modern Research & Development Centre. The acquisition is intended to create a permanent operational infrastructure capable of supporting the Company's current and future research initiatives.

Commercial Rationale

The pharmaceutical industry is increasingly driven by research, innovation, regulatory compliance and technological advancement. The Board believes that establishment of an in-house Research & Development Centre will enable the Company to progressively strengthen its technical capabilities and reduce dependence on external research facilities.

The proposed acquisition is expected to provide the Company with a dedicated scientific environment for undertaking formulation development, analytical studies, quality improvement initiatives, technology evaluation and other research activities. The proposed infrastructure is also expected to facilitate future collaborations with research institutions, laboratories, universities and other industry participants.

Further, ownership of commercial premises is expected to provide long-term operational stability, avoid uncertainties associated with leased facilities and enable the Company to develop customised laboratory infrastructure in accordance with applicable regulatory standards.

Business Strategy

The establishment of the proposed Research & Development Centre forms an integral part of the Company's long-term business strategy.

The proposed facility is expected to:

- strengthen the Company's research and innovation capabilities;
- facilitate development of new pharmaceutical formulations and healthcare products;
- support analytical testing, validation studies and quality improvement programmes;
- strengthen regulatory documentation and compliance capabilities;
- create a platform for future manufacturing initiatives, where commercially viable;
- improve operational efficiencies through development of in-house technical expertise; and
- support the Company's long-term objective of expanding its presence within the pharmaceutical and healthcare sector.

The Company believes that investment in research infrastructure will enhance its ability to respond to changing market requirements and evolving regulatory expectations.

Details of the Proposed Acquisition

The Company proposes to utilise an amount of ₹12.50 Crore towards acquisition of commercial premises for establishing the proposed Research & Development Centre.

As on the date of this Draft Letter of Offer, the Company is in the process of identifying suitable commercial premises based on factors including location, accessibility, infrastructure, regulatory suitability, laboratory requirements, utilities and future expansion potential. The Company has not entered into any binding agreement for acquisition of the proposed property.

The proposed utilisation shall include consideration payable for acquisition of the premises together with all expenses incidental thereto, including stamp duty, registration charges, brokerage, legal fees, professional fees, documentation expenses, taxes and other transaction-related costs.

The Company shall acquire the property in accordance with applicable laws and after completion of customary legal, technical and financial due diligence.

Cost Estimates

The estimated expenditure towards acquisition of the commercial premises is approximately ₹12.50 Crore.

The estimate has been prepared by the management based on prevailing market conditions, indicative commercial property prices in the proposed locations, expected transaction costs and associated incidental expenses. Since the specific property has not yet been finalised, the actual cost may vary depending upon the location, size, negotiations with the seller and prevailing market conditions.

Any variation in the acquisition cost shall be funded through internal accruals or other permissible sources of finance, if required.

Schedule of Implementation

The Company proposes to identify, negotiate and complete the acquisition of the commercial premises within approximately 12 months from the date of receipt of the Net Proceeds or within such extended period as may be considered appropriate by the Board, depending upon availability of suitable properties, completion of due diligence, statutory approvals and market conditions.

Means of Finance

The estimated cost of acquisition of the commercial premises is proposed to be funded primarily out of the Net Proceeds of the Rights Issue.

In the event of any cost escalation, additional expenditure or shortfall in funding, the Company may utilise internal accruals, debt facilities or any other permissible source of finance as may be approved by the Board.

Benefits

The proposed acquisition is expected to provide several long-term benefits to the Company, including:

- establishment of a dedicated Research & Development Centre;
- strengthening of research, innovation and product development capabilities;
- enhancement of analytical testing and quality assurance infrastructure;
- improved regulatory preparedness and technical documentation;
- long-term operational stability through ownership of commercial premises;
- creation of a scalable platform to support future business expansion; and
- enhancement of long-term value for the Company and its stakeholders.

OBJECT II – FUNDING OF RESEARCH & DEVELOPMENT RELATED WORKING CAPITAL REQUIREMENTS

Background

The Company proposes to utilize a portion of the Net Proceeds from the Issue towards meeting its Research & Development ("R&D") related working capital requirements in connection with the establishment and operation of its proposed Research & Development Centre.

The pharmaceutical industry is characterized by continuous innovation, stringent regulatory requirements, evolving quality standards and increasing emphasis on research-driven product development. The Company believes that strengthening its research and development capabilities is essential for sustaining long-term growth, improving competitiveness and creating value for its stakeholders.

Presently, the Company does not operate a dedicated in-house Research & Development ("R&D") Centre. As disclosed under Object I of the Issue, the Company proposes to establish a dedicated Research & Development Centre to undertake scientific research, formulation development, analytical studies, quality enhancement initiatives and other research-related activities.

The establishment and operation of such a facility will require substantial financial resources not only towards creation of physical infrastructure but also towards meeting the recurring operational and working capital requirements associated with research activities. Accordingly, the Company proposes to utilise a portion of the Net Proceeds from the Issue towards funding the working capital requirements of the proposed Research & Development Centre.

The proposed funding is expected to provide adequate financial resources for establishing sustainable research operations and supporting the Company's long-term business objectives.

Commercial Rationale

The pharmaceutical sector continues to witness increasing demand for innovative formulations, improved product quality, enhanced regulatory compliance and faster product development timelines. The Board believes that investment in research and development is fundamental to strengthening the Company's future business operations and expanding its presence within the pharmaceutical industry.

The proposed investment in research-related working capital is expected to enable the Company to:

- establish a robust scientific research ecosystem;
- develop formulation and analytical capabilities;
- strengthen quality assurance and regulatory compliance systems;
- improve technical knowledge and product development capabilities;
- facilitate technology evaluation and process optimisation;
- enhance operational efficiencies through development of internal technical expertise; and
- create a scalable research platform capable of supporting future manufacturing initiatives and business expansion.

The Board believes that sustained investment in research activities will improve the Company's long-term competitiveness and support its strategic growth initiatives.

Proposed Utilisation of Funds

The Company proposes to utilise an amount of up to ₹25.00 Crore from the Net Proceeds of the Issue towards funding the working capital requirements of the proposed Research & Development Centre.

The proposed expenditure may include, inter alia:

- remuneration, salaries, incentives and employee benefits payable to scientific personnel, researchers, laboratory professionals, quality assurance personnel, regulatory professionals and other technical employees;
- procurement of laboratory chemicals, reagents, solvents, culture media, microbiological materials, reference standards, analytical standards and laboratory consumables;
- purchase and consumption of glassware, laboratory accessories, safety equipment and research consumables;
- formulation development activities relating to pharmaceutical products, nutraceuticals, healthcare products and allied products;
- analytical method development, validation studies, stability studies and quality evaluation programmes;
- regulatory documentation, dossier preparation, technical documentation and quality management systems;
- expenses relating to outsourced analytical testing, contract research organisations (CROs), scientific consultants and technical advisory services;
- licensing of scientific databases, technical software, digital laboratory systems and research-related information technology infrastructure;
- procurement, installation, calibration, validation, maintenance and servicing of laboratory instruments and scientific equipment;
- technology acquisition, technology transfer arrangements, licensing of intellectual property, know-how agreements and technical collaborations, where identified and permissible under applicable laws;
- utilities, laboratory maintenance, calibration services, environmental monitoring, waste management, housekeeping and other

- operational expenses directly attributable to research activities;
- expenses relating to pilot-scale development, proof-of-concept studies, process optimisation, validation batches and technology demonstration activities; and
- other working capital requirements directly relating to the Company's research and development operations.

The above expenditure heads are indicative in nature and may be modified by the management depending upon business requirements, regulatory developments, technological advancements and operational priorities, provided that the utilisation remains within the overall object of funding Research & Development related working capital requirements.

Working Capital Cycle

Research and development activities typically require continuous deployment of financial resources over an extended period before commercial benefits are realised. The working capital cycle associated with research operations differs substantially from conventional trading activities due to the nature of scientific experimentation, regulatory documentation, analytical testing and product development.

The proposed Research & Development Centre is expected to incur recurring expenditure towards procurement of laboratory materials, salaries of scientific personnel, testing charges, utilities, maintenance, regulatory documentation and other operational costs.

Accordingly, the Company expects that adequate working capital support will be essential to ensure uninterrupted research activities and timely execution of various scientific programmes.

The proposed utilisation of the Net Proceeds is expected to provide the Company with sufficient financial flexibility to meet such recurring operational requirements.

Research & Development Expenditure

The Company expects that the Research & Development Centre will undertake activities including formulation research, process development, analytical method development, stability evaluation, quality improvement, technology assessment and regulatory support.

The proposed expenditure is expected to facilitate:

- development of pharmaceutical formulations;
- evaluation of new technologies;
- improvement of existing products;
- scientific documentation;
- laboratory validation;
- process optimisation;
- quality enhancement programmes; and
- regulatory compliance initiatives.

The Board believes that continued investment in these activities will strengthen the Company's technical capabilities and support future commercial opportunities.

Scientific Manpower

The success of the proposed Research & Development Centre will depend significantly upon the availability of qualified scientific personnel possessing expertise in pharmaceutical sciences, analytical chemistry, microbiology, formulation development, quality assurance, regulatory affairs and related disciplines.

Accordingly, the Company proposes to utilise a portion of the Net Proceeds towards recruitment, training, retention and development of scientific and technical professionals.

The proposed expenditure may include salaries, employee benefits, training programmes, professional development initiatives, consultancy fees and other personnel-related costs.

The Company believes that development of an experienced scientific team will be critical for successful implementation of its research strategy.

Regulatory Approvals

The pharmaceutical industry operates within a comprehensive regulatory framework governing research, testing, documentation, quality systems and product approvals.

The proposed Research & Development Centre is expected to function in accordance with applicable regulatory requirements, industry standards and good laboratory practices, wherever applicable.

The Company shall obtain such approvals, registrations, licences and permissions as may be required under applicable laws for carrying out the proposed research activities.

Any delay in obtaining such approvals may affect the implementation schedule; however, the Company believes that establishment of an organised regulatory framework within the Research & Development Centre will strengthen its long-term compliance capabilities.

Product Development

The proposed Research & Development Centre is expected to support development and improvement of pharmaceutical formulations, healthcare products and other allied products that may form part of the Company's future business strategy.

The Company intends to undertake research aimed at improving formulation quality, product stability, manufacturing efficiency, patient compliance and regulatory acceptability.

The Board believes that enhanced product development capabilities will strengthen the Company's ability to respond to evolving market requirements and create sustainable long-term business opportunities.

Analytical Testing

Analytical testing forms an integral component of pharmaceutical research and quality assurance.

The proposed Research & Development Centre is expected to undertake analytical activities including method development, validation studies, stability testing, quality evaluation, impurity profiling, comparative analysis and other scientific evaluations.

The Company expects that establishment of internal analytical capabilities will improve operational efficiency, reduce dependence on external laboratories and strengthen quality management systems.

Technology Acquisition

The pharmaceutical industry is continually evolving through advancements in scientific research, digital technologies, laboratory automation and analytical techniques.

Accordingly, the Company may utilise a portion of the Net Proceeds towards acquisition or licensing of appropriate technologies, laboratory software, scientific databases, technical know-how, specialised research tools and other technology solutions that support its Research & Development activities.

Any such acquisition shall be undertaken in accordance with applicable laws and the Company's internal approval processes.

As on the date of this Draft Letter of Offer, the Company has not entered into any binding agreement for acquisition of any specific technology or intellectual property.

Expected Benefits

The proposed utilisation of funds towards Research & Development related working capital requirements is expected to:

- strengthen the Company's research infrastructure;
- facilitate continuous scientific innovation;
- enhance formulation development capabilities;
- improve analytical and quality assurance systems;
- strengthen regulatory preparedness;
- create opportunities for future manufacturing expansion;
- improve operational efficiencies;
- support long-term business growth; and
- enhance value creation for shareholders.

The Board believes that investment in Research & Development represents a strategic initiative that will strengthen the Company's competitive position and support sustainable growth over the long term.

OBJECT III – GENERAL CORPORATE PURPOSES

The Company intends to utilise a portion of the Net Proceeds of the Issue towards **General Corporate Purposes**. The amount proposed to be utilised for General Corporate Purposes shall not exceed **25% of the Net Proceeds** of the Issue, in compliance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The expenditure under this object is expected to provide operational flexibility and enable the Company to effectively pursue its business objectives while addressing various business requirements that may arise in the ordinary course of business.

The Net Proceeds proposed to be utilised towards General Corporate Purposes may include, inter alia:

- strengthening the Company's working capital position;
- meeting administrative and operating expenses;
- business development and marketing initiatives;
- information technology infrastructure and digital transformation initiatives;
- procurement of office equipment, furniture and fixtures;
- branding, promotion and corporate communication activities;
- payment of statutory dues and professional fees;
- expansion of business operations;
- strategic business initiatives;
- capital expenditure of routine nature;
- repayment or prepayment of short-term borrowings, where considered appropriate by the Board;
- contingency requirements; and
- any other expenditure incurred in the ordinary course of business and considered necessary by the Board of Directors, subject to applicable laws.

The quantum and timing of expenditure under this object shall be determined by the management based on the Company's business requirements and prevailing market conditions.

SCHEDULE OF DEPLOYMENT OF NET PROCEEDS

The Company proposes to deploy the Net Proceeds substantially in accordance with the following schedule:

Particulars	**Estimated Amount (₹ Crore)**	**Estimated Period of Deployment**
Acquisition of Commercial Premises for Research & Development Centre	12.50	Within 12 months from receipt of Net Proceeds
Funding of Research & Development related Working Capital Requirements	25.00	Within 24 months from receipt of Net Proceeds
General Corporate Purposes	12.00 Balance (not exceeding 25% of Net Proceeds)	As and when required

The above schedule is indicative and is based on the Company's current estimates and business plans. The actual deployment of funds may vary depending upon commercial considerations, market conditions, availability of suitable opportunities and other factors.

The Board of Directors or a duly constituted committee thereof shall have the flexibility to revise the schedule of deployment in accordance with applicable laws.

MEANS OF FINANCE

The estimated cost of the objects proposed to be financed from the Issue is expected to be funded primarily from the Net Proceeds of the Rights Issue.

In the event of any increase in the estimated cost or any shortfall in the Net Proceeds, the Company may meet such additional requirement through one or more of the following sources:

* internal accruals;
* debt facilities;
* bank borrowings;
* financial institutions;
* strategic funding arrangements; or
* any other permissible source of finance,

subject to applicable laws.

Similarly, if the actual requirement is lower than currently estimated, the balance amount shall be utilised towards the stated objects in such manner as may be approved by the Board, subject to applicable laws.

MONITORING AGENCY

In accordance with Regulation 82 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, **Acuité Ratings & Research Limited** has been appointed as the Monitoring Agency for the Issue.

The Monitoring Agency shall monitor the utilisation of the Net Proceeds of the Issue and submit its reports in accordance with the applicable provisions of the SEBI ICDR Regulations.

The monitoring reports shall be placed before the Audit Committee and/or the Board of Directors, as applicable, and shall be submitted to BSE Limited and disclosed on the website of the Company within the timelines prescribed under the applicable laws.

The Company shall also disclose any deviation or variation in the utilisation of the Net Proceeds in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

APPRAISAL

The objects of the Issue have been determined by the management based on the Company's business strategy, projected financial requirements and future growth plans.

As on the date of this Draft Letter of Offer, the proposed objects have **not been appraised by any bank, financial institution or any independent external agency**.

Accordingly, there is no appraisal report in relation to the proposed utilisation of the Net Proceeds.

BRIDGE FINANCING

The Company has **not entered into any bridge financing arrangement** in relation to any of the objects proposed to be financed from the Net Proceeds of the Issue.

Accordingly, none of the Net Proceeds is proposed to be utilised towards repayment of any bridge loan.

INTERIM USE OF NET PROCEEDS

Pending utilisation for the objects described in this Draft Letter of Offer, the Net Proceeds shall be temporarily invested in accordance with the investment policy approved by the Board of Directors and applicable provisions of law.

Such investments may include:

* deposits with scheduled commercial banks;
* liquid mutual funds;
* money market instruments;
* treasury instruments;
* fixed deposits; or
* any other instruments permitted under applicable laws.

The Company intends to deploy the Net Proceeds in a manner that balances liquidity, capital preservation and reasonable returns until the funds are utilised for the stated objects.

PROPERTY ACQUISITION DISCLOSURES

The Company proposes to utilise approximately **₹12.50 Crore** towards acquisition of commercial premises for establishment of its proposed Research & Development Centre.

As on the date of this Draft Letter of Offer:

* no specific property has been identified;
* no agreement to sell, memorandum of understanding or binding arrangement has been executed;
* no advance has been paid by the Company;
* no title due diligence has been completed; and
* no approval from any governmental authority has been obtained for acquisition of the proposed property.

The Company proposes to identify suitable commercial premises after considering factors including location, accessibility, infrastructure, regulatory suitability, future expansion potential and commercial viability.

The acquisition shall be completed after satisfactory legal, technical and financial due diligence and in accordance with applicable laws.

If the Company is unable to identify a suitable property within the estimated timeline, the Board may suitably revise the implementation schedule or utilise alternate permissible sources of finance, subject to applicable laws.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of the Directors, Key Managerial Personnel or Senior Management Personnel of the Company has any direct or indirect interest in the utilisation of the Net Proceeds, except to the extent of their shareholding in the Company or remuneration and benefits received in the ordinary course of employment.

None of the Directors or Key Managerial Personnel has any interest in any proposed acquisition of property forming part of the objects of the Issue.

Further, no part of the Net Proceeds shall be utilised for extending loans or advances to any Director, Key Managerial Personnel or their relatives except in accordance with applicable laws.

OTHER REGULATORY CONFIRMATIONS UNDER SCHEDULE VI OF THE SEBI ICDR REGULATIONS

The Company confirms that:

(a) the Net Proceeds shall be utilised solely towards the objects described in this Draft Letter of Offer;

(b) the Board of Directors shall have the authority to monitor the utilisation of the Net Proceeds and ensure compliance with applicable laws;

(c) there are no material existing commitments or liabilities proposed to be financed out of the Net Proceeds except as disclosed in this Draft Letter of Offer;

(d) no part of the Net Proceeds shall be utilised for any activity prohibited under applicable laws;

(e) any material variation in the utilisation of the Net Proceeds shall be undertaken only in accordance with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws;

(f) the Company shall maintain appropriate books, records and supporting documentation relating to utilisation of the Net Proceeds and make such disclosures as may be required under applicable laws;

(g) the Company shall comply with all disclosure requirements relating to monitoring of utilisation of the Net Proceeds, including disclosure of deviations or variations, if any, under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

(h) pending utilisation, the Net Proceeds shall be invested only in accordance with applicable laws and the investment policy approved by the Board.

CONCLUSION

The Board of Directors believes that the proposed utilisation of the Net Proceeds will support the Company's long-term growth strategy by strengthening its research infrastructure, enhancing its technical and scientific capabilities, supporting future product development initiatives and providing financial flexibility to pursue sustainable business growth.

The Board is of the opinion that the proposed objects are commercially prudent, strategically aligned with the Company's long-term objectives and in the best interests of the Company and its stakeholders.

The Company undertakes to utilise the Net Proceeds in accordance with the objects set out in this Draft Letter of Offer and the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.

SHORTFALL OF FUNDS

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, our Company intends to invest the funds in a fixed/term deposit with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policiesestablished by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertakethat full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus,which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

VARIATION IN OBJECTS

In accordance with applicable provisions of the Companies Act, 2013 and applicable rules, except in circumstances of business exigencies, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders byway of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the ‘Postal Ballot Notice’) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where the Registered Office is situated.

INTEREST OF PROMOTERS, PROMOTERS GROUP AND DIRECTORS, AS APPLICABLE TO THE OBJECTSOF THE ISSUE

The Promoters, Promoters Group and Directors are not interested in any objects of the Issue.

STATEMENT OF TAX BENEFITS

To,

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

Sub: Statement of possible special tax benefits available to Bacil Pharma Ltd and its shareholders under the applicable direct and indirect taxation laws in India ("the Statement")

Re: Proposed rights issue of equity shares of face value of ₹ 10 each ("Equity Shares") by Bacil Pharma Ltd (the "Company" and such offering, the "Issue")

Dear Sirs,

We hereby report that the enclosed annexure prepared by the management of Bacil Pharma Ltd**,** states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961/2025, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act") presentlyin force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and its subsidiary and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares ("the Issue") by the Company.

We do not express any opinion or provide any assurance as to whether:

1. The Company or its shareholders will continue to obtain these benefits in future; or

2. The conditions prescribed for availing the benefits have been/would be met

3. The revenue authorities courts will concur with the views expressed herein.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

No assurance is given that the revenue authorities/Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Sarang Shivajirao Chavan and Associates
Chartered Accountants
FRN. 159649W

Sd/-
Sarang Shivajirao Chavan
Membership No.: 142576
UDIN: 26142576WGYJXY8984

Place: Ahmedabad
Dated: 10/07/2026

ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholder sunder the Income Tax Act 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act") presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

A. SPECIAL TAX BENEFITS TO THE COMPANY: NIL

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER: NIL

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are heldby joint holders.

2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

SECTION IV: ABOUT OUR COMPANY INDUSTRY OVERVIEW

Indian Economy Review and Outlook

The pharmaceutical industry is one of the most significant sectors of the global healthcare ecosystem, contributing substantially towards disease prevention, treatment, healthcare innovation and improvement in the quality of life. The industry encompasses the discovery, research, development, manufacturing, marketing, distribution and sale of pharmaceutical products, including generic medicines, branded formulations, vaccines, biological products, active pharmaceutical ingredients ("APIs"), over-the-counter ("OTC") medicines and specialty pharmaceuticals.

The pharmaceutical industry has witnessed significant transformation over the last two decades, driven by increasing healthcare expenditure, rising life expectancy, changing disease patterns, technological advancements, digital transformation and growing investments in research and development. The increasing prevalence of chronic diseases, ageing population, expanding health insurance coverage and improving healthcare infrastructure continue to support long-term demand for pharmaceutical products worldwide.

The global pharmaceutical value chain comprises research institutions, contract research organisations, biotechnology companies, pharmaceutical manufacturers, wholesalers, distributors, logistics providers, hospitals, pharmacies, healthcare professionals and patients. Efficient coordination across this value chain is essential to ensure uninterrupted availability of safe, effective and quality medicines.

India has emerged as one of the world's leading pharmaceutical destinations owing to its strong manufacturing capabilities, highly skilled scientific workforce, cost competitiveness and established regulatory framework. The country has developed into a global supplier of generic medicines and pharmaceutical formulations while simultaneously strengthening its capabilities in research and development, biotechnology, clinical research and pharmaceutical services.

The Indian pharmaceutical industry has also witnessed considerable growth in pharmaceutical trading and distribution activities, supported by expanding domestic consumption, increasing healthcare awareness, rising disposable income and improving accessibility of healthcare services across urban and rural markets. Continuous government support towards healthcare infrastructure, pharmaceutical manufacturing and research activities is expected to create additional growth opportunities for participants operating across the pharmaceutical value chain.

The Company believes that these favourable industry dynamics are expected to support long-term business opportunities in pharmaceutical trading, research and development and allied healthcare services.

GLOBAL PHARMACEUTICAL INDUSTRY

The global pharmaceutical industry is among the largest and most research-intensive industries in the world. Continuous scientific innovation, increasing healthcare expenditure and rising demand for advanced therapies continue to drive industry growth across developed as well as emerging economies.

The industry continues to evolve from traditional small molecule medicines towards biologics, biosimilars, cell and gene therapies, personalised medicine and digital healthcare solutions. Increasing investment in artificial intelligence, automation, precision medicine and biotechnology has significantly transformed pharmaceutical research and product development processes.

The global pharmaceutical market is supported by several structural growth drivers including:

- Growing ageing population;
- Increasing prevalence of chronic and lifestyle diseases;
- Rising healthcare awareness;
- Expansion of health insurance coverage;
- Technological innovation;
- Increasing healthcare expenditure by governments;
- Growing demand for specialty medicines;
- Expansion of biotechnology and biologics;

• Improved healthcare accessibility in emerging markets; and

• Continuous investments in pharmaceutical research and development.

Global pharmaceutical companies continue to increase investments in research activities for development of innovative therapies while simultaneously focusing on cost optimisation, supply chain resilience and regulatory compliance.

The pharmaceutical industry also witnessed structural changes following the COVID-19 pandemic, resulting in increased focus on healthcare preparedness, vaccine development, domestic manufacturing capabilities and diversification of global supply chains.

Emerging markets, particularly Asia-Pacific, Latin America and Africa, are expected to contribute significantly towards future pharmaceutical market growth due to favourable demographics, economic development and increasing healthcare expenditure.

INDIAN PHARMACEUTICAL INDUSTRY

India has established itself as one of the largest pharmaceutical markets globally and is recognised as a leading manufacturer and exporter of generic medicines.

The Indian pharmaceutical industry comprises manufacturers, exporters, traders, distributors, contract manufacturers, research organisations, biotechnology companies, healthcare service providers and pharmaceutical marketing companies.

The industry has developed significant capabilities across:

• Generic formulations;

• Active Pharmaceutical Ingredients (APIs);

• Vaccines;

• Biosimilars;

• Contract manufacturing;

• Contract research;

• Clinical research;

• Pharmaceutical exports;

• Pharmaceutical trading and distribution; and

• Research and Development.

India possesses several competitive advantages including:

• Large pool of qualified scientists and healthcare professionals;

• Cost-effective manufacturing;

• Globally compliant manufacturing facilities;

• Strong chemistry capabilities;

• Well-developed pharmaceutical ecosystem;

• Established export infrastructure;

• Availability of skilled manpower;

• Increasing domestic healthcare demand; and

• Supportive government policies.

The domestic pharmaceutical market continues to witness sustained growth owing to increasing population, rising incidence of chronic diseases, expanding healthcare infrastructure, growing health insurance penetration and improving affordability of healthcare services.

The Indian pharmaceutical industry also plays a significant role in supplying affordable medicines across international markets and has developed long-standing commercial relationships with customers across North America, Europe, Asia, Africa, Latin America and the Middle East.

The Board believes that India's growing pharmaceutical ecosystem provides significant long-term opportunities for companies engaged in pharmaceutical trading, research, development and allied healthcare services.

PHARMACEUTICAL DISTRIBUTION AND TRADING INDUSTRY

The pharmaceutical distribution and trading industry forms a critical component of the pharmaceutical supply chain by ensuring efficient movement of medicines from manufacturers to hospitals, pharmacies, distributors, wholesalers and end consumers.

The sector performs several important functions including:

• Procurement of pharmaceutical products;

• Inventory management;

• Warehousing;

• Cold chain logistics;

• Transportation;

• Regulatory compliance;

• Quality assurance;

• Supply chain optimisation;

• Distribution network management; and

• Customer relationship management.

The pharmaceutical trading business has undergone significant transformation owing to digitalisation, implementation of Goods and Services Tax (GST), warehouse automation, improved logistics infrastructure and increasing use of information technology.

Growing demand for healthcare products across metropolitan cities, Tier-II cities and rural markets continues to create expansion opportunities for pharmaceutical trading companies.

Companies with efficient procurement systems, diversified supplier relationships, strong distribution capabilities and effective inventory management are expected to benefit from increasing domestic pharmaceutical consumption.

The Company believes that its experience in pharmaceutical trading positions it to benefit from these long-term industry trends while simultaneously expanding into research and development activities.

RESEARCH & DEVELOPMENT IN THE INDIAN PHARMACEUTICAL SECTOR

Research and Development ("R&D") plays a vital role in ensuring long-term sustainability and competitiveness of pharmaceutical companies.

Increasing competition, evolving regulatory standards, technological advancements and growing demand for innovative therapies have resulted in significant investments in pharmaceutical research activities across India.

The pharmaceutical R&D ecosystem includes:

• Drug discovery;

• Formulation development;

• Process development;

• Analytical method development;

• Bioequivalence studies;

• Stability studies;

• Technology transfer;

• Regulatory documentation;

• Quality assurance;

• Product lifecycle management; and

• Clinical research.

Indian pharmaceutical companies continue to increase investments in R&D infrastructure to develop differentiated products, improve manufacturing efficiencies, strengthen intellectual property portfolios and expand into regulated international markets.

Advancements in laboratory automation, artificial intelligence, digital technologies and analytical instrumentation are transforming pharmaceutical research processes and improving operational efficiencies.

The Company proposes to establish its own dedicated Research & Development Centre to support formulation development, analytical testing, quality enhancement, regulatory documentation and future business expansion.

The proposed investment in research infrastructure is expected to strengthen the Company's technical capabilities and support sustainable long-term growth.

GOVERNMENT INITIATIVES

The Government of India has introduced several policy initiatives aimed at strengthening the pharmaceutical sector and improving India's global competitiveness.

Key initiatives include:

• Promotion of domestic pharmaceutical manufacturing;

• Production Linked Incentive (PLI) Schemes;

• Strengthening API manufacturing capabilities;

• Promotion of pharmaceutical parks;

• Support for pharmaceutical research;

• Digital healthcare initiatives;

• Ease of Doing Business reforms;

• National Health Mission;

• Ayushman Bharat Programme;

• Strengthening healthcare infrastructure;

• Promotion of biotechnology and innovation; and

• Encouragement of pharmaceutical exports.

Government support towards healthcare infrastructure, digital health and pharmaceutical manufacturing is expected to contribute towards sustained growth of the pharmaceutical sector over the long term.

REGULATORY FRAMEWORK

The pharmaceutical industry in India operates under a comprehensive regulatory framework intended to ensure the quality, safety and efficacy of pharmaceutical products.

The principal regulatory framework governing the pharmaceutical industry includes:

• Drugs and Cosmetics Act, 1940;

• Drugs and Cosmetics Rules, 1945;

• Drugs (Prices Control) Order (DPCO);

• National Pharmaceutical Pricing Policy (NPPP);

• Goods and Services Tax (GST);

• Companies Act, 2013;

• Environmental laws;

• Intellectual Property laws;

• Foreign Exchange Management Act (FEMA);

• Legal Metrology laws;

• Consumer Protection laws; and

• Other applicable central and state regulations.

Regulatory authorities continue to strengthen quality standards, pharmacovigilance requirements, manufacturing practices and supply chain compliance to ensure public health and patient safety.

Compliance with applicable regulatory requirements remains an important factor influencing business operations within the pharmaceutical sector.

GROWTH DRIVERS

The Indian pharmaceutical industry is expected to continue witnessing sustainable long-term growth supported by several structural factors.

Major growth drivers include:

• Increasing healthcare expenditure;

• Rising disposable income;

• Expanding middle-income population;

• Growing burden of chronic diseases;

• Increasing health insurance penetration;

• Ageing population;

• Urbanisation;

• Expansion of healthcare infrastructure;

• Increasing pharmaceutical exports;

• Government policy support;

• Technological advancements;

• Digital healthcare adoption;

• Growing investments in research and development;

• Expansion of organised pharmaceutical distribution networks;

• Increasing demand for quality healthcare products; and

• Growing opportunities in specialty pharmaceuticals, biotechnology and preventive healthcare.

The Board believes that these industry trends provide significant long-term opportunities for Bacil Pharma Limited as it seeks to strengthen its pharmaceutical trading operations while investing in research and development capabilities to support future business growth.

EMERGING TRENDS

The pharmaceutical industry is undergoing a period of rapid transformation driven by technological innovation, evolving patient needs, regulatory developments and changing global healthcare priorities. Companies are increasingly focusing on innovation, digitalisation, operational efficiency and supply chain resilience to remain competitive in a dynamic business environment.

Some of the key emerging trends shaping the pharmaceutical industry include:

Increasing Investment in Research and Development

Research and development continue to remain one of the most significant drivers of long-term growth in the pharmaceutical sector. Companies are increasing investments in formulation development, analytical research, process optimisation, specialty pharmaceuticals and novel drug delivery systems to enhance their product offerings and improve market competitiveness.

Digital Transformation

Digital technologies are increasingly being adopted across pharmaceutical operations including procurement, inventory management, warehousing, logistics, quality management, regulatory documentation and customer relationship management. Artificial intelligence, machine learning, automation, cloud computing and data analytics are improving operational efficiencies and accelerating decision-making processes.

Strengthening Supply Chain Resilience

Recent global events have highlighted the importance of diversified supply chains and domestic manufacturing capabilities. Pharmaceutical companies are focusing on strengthening procurement strategies, supplier diversification, inventory optimisation and logistics infrastructure to reduce supply chain disruptions.

Growth in Specialty Pharmaceuticals

The demand for specialty medicines, biologics, biosimilars, oncology products and personalised healthcare solutions continues to increase globally. Companies are expanding their research capabilities to cater to specialised therapeutic segments with higher value addition.

Expansion of Healthcare Infrastructure

Governments across the world continue to invest significantly in healthcare infrastructure, hospitals, diagnostic centres, primary healthcare facilities and digital health initiatives. Improved healthcare accessibility is expected to increase pharmaceutical consumption over the long term.

Focus on Quality and Regulatory Compliance

Regulatory authorities continue to strengthen quality standards and manufacturing practices. Pharmaceutical companies are investing in advanced quality systems, laboratory infrastructure, regulatory compliance and documentation to meet evolving domestic and international regulatory requirements.

Sustainable Manufacturing

Environmental sustainability has become an important consideration within the pharmaceutical industry. Companies are increasingly adopting environmentally responsible manufacturing processes, waste management systems, renewable energy solutions and sustainable packaging practices.

OPPORTUNITIES

The Indian pharmaceutical sector offers significant opportunities for growth owing to favourable demographics, increasing healthcare awareness, expanding healthcare infrastructure and supportive government initiatives.

The Company believes that the following opportunities are expected to support long-term growth of the pharmaceutical industry:

Expansion of Domestic Healthcare Market

India's growing population, increasing life expectancy, rising incidence of lifestyle diseases and improving affordability of healthcare services are expected to contribute towards sustained growth in domestic pharmaceutical demand.

Export Opportunities

Indian pharmaceutical companies continue to strengthen their presence across international markets by supplying affordable generic medicines, formulations, APIs and healthcare products. Increasing demand from regulated and emerging markets provides significant export opportunities.

Research and Innovation

Increasing investments in pharmaceutical research, formulation development, biotechnology and specialty pharmaceuticals are expected to create significant business opportunities for companies investing in research capabilities.

Government Support

Various initiatives introduced by the Government of India to strengthen pharmaceutical manufacturing, research infrastructure and healthcare accessibility are expected to contribute towards long-term sectoral growth.

Technology Adoption

Growing adoption of automation, digital technologies, artificial intelligence and advanced laboratory systems provides opportunities for improving productivity, operational efficiency and product quality.

Strategic Collaborations

Collaborations with research institutions, academic organisations, hospitals, contract research organisations and technology providers are expected to create new avenues for innovation and business expansion.

CHALLENGES

While the pharmaceutical industry offers significant growth opportunities, it is also exposed to various business, operational and regulatory challenges.

Some of the key challenges include:

Regulatory Compliance

The pharmaceutical sector is highly regulated. Changes in regulatory requirements, quality standards, product approvals, pricing policies or compliance obligations may impact business operations and increase compliance costs.

Pricing Pressure

Government pricing policies, competitive market conditions and procurement practices may exert pressure on product pricing and operating margins.

Supply Chain Risks

Availability of raw materials, APIs, packaging materials, logistics disruptions and geopolitical developments may adversely affect procurement and timely product availability.

Intense Competition

The pharmaceutical industry is characterised by intense competition from domestic as well as multinational companies. Companies are required to continuously improve product quality, operational efficiency and customer service to remain competitive.

Technological Changes

Rapid technological developments require continuous investments in laboratory infrastructure, scientific equipment, automation and digital systems.

Skilled Human Resources

Availability and retention of qualified scientists, pharmacists, researchers and technical professionals continue to remain important factors for sustained business growth.

Foreign Exchange Fluctuations

Companies involved in import or export activities may be exposed to exchange rate fluctuations, which could impact profitability.

Economic Conditions

Changes in macroeconomic conditions, inflation, interest rates, taxation policies and healthcare expenditure may influence industry growth.

COMPETITIVE STRENGTHS OF INDIA

India has established itself as one of the leading pharmaceutical destinations globally due to several inherent competitive advantages.

The principal strengths of the Indian pharmaceutical industry include:

* One of the world's largest producers of generic medicines by volume.

* Cost-efficient pharmaceutical manufacturing capabilities.

* Large pool of qualified scientists, pharmacists and healthcare professionals.

* Strong chemistry and formulation development expertise.

* Well-developed pharmaceutical manufacturing ecosystem.

* Presence of internationally compliant manufacturing facilities.

* Established export network across numerous countries.

* Increasing investments in biotechnology and research.

* Competitive labour costs compared to developed economies.

* Strong government support for pharmaceutical manufacturing and innovation.

* Expanding domestic healthcare market.

* Growing digital healthcare ecosystem.

* Continuous improvement in logistics and infrastructure.

These competitive advantages are expected to strengthen India's position as a preferred destination for pharmaceutical manufacturing, research and global supply chain integration.

FUTURE OUTLOOK

The long-term outlook for the pharmaceutical industry remains positive owing to favourable demographic trends, increasing healthcare awareness, technological advancements and continuous innovation.

The Company expects the pharmaceutical sector to benefit from:

* sustained domestic demand;

* increasing healthcare expenditure;

* expansion of insurance coverage;

* growing demand for preventive healthcare;

* increasing investments in research and development;

* government initiatives promoting pharmaceutical manufacturing;

* digital transformation;

* growth in specialty pharmaceuticals;

* expansion into international markets; and

* continuous improvement in healthcare infrastructure.

Over the medium and long term, the pharmaceutical industry is expected to continue evolving towards innovation-driven, technology-enabled and research-focused business models.

Companies that invest in quality systems, regulatory compliance, scientific capabilities and operational excellence are expected to be better positioned to benefit from future industry growth.

RELEVANCE TO BACIL PHARMA LIMITED

Bacil Pharma Limited is engaged in the business of trading pharmaceutical products and intends to strengthen its long-term business strategy by expanding its research and development capabilities.

The Company believes that the favourable outlook of the Indian pharmaceutical industry, increasing healthcare expenditure, government support for pharmaceutical research and growing demand for quality pharmaceutical products provide significant opportunities for future business growth.

The Company proposes to utilise a portion of the proceeds from the Rights Issue towards establishment of a dedicated Research & Development Centre and funding research-related activities. The proposed investment is expected to strengthen the Company's scientific capabilities, support formulation development, enhance analytical testing infrastructure and improve its ability to pursue future growth opportunities.

The Company also intends to leverage its existing experience in pharmaceutical trading while progressively expanding into research-oriented activities, quality enhancement initiatives and strategic business development.

The Board believes that the proposed utilisation of the Issue proceeds is aligned with prevailing industry trends and the Company's long-term objective of creating sustainable value for its shareholders.

INDUSTRY DISCLAIMER

The information contained in this chapter has been derived from publicly available sources, industry publications, government reports and management estimates. Such information has not been independently verified by the Company, the Lead Manager, the Registrar to the Issue or any of their respective affiliates, advisors or representatives.

Industry data is subject to change and may differ from estimates published by various organisations due to differences in research methodology, assumptions, market definitions and reporting periods.

Prospective investors should not place undue reliance solely on the industry information contained herein while making an investment decision. Investors are advised to conduct their own independent investigation, analysis and evaluation of the pharmaceutical industry, the Company's business and the risks associated with an investment in the Equity Shares.

Except as otherwise stated, the Company has not independently verified any third-party industry data included in this Draft Letter of Offer.

REFERENCES AND SOURCE CITATIONS

The industry information contained in this chapter has been compiled from publicly available sources, including, among others:

1. Department of Pharmaceuticals, Government of India.

2. Ministry of Chemicals and Fertilizers, Government of India.

3. Central Drugs Standard Control Organization (CDSCO).

4. National Pharmaceutical Pricing Authority (NPPA).

5. Indian Brand Equity Foundation (IBEF) – Indian Pharmaceuticals Industry Reports.

6. Invest India – Pharmaceuticals Sector Reports.

7. Pharmaceuticals Export Promotion Council of India (Pharmexcil).

8. Ministry of Commerce and Industry, Government of India.

9. Directorate General of Commercial Intelligence and Statistics (DGCIS).

10. Reserve Bank of India – Annual Reports.

11. Economic Survey of India.

12. Annual Reports and publications of the Department of Pharmaceuticals.

13. Publicly available reports issued by recognised industry research organisations, including IQVIA, Fitch Ratings, CRISIL Ratings, India Ratings & Research and other publicly available industry analyses, wherever applicable.

14. World Health Organization (WHO).

15. World Bank.

16. International Monetary Fund (IMF).

The Company believes that the above sources are reliable and widely recognised. However, such information has not been independently verified by the Company and is subject to change without notice.

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Draft Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read "Risk Factors" on page 24, for a discussion of the risks and uncertainties relatedto those statements, as well as "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Resultsof Operations" on pages 68 and 69, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Financial Statements.

OVERVIEW

Bacil Pharma Limited ("Bacil Pharma", the "Company", "we", "our" or "us") is a public limited company incorporated under the provisions of the Companies Act and is listed on BSE Limited. The Company is presently engaged in the business of trading, marketing and distribution of pharmaceutical products and is committed to supplying quality healthcare products to its customers through an efficient procurement and distribution network.

The Company's business primarily focuses on sourcing pharmaceutical products from reliable manufacturers and suppliers and supplying them to customers in accordance with applicable quality standards and regulatory requirements. The Company endeavors to maintain long-term relationships with its suppliers, customers and other business associates while ensuring timely delivery, product quality and customer satisfaction.

The pharmaceutical sector in India continues to offer significant growth opportunities driven by increasing healthcare expenditure, rising awareness regarding preventive healthcare, improving access to healthcare services, expanding pharmaceutical consumption and supportive government initiatives. The Company seeks to capitalize on these opportunities by strengthening its operational capabilities and expanding its business activities.

As part of its long-term growth strategy, the Company proposes to establish a dedicated Research & Development ("R&D") Centre. The proposed R&D facility is expected to strengthen the Company's technical capabilities, facilitate formulation development, analytical testing, quality improvement initiatives, regulatory support activities and evaluation of new technologies. The Company believes that investment in research capabilities will support future business expansion and enhance its competitive position within the pharmaceutical sector.

The Company intends to utilise a portion of the Net Proceeds from the proposed Rights Issue towards acquisition of commercial premises for establishment of the proposed R&D Centre and towards funding research and development related working capital requirements, as more particularly described under the chapter titled "Objects of the Issue."

Business Activities

The Company is presently engaged in the following principal business activities:

Trading and distribution of pharmaceutical products.

Procurement of pharmaceutical formulations and healthcare products from approved manufacturers and suppliers.

Marketing and promotion of pharmaceutical products.

Supply chain management and logistics coordination.

Customer relationship management and business development.

Identification of new business opportunities within the pharmaceutical sector.

Going forward, the Company intends to progressively strengthen its presence in research-oriented activities through establishment of an in-house Research & Development Centre, subject to obtaining necessary approvals and availability of resources.

Business Model

The Company's business model is based on efficient procurement, quality sourcing, effective inventory management and timely distribution of pharmaceutical products. The Company continuously evaluates market demand, customer requirements and supplier capabilities to optimize its product portfolio and enhance operational efficiency.

The proposed establishment of the Research & Development Centre is expected to complement the Company's existing trading business by creating technical capabilities that may support future product development, regulatory compliance, quality enhancement and strategic business expansion.

Competitive Strengths

The Company believes that the following factors constitute its key strengths:

Experienced management team with knowledge of the pharmaceutical sector.

Established relationships with suppliers and business associates.

Focus on quality, regulatory compliance and customer satisfaction.

Asset-light trading business model.

Strategic intent to build research and development capabilities.

Ability to identify emerging business opportunities within the pharmaceutical industry.

Commitment to strengthening operational processes and corporate governance.

Business Strategy

The Company's long-term strategy focuses on sustainable growth through operational excellence, business expansion and development of research capabilities. The principal elements of its strategy include:

Expanding the pharmaceutical trading business by strengthening supplier and customer relationships.

Diversifying the product portfolio based on market demand and customer requirements.

Establishing a dedicated Research & Development Centre.

Enhancing scientific and technical capabilities through investment in research infrastructure.

Strengthening regulatory compliance and quality systems.

Evaluating strategic collaborations, partnerships and technology acquisition opportunities.

Leveraging digital technologies to improve operational efficiency and supply chain management.

Creating long-term value for shareholders through disciplined growth and prudent financial management.

Quality and Regulatory Compliance

The Company recognizes the importance of quality assurance and regulatory compliance in the pharmaceutical industry. It endeavors to conduct its business in accordance with applicable laws, industry standards and regulatory requirements. The Company continuously reviews its operational processes to improve efficiency, transparency and compliance.

Future Outlook

The Company believes that the Indian pharmaceutical industry offers significant long-term growth opportunities supported by increasing healthcare expenditure, favourable demographics, expanding healthcare infrastructure and continued government support.

Through its proposed investment in research and development infrastructure and continued focus on its pharmaceutical trading operations, the Company aims to strengthen its business capabilities, improve operational efficiency and position itself for sustainable long-term growth.

The Company remains committed to creating value for its shareholders by pursuing prudent business strategies, maintaining sound corporate governance practices and adapting to evolving market dynamics.

OUR BUSINESS STRATEGY

The Company aims to strengthen its position in the pharmaceutical sector through sustainable growth, operational excellence and prudent financial management. Our long-term strategy is focused on expanding our existing pharmaceutical trading business while developing research capabilities that support innovation, quality enhancement and future business diversification.

The key elements of our business strategy are set out below:

1. Strengthen Our Pharmaceutical Trading Business

The Company intends to continue strengthening its core pharmaceutical trading operations by expanding its supplier network, enhancing customer relationships and broadening its product portfolio. We aim to increase our market presence by identifying new business opportunities, improving procurement efficiencies and delivering quality pharmaceutical products in a timely manner.

The Company also intends to strengthen its distribution capabilities by improving inventory management, supply chain coordination and operational processes to better serve customers across various markets.

2. Establish a Dedicated Research & Development Centre

One of the Company's key strategic initiatives is the establishment of a dedicated Research & Development ("R&D") Centre. The proposed R&D Centre is expected to support formulation development, analytical testing, quality improvement, regulatory documentation and evaluation of emerging pharmaceutical technologies.

The Company believes that developing in-house research capabilities will enhance its technical expertise, support future business expansion and strengthen its long-term competitive position within the pharmaceutical sector.

3. Invest in Research and Innovation

The Company intends to make sustained investments in research and development activities to build scientific capabilities and promote innovation. Such investments are expected to facilitate product evaluation, formulation improvement, analytical studies, process optimisation and technology assessment.

The Company also proposes to evaluate opportunities for technical collaborations, technology licensing and knowledge-sharing arrangements, wherever commercially appropriate and permissible under applicable laws.

4. Expand Business Through Strategic Opportunities

The Company intends to explore strategic opportunities that complement its existing business operations and long-term growth objectives. Such opportunities may include strategic alliances, collaborations, technology partnerships, acquisitions of businesses or assets, product portfolio expansion and entry into related healthcare segments, subject to commercial viability, regulatory approvals and applicable laws.

The Company will continue to evaluate such opportunities with a view to creating sustainable value for its shareholders.

5. Enhance Operational Efficiency

The Company is committed to continuously improving its operational efficiency by strengthening internal processes, adopting appropriate technologies and implementing effective inventory and supply chain management systems.

The Company intends to leverage digital tools and information technology to improve procurement, inventory control, customer relationship management and operational decision-making.

6. Maintain High Standards of Quality and Regulatory Compliance

The pharmaceutical industry operates within a highly regulated environment. The Company remains committed to maintaining high standards of quality, transparency and regulatory compliance across its business operations.

The proposed investment in research infrastructure is expected to further strengthen the Company's quality systems, analytical capabilities and regulatory preparedness.

7. Strengthen Financial Position and Capital Allocation

The proposed Rights Issue is expected to strengthen the Company's capital base and provide financial flexibility for implementation of its strategic initiatives. The Company intends to deploy the Net Proceeds in accordance with the objects of the Issue while maintaining a disciplined approach towards capital allocation and financial management.

The Company will continue to evaluate funding requirements and investment opportunities with the objective of enhancing long-term shareholder value.

8. Focus on Sustainable Long-Term Growth

The Company believes that sustainable growth can be achieved through prudent business practices, sound corporate governance, innovation and customer-centric operations. Accordingly, the Company intends to focus on expanding its business in a measured and disciplined manner while adapting to evolving market conditions and industry developments.

The Company will continue to monitor developments in the pharmaceutical sector, assess emerging opportunities and align its business strategy with changing customer requirements, technological advancements and regulatory expectations.

Conclusion

The Company's business strategy is designed to build upon its existing pharmaceutical trading operations while progressively strengthening its research capabilities and expanding into areas that support long-term value creation. By combining operational excellence with investments in research, technology and quality systems, the Company seeks to enhance its competitiveness, improve business resilience and create sustainable growth opportunities for all its stakeholders.

PLACE OF BUSINESS OF THE COMPANY

We operate our business from the following location:

Registered Office

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

OUR PRODUCTS

The Company is engaged in the business of trading and marketing pharmaceutical products. The Company procures pharmaceutical products from approved manufacturers and suppliers and supplies them to its customers in accordance with applicable quality standards and regulatory requirements.

The following table provides an illustrative overview of the principal categories of products traded by the Company:

Product Category	Product Sample	Description
Tablets & Capsules		• Oral solid dosage formulations comprising prescription and over-the-counter medicines used for the treatment of various therapeutic conditions.• Available in different strengths and pack sizes depending upon customer requirements and applicable regulatory approvals.
Syrups & Oral Liquids		• Liquid pharmaceutical formulations for adults and paediatric use.• Includes cough syrups, nutritional supplements and other oral liquid preparations sourced from approved manufacturers.
Injectable Products		• Sterile injectable pharmaceutical formulations supplied for hospital and institutional requirements.• Distributed in accordance with applicable storage and transportation requirements.
Antibiotics		• Pharmaceutical products used for the prevention and treatment of bacterial infections.• Available in various dosage forms and therapeutic strengths.
Analgesics & Anti-inflammatory Medicines		• Medicines used for pain management, inflammation and fever reduction.• Available in tablet, capsule, syrup and injectable dosage forms.

Product Category	Product Sample	Description
Nutraceuticals & Dietary Supplements		• Nutritional supplements including vitamins, minerals, antioxidants and wellness products intended to support general health and nutritional requirements.
Dermatology Products		• Creams, ointments, lotions, gels and topical preparations used for skin care and dermatological conditions.
Gastrointestinal Products		• Medicines intended for treatment of gastrointestinal disorders including acidity, indigestion and digestive health management.

Product Portfolio

The Company continuously evaluates market demand and customer requirements for expanding and diversifying its product portfolio. The products traded by the Company may vary from time to time depending upon market conditions, customer demand, availability from manufacturers and regulatory requirements.

The Company sources its products from approved manufacturers and suppliers and endeavors to maintain quality, timely delivery and customer satisfaction throughout its supply chain operations.

The Company may expand its product portfolio in future through strategic collaborations, business development initiatives and research-oriented activities in line with its long-term business strategy and applicable regulatory requirements.

REVENUE BREAK-UP

Our revenue break-up on financial statements which the years ending March 31, 2026 is as follows:

(₹ in Lakhs)

S. No.	Particular	Year Ending March 31, 2026
1.	Income From Operations	
2.	Other Income	123.52
	Total	123.52

SUBSIDIARIES/ ASSOCIATE COMPANIES

The Company does not have any subsidiaries or associate companies, as on date of this Draft Letter of Offer.

EXPORT AND EXPORT OBLIGATION

The Company does not have any export sales or export obligations, as on date of this Draft Letter of Offer.

UTILITIES & INFRASTRUCTURE FACILITIES

Infrastructure Facilities

Our registered office is situated Office G2/G3, Samarpan Complex, Next To Mirador Hotel, Link Road, Opp Satam Wadi, Chakala, Sahar, Andheri (East), Sahar P & T Colony, Mumbai, Maharashtra, India, 400099 and is well equipped with adequate equipment and other facilities which are required for our business operations.

Power

Our Company requires power for the normal requirement of the factory and for lighting, Computer systems etc. Adequate power is available which is met through the commercial electric supply by Brihanmumbai Electric Supply and Transport.

Water

The Company does not require water facilities required for business purposes. The requirements are fully met for human consumption at the existing premises.

INSURANCE

No insurance is required by the Company for its current business activities.

INDEBTEDNESS

For details of indebtedness please refer to "***Financial Information***" on page 68 of this Draft Letter of Offer.

OUR MANAGEMENT

Our Board of Directors

Our Articles of Association require us to have not less than three (03) and not more than fifteen (15) Directors. As on date of this Draft Letter of Offer, we have Nine (03) Directors on our Board, which includes, three (01) Executive Director and (02) Independent Director.

Sr. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Other Directorship(s)
1.	CHAITALI KALPATARU SHAH (DIN: 11167778) Father Name; Kalpataru Shah Designation; Additional Director and CFO Address: D-1 701, Ratnaruchi, Chandranagar, Anandnagar (Ahmedabad), Ahmedabad, Gujarat-380007 Date of Birth: 15/08/1980 Occupation: Business Nationality: Indian Date of First Appointment: 16/07/2025	NA
2.	VIVEK MUKESH YADAV (DIN: 11033957) Father Name; Mukesh Jiut Yadav Designation; Additional Director Address: Room No.4/99, Shiv Darshan Building, Sane Guruji Marg, Near St Ignatius Church,, Satrasta, Jacob Circle Mumbai, Maharashtra, India, 400011 Date of Birth: 27/12/2004 Occupation: Business Nationality: Indian Date of First Appointment: 30/06/2026	1. Briya Enterprise Limited 2. Brenley Engineers Private Limited
3.	OMPRAKASH PYARELAL SONAR (DIN: 11031877) Father Name; Pyarelal Vishwanath Sonar Designation; Additional Director Address: Room No.-5, Shree Ganesh Kripa Society Vadar Pada Road No. 2, Akurli Road, Hanuman Nagar, Kandivali East, Mumbai 400101 Maharashtra, India, 400011 Date of Birth: 13/12/1980 Occupation: Business Nationality: Indian Date of First Appointment: 30/06/2026	1. Goodspark Trading Private Limited 2. Brenley Engineers Private Limited

Brief Profile of our Directors

CHAITALI KALPATARU SHAH aged 46 years, is a seasoned professional with vast experience in accounting and financial management. With decades of dedicated service in handling the accounts of the company, he has played a pivotal role in ensuring the company's financial stability and compliance. Her deep understanding of financial strategies, coupled with his meticulous attention to detail, has been instrumental in guiding the company's fiscal policies. Mrs. Shah leadership in the finance department reflects his commitment to the company's growth and long-term sustainability. His wealth of knowledge and experience continues to be a valuable asset to the company.

VIVEK MUKESH YADAV, aged 24 years, is an accomplished leader with extensive experience in factory administration and operational management. His proactive leadership in managing factory operations continues to drive the company's success and operational excellence.

OMPRAKASH PYARELAL SONAR aged 46 years, is an experienced professional specializing in corporate as independent director. With a strong technical background and hands-on experience in overseeing the company's policies and working. His corporate experience will help company to grow and develop further.

Confirmations

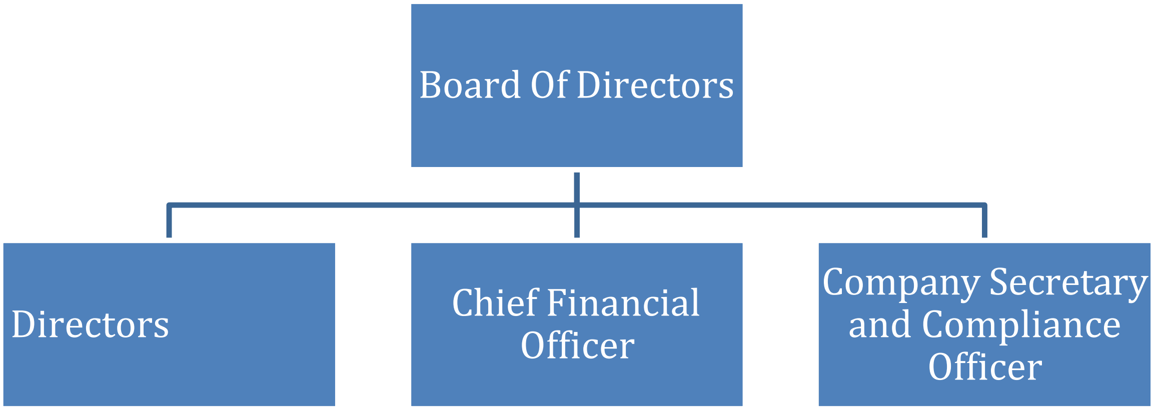
- None of our Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Draft Letter of Offer, during the term of his/ her directorship in such company.
- Further, none of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.

Our Key Managerial Personnel

We are providing below herewith the details of our Key Managerial Personnel as on the date of filing of this Draft Letter of Offer:

Sr. No.	Name of Key Managerial Personnel and SeniorManagement Personnel	Associated withthe Company Since	Current Designation
1	Chaitali Kalpataru Shah	16/07/2025	Chief Financial Officer
2	Dikshant Singh Pawar	19/12/2025	Company Secretary

Organization Structure



RELATED PARTY TRANSACTIONS

For details of the related party transactions, during the last three Fiscals as per the requirements under the relevant accounting standards and as reported in the Audited Financial Information, see section titled "*Financial Information*" at page 68 of this Draft Letter of Offer.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by theShareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited,consolidated net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes payable by our Company. Inaddition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fundrequirements for our business activities.

Dividends paid on Equity Shares:

Our Company has not declared dividends on the Equity Shares in each of the Financial Years ending 2026, 2025 and 2024. The amount paid as dividends in the past is not necessarily indicative of our dividend policy or dividendamount, if any, in the future and there is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in future.

SECTION V – FINANCIAL INFORMATION

AUDITED FINANCIAL INFORMATION

S. No.	Details	Page Number
1.	Independent Auditors' Report and Standalone Annual Financial Results for the year ended March 31, 2024, March 31, 2025 and March 31, 2026, of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (as amended).	F-1 to F-1

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Audited Financial Information as of and for the Fiscals 2026, 2025 and 2024 all prepared in accordance with the Companies Act and Ind AS and in accordance with the SEBI ICDR Regulations, including the schedules, annexures and notes thereto and the reports thereon, included in the section titled "Financial Information" on page 68. Unless otherwise stated, the financial information used in this chapter is derived from the Audited Financial Statements of our Company.

This discussion contains forward looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the sections titled "Risk Factors" and "Forward- Looking Statements" on pages 24 and 19 respectively.

Our fiscal year ends on March 31 of each year, so all references to a particular "fiscal year" and "Fiscal" are to the twelve (12) month period ended March 31 of that fiscal year. References to the "Company", "we", "us" and "our" in this chapter refer to Bacil Pharma Ltd, as applicable in the relevant fiscal period, unless otherwise stated.

OVERVIEW OF OUR BUSINESS

Our Company was originally incorporated as Bacil Pharma Private Limited under the Companies Act, 1956 with the Registrar of Companies, Mumbai and consequently a certificate of incorporation dated May 08, 1987. Later, the Company was converted from "Bacil Pharma Private Limited" to "Bacil Pharma Ltd" on 26/10/1990.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF THE OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussedin the section entitled '*Risk Factors*' on page 24 of this Draft Letter of Offer. The following is a discussion of certain factorsthat have had, and we expect will continue to have, a significant effect on our financial condition and result so of operations:

- Any adverse changes in central or state government policies;
- Loss of one or more of our key customers and/or maintenance contractors;
- Changes in technology and our ability to manage any disruption or failure of our technology systems;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and inter estate policies of India and other countries, inflation, deflation, unanticipated turbulence in inter estates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which we are involved;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Our ability to compete effectively, particularly in new markets and businesses;
- Delays in collection of dues/receivables from the market
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors;
- Conflict of interest with, Individual Promoters and other related parties;
- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Termination of customer contracts without cause and with little notice or penalty; and
- Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals compliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects.

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Audited Financial Statements. For details of our significant accounting policies, please refer section titled "*Financial Information*" on page 68.

CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS

Except as mentioned in chapter "*Financial Information*" on page 68, there has been no change in accounting policies in last3 years.

RESERVATIONS, QUALIFICATIONS AND ADVERSEREMARKS

For details, see section titled "*Financial Information*" on page 68.

KEY COMPONENTS OF COMPANY'S PROFIT AND LOSS STATEMENT

Revenues

♦ Revenue from operations

Our Company's revenue is primarily generated from the business of trading.

♦ Other income

Our other income is almost negligible.

Expenditure

♦ Inventory

♦ Employment benefit expenses

It includes Salaries and wages and other expenses.

♦ Other expenses

It mainly includes business promotion expenses, travelling expenses, rent, inspection expenses, professional & legal charges, office expenses and other expenses.

♦ Finance costs

Our finance costs mainly include bank charges.

♦ Depreciation

Depreciation has been provided as per the useful life prescribed under schedule II of the Companies Act, 2013 on written down value (WDV) method on a pro rata basis.

RESULT OF OPERATIONS

The following table sets for the period is indicated, certain items from our Audited Financial statements, in each case also stated as a percentage of our total income:

Profit and Loss

(₹in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Income		
Revenue from operations	0	198.50
Other income	123.52	0
Total Income	**123.52**	**198.50**
Expenses		
Purchases of stock-in-trade	0.00	170.62
Changes in inventories	0	0
Employee benefit expense	4.89	12.22
Finance cost	0	0.08
Depreciation and amortisation expense	0	0.28
Other expenses	19.61	21.48
Total Expenses	**24.50**	**204.68**
Profit/(Loss) before tax	**99.02**	**(6.17)**
Tax expense		
Current tax	0	0
Deferred tax (benefit)/charge	56.53	0
Total tax expense	**56.53**	**0**
Profit/(Loss) after tax	155.55	(6.17)
-Basic earnings/(loss) per share	**1.11**	**(0.02)**
Diluted earnings/(loss) per share	**1.11**	**(0.04)**

Cash Flows

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Net Cash from Operating Activities	71.16	40.08
Net Cash from Investing Activities	(238.16)	33.67
Net Cash used in Financing Activities	(61.88)	207.83

INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:

1. **Unusual or infrequent events or transactions**
   Except as described in this Draft Letter of Offer, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations**
   Other than as described in the "Risk Factors" beginning on page 24 of this Draft Letter of Offer, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**
   Other than as described in this Draft Letter of Offer, particularly in the sections "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 24 and 69, respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations**.**

4. **Income and Sales on account of major product/main activities**

Revenues	March 31, 2026	March 31, 2025
Revenue from Operation	0	198.50
Other Income	123.52	0
Total	**123.52**	**198.50**

5. **Future relationship between Costs and Income**
   Our Company's future costs and revenues will be determined by the growth of the industry in which we operate.

6. **Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**
   Increases in our revenues are by and large linked to increases in the volume of business.

7. **Status of any publicly announced new products or business segments**
   Our Company has not announced any new services and product and segment / scheme, other than particularly in the "***Our Business***" on pages 55 and disclosed in this Draft Letter of Offer.

8. **The extent to which the business is seasonal**
   NA

9. **Any significant dependence on a single or few suppliers or customers**
   Our Company is significantly dependent on a few suppliers and customers. For further details, refer to the chapter titled "***Risk factor***" and "***Our Business***" on page 24 and 55 of Draft Letter of Offer.

10. **Competitive Conditions**

Competitive conditions have been discussed in sections titled "***Our Business***" and "***Our Industry***" on pages 55 and 48 of this Draft Letter of Offer.

MARKET PRICE INFORMATION

Our Company's Equity Shares have been listed and actively being traded on BSE from 31-05-1994 Yea is

a Financial Year;

Average price is the average of the daily closing prices of the Equity Shares for the year, or the month, as the case may be;

High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of the Equity Shares, as the case may be, for the year, or the month, as the case may be; and

In case of two days with the same high / low / closing price, the date with higher volume has been considered.

Stock Market Data of the Equity Shares

The high, low and average market closing prices recorded on the Stock Exchanges during the last three years and the number of Equity Shares traded on these days are stated below:

BSE Limited

Financial Year	High (₹)*	Date of high	No. of shares traded on date of high	Total volume traded on date of high (in ₹)	Low (₹)*	Date of low	No. of shares traded on date of low	Total volume of traded on date of low(in ₹)	Average price for the year (₹)*
2026	61.80	10th April, 2026	6397	3,82,646	35.06	09th February, 2026	11	31,049	48.43
2025	53.26	01st January, 2025	99	5,272	26.69	12th November, 2025	17416	4,91,873	39.98
2024	62.56	20th December, 2024	2833	1,73,691	6.50	01st January, 2024	450	2,925	34.53

(Source: www.bseindia.com)

Notes: High, low and average prices are based on the daily closing prices.

In case of two days with the same high or low price, the date with the high volume has been considered.

Market Prices for the last six calendar months

The total number of days trading during the past six months, from January 2026 to June 2026 was 119. The average volume of Equity Shares traded on the BSE during past 6 months was 286.82 per day.

The high and low prices and volume of Equity Shares traded on the respective date on the BSE during the last six months preceding the date of filing of this Draft Letter of Offer are as follows:

BSE Limited

Month	Date of high	High (₹)*	Volume (No. of shares)	Total volume traded on date of high (in ₹)	Date of low	Low (₹)*	Volume(No. of shares)	Total volume traded on date of low (in ₹)	Average price for the month (₹)*
January-2026	20th January, 2026	46.90	3,052	1,36,622	01st January, 2026	36.12	19,718	7,37,597	41.51

February-2026	20th February, 2026	51.46	26,775	12,56,648	05th February, 2026	35.06	2,162	85,872	43.26
March-2026	10th March, 2026	51.90	25,781	12,89,518	04th March, 026	43.71	34,228	15,84,535	47.81
April- 2026	22nd April, 2026	61.80	2,232	1,31,268	01st April, 2026	45.42	51,378	25,43,835	53.61
May-2026	12th May, 2026	59.90	3,833	2,27,037	29th May, 2026	49.00	3,365	1,68,686	54.45
June -2026	10th June, 2026	55.00	12,14,194	5,99,07,125	16th June, 2026	37.35	3,07,044	1,19,99,805	46.18

(Source: www.bseindia.com)

** High, low and average prices are based daily closing prices.*

In the event the high or low or closing price of the Equity Shares are the same on more than one day, the day on which there has been higher volume of trading has been considered for the purposes of this chapter.

The Board of our Company has approved the Issue at their meeting held on July 9th , 2026. The high and low prices of our Company's shares as quoted on the BSE on July 9th , 2026, the day on which the trading happened immediately following the date of the Board meeting is as follows:

Date	**Volume (No of Equity Shares)**	**Highest Price (₹)**	**Low price (₹)**
09-July -26	2,84,402	38.70	37.19

Source: www.bseindia.com

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (I) criminal or Civil proceedings (II) actions taken by statutory or regulatory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five (5) Financial Years, including outstanding action, (IV) claims related to direct and indirect taxes in a consolidated manner, in each case involving our Company, Promoters and Directors (the "Relevant Parties"). Unless stated to the contrary, the information provided in this section is as of the date of this Draft Letter of Offer. All terms defined in a summary pertaining to a particular litigation shall be construed only in respect of the summary of the litigation where such term is used.

It is further clarified that for the purposes of this Draft Letter of Offer, pre-litigation notices received by the Company, Subsidiaries, Directors or Promoters shall, unless otherwise decided by the Board, not be considered as litigation until such time that our Company or any of its Subsidiaries, Directors or Promoters, as the case may be, is impleaded as a defendant in litigation before any judicial forum.

I. LITIGATIONS INVOLVING THE COMPANY: NIL

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

II. LITIGATIONS INVOLVING THE PROMOTERS OF THE COMPANY: NIL

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

III. LITIGATIONS INVOLVING THE DIRECTORS OF THE COMPANY OTHER THAN PROMOTERS OF THE COMPANY

1) Litigation involving Criminal Laws
NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

IV. LITIGATIONS RELATING TO THE HOLDING COMPANY- NA

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

The Company has no holding company as of the date of this Draft Letter of Offer.

V. LITIGATIONS RELATING TO THE DIRECTORS OF SUBSIDIARY COMPANY- NA

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

The Company has no subsidiary company as of the date of this Draft Letter of Offer.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

MATERIAL DEVELOPMENT SINCE 31st MARCH, 2024.

There have not arisen, since the date of the last financial statements disclosed in this Draft Letter of Offer, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months. For further details, please refer to the chapter titled "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on page 69 of this Draft Letter of Offer.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company is required to comply with the provisions of various laws and regulations and obtain approvals, registrations, permits and licenses under them for conducting our operations. The requirement for approvals may vary based on factors such as the activity being carried out and the legal requirements in the jurisdiction in which we are operating. Further, our obligation to obtain and renew such approvals arises periodically and applications for such approvals are made at the appropriate stage. Our Company has obtained all material consents, licenses, permissions and approvals from governmental and regulatory authorities that are required for carrying on our present business activities. In the event, some of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we will apply for their renewal, from time to time. As on the date of this Draft Letter of Offer, there are no pending material approvals required for our Company or any of our Subsidiaries, to conduct our existing business and operations.

Material pending government and regulatory approvals pertaining to the Objects of the Issue

As on the date of this Draft Letter of Offer, there are no material pending government and regulatory approvals pertaining to the Objects of the Issue.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board of Directors in its meeting dated July 09, 2026 have authorized this Issue under Section 62(1)(a) of the Companies Act,2013.

Our Board of Directors has, at its meeting held on [●], determined the Issue Price as ₹ [●]/- per Rights Equity Share, and the Rights Entitlement as [●] ([●]) Rights Equity Share for every [●] ([●]) Equity Shares held on the Record Date.

Our Company has received 'in-principle' approvals for listing of the Rights Equity Shares to be Allotted pursuant to Regulation 28 of SEBI Listing Regulations, *vide* letter dated [●] issued by BSE Limited for listing of the Rights Equity Shares to be Allotted pursuant to the Issue.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, Our Directors, the members of our Promoters Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.
The companies with which our Promoters or our Directors are associated as promoters or directors have not been debarred from accessing the capital market by SEBI. There is no outstanding action initiated against them by SEBI in the five years preceding the dateof filing of this Draft Letter of Offer.

Neither our Promoters nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Prohibition by RBI

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters and fraudulent borrowers issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoters and the members of our Promoters Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent it may be applicable to them as on date of this Draft Letter of Offer.
Eligibility for the Issue

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE Limited. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clauses (1) and (2) of Part B of Schedule VI to the SEBI ICDR Regulations, Our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the Stock Exchanges for listing of the Rights Equity Shares to be issued pursuant to the Issue. BSE is the Designated Stock Exchange for the Issue.

DISCLAIMER CLAUSE OF SEBI

The Draft Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is below ₹ 5000 Lakhs.

Disclaimer Clause of BSE

BSE Limited ("the Exchange") has given vide its letter dated [●], permission to this Company to use the Exchange's name in this Draft Letter of Offer as the stock exchange on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Draft Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company.

The Exchange does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Letter of Offer; or
- Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company; and it should not for any reason be deemed or construed that this Draft Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever

by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Caution

Our Company shall make all relevant information available to the eligible equity shareholders in accordance with SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Final Draft Letter of Offer.

No dealer, sales person or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Equity Shares and rights to purchase the Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is Current only as of its date.

Disclaimer from Our Company, Our Directors

Our Company and our Directors accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website orientgreenpower.com or the respective websites of our Promoters Group or an affiliate of our Company would be doing so at his or her own risk.

All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centers or elsewhere.

Investors will be required to confirm and will be deemed to have represented to our Company and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

No information which is extraneous to the information disclosed in this Draft Letter of Offer or otherwise shall be given by our Company or any member of the Issue management team or the syndicate to any particular section of investors or to any research analyst in any manner whatsoever, including at road shows, presentations, in research or sales reports or at bidding centers.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Draft Letter of Offer is current only as at its date.

Disclaimer in respect of Jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, India only.

Designated Stock Exchange

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

Listing

Our Company will apply to BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Selling Restrictions

This Draft Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Draft Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of this Draft Letter of Offer/ Draft Letter of Offer, Abridged Draft Letter of Offer, Application Form and the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer/ Draft Letter of Offer, Abridged Draft Letter of Offer Application Form and the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch the Draft Letter of Offer/ Draft Letter of Offer, Abridged Draft Letter of Offer Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of this the Draft Letter of Offer, Abridged Draft Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Draft Letter of Offer has been filed with SEBI and the Stock Exchanges.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Draft Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Draft Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to inthis Draft Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the EquityShares or Rights Entitlement.

Neither the delivery of this Draft Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THE DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer, Draft Letter of Offer/ Abridged Draft Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Draft Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to ha ve been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES.

THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICIATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHERJURISDICTION AT ANY TIME.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Final Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3(b) of the SEBI ICDR Regulations has been increased from Rupees Ten Crores to Rupees Fifty Crores. Since the size of this Issue falls below this threshold, the Final Draft Letter of Offer has been filed with the BSE and not with SEBI

.

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders' Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer. Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

Investor Grievances arising out of this Issue

Investors may contact the Registrar to the Issue or our Company Secretary for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole / first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photo copy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "Terms of the Issue" beginning at page 84 of this Draft Letter of Offer. The contact details of our Registrar to the Issue and our Company Secretary are as follows.

Purva Sharegistry (India) Private Ltd.

CIN: U67120MH1993PTC074079

Unit no. 9, Shiv Shakti Ind. Estt. J. R. Boricha Marg, Lower Parel (E) Mumbai 400 011. Telephone: +91 22 4961 4132;

Facsimile: +91 22 22 3570 0224;

E-mail: support@purvashare.com; Website: https://purvashare.com;

Contact person: Deepali Dhuri, Compliance Officer

Investor grievance: support@purvashare.com;

SEBI Registration No: INRO00001112

Validity of Registration: Permanent

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment / share certificates/ demat credit/ Refund Orders etc.

Dikshant Singh Pawar, Company Secretary and Compliance Officer of Our Company. Her contact details are set forth hereunder.

Registered Office: Office G2/G3, Samarpan Complex, Next To Mirador Hotel, Link Road, Opp Satam Wadi, Chakala, Sahar, Andheri (East), Sahar P & T Colony, Mumbai, Mumbai, Maharashtra, India, 400099,
Tel: 22618452/22661541;
E-mail: bacilpha@yahoo.com

Stock Market Data of the Equity Shares

Our Equity Shares are listed and traded on BSE. For details in connection with the stock market data of the Stock Exchanges, please refer to the chapter titled "*Market Price Information*" on page 73 of this Draft Letter of Offer.

NOTICE TO INVESTORS

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA,OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS DRAFT LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS DRAFT LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS IS SUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS.

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

This Section applies to all Investors. ASBA Investors should note that the ASBA process involves procedures that may be different from that applicable to other Investors and should carefully read the provisions applicable to such Applications, in this Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Application Form and the Rights Entitlement Letter, before submitting an Application Form. Our Company is not liable for any amendments, modifications or changes in applicable law which may occur after the date of the Draft Letter of Offer. Investors who are eligible to apply under the ASBA process, are advised to make their independent investigations and to ensure that the Application Form and the Rights Entitlement Letter is correctly filled up.

*Please note that in accordance with the provisions of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 ("**SEBI – Rights Issue Circular**"), all investors (including renouncee) shall make an application for a rights issue only through ASBA facility.The Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letterof Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, including the Application Form and the Rights Entitlement Letter,the MOA and AOA of our Company, the provisions of the Companies Act, the terms and conditions as may be incorporated in the FEMA,applicable guidelines and regulations issued by SEBI or other statutory authorities and bodies from time to time, the SEBI Listing Regulations, terms and conditions as stipulated in the allotment advice or security certificate and rules as may be applicable and introduced from time to time.*

OVERVIEW

The Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Application Form and the Rights Entitlement Letter, the Memorandum of Association and the Articles of Association, the provisions of Companies Act, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the SEBI, the RBI or other regulatory authorities, the terms of Listing Agreements entered into by our Company with the Stock Exchanges and terms and conditions as stipulated in the Allotment Advice.

Important:
Dispatch and availability of Issue materials:
In accordance with the SEBI ICDR Regulations, our Company will at least three days before the Issue Opening Date, dispatch the Abridged Draft Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material, only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Draft Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Draft Letter of Offer will be sent only to their valid e-mail address and incase such Eligible Equity Shareholders have not provided their e-mail address, then the Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can also access the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

Our Company at www.bacilpharma.com
the Registrar to the Issue at www.purvashare.com
the Stock Exchanges at www.bseindia.com

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at https:/ www.linkintime.co.in by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., www.bacilpharma.com).

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter and the Application Form. Resident Eligible Shareholders, who are holding Equity Shares in physical form as on the Record Date, can obtain details of their respective

Rights Entitlements from the website of the Registrar by entering their Folio Number.

Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:
In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense escrow account (namely, "EGTL Rights issue – Suspense Escrow Demat Account") opened by our Company, for the Resident Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

Resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e. [●] are requested to provide relevant details (such as copies of self-attested PAN and details of address proof by wayof uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares) not later than two Working Days prior to the Issue Closing Date i.e. [●] in order to be eligible to apply for this Issue. Such Resident Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

In accordance with the SEBI Rights Issue Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. [●], shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form:
Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in "*Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form*" on page 98.

Application for Additional Equity Shares
Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. In case of Under subscription the Board / right issue committee has the right to allot the un-subscribed portion to eligible shareholders. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "*Basis of Allotment*" beginning on page 103.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares.
Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Investors to kindly note that after purchasing the Rights Entitlements through On Market Renunciation / Off Market Renunciation, an Application has to be made for subscribing to the Rights Equity Shares. If no such Application is made by the renouncee on or before Issue Closing Date, then such Rights Entitlements will get lapsed and shall be extinguished after the Issue Closing Date and no Rights Equity Shares for such lapsed Rights Entitlements will be credited. For procedure of Application by shareholders who have purchased the Right Entitlement through On Market Renunciation / Off Market Renunciation, please refer to the heading titled "*Procedure for Application through the ASBA process*" on page 95 of this Draft Letter of Offer.

Renouncees
All rights or obligations of the Eligible Equity Shareholders in relation to Applications and refunds relating to the Issue shall, unless otherwise specified, apply to the Renouncee(s) as well.

Authority for the Issue
The Board of Directors in its meeting dated July 09, 2026 has authorized this Issue under Section 62(1)(a) of the Companies Act, 2013.

The Board of Directors in their meeting held on [●] have determined the Issue Price at ₹ [●]/- per Equity Share and the Rights Entitlement as [●] [[●]] Rights Equity Share(s) for every [●] [[●]] fully paid-up Equity Share(s) held on the Record Date.

Our Company has received In-Principal approval from BSE in accordance with Regulation 28 of the SEBI Listing Regulations for listing of the Rights Equity Shares to be Allotted in the Issue pursuant to letter dated [●].

Basis for the Issue

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of the Equity Shares held dematerialized form and on the register of members of our Company in respect of the Equity Shares held in physical form at the close of business hours on the Record Date, decided in consultation with the Designated Stock Exchange, but excludes persons not eligible under the applicable laws, rules, regulations and guidelines.

Rights Entitlement ("REs") (Rights Equity Shares)

Eligible Equity Shareholders whose names appear as a beneficial owner in respect of the Equity Shares held in dematerialized form or appear in the register of members as an Equity Shareholder of our Company in respect of the Equity Shares held in physical form as on the Record Date, i.e., [●], are entitled to the number of Rights Equity Shares as set out in the Application Form.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (https://www.purvashare.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.bacilpharma.com).

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialized form. If the Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form. Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts, except in case of resident Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Abridged Draft Letter of Offer, the Rights Entitlement Letter and the Application Form to the Applicants who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Draft Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Draft Letter of Offer will be sent only to their valid e-mail address and incase such Eligible Equity Shareholders have not provided their e-mail address, then the Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

The Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer and the Application Form may also be accessed on the websites of the Registrar, and our Company through a link contained in the aforementioned email sent to email addresses of Eligible Equity Shareholders (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) and on the Stock Exchanges' websites. The distribution of the Draft Letter of Offer, the Draft Letter of Offer, Abridged Draft Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer will be filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re- distributed. Accordingly, persons receiving a copy of the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement

Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an application or acquire the Rights Entitlements referred to in the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes and Application will be deemed to have declared, warranted and agreed, by accepting the delivery of the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Rights Equity Shares under the laws of any jurisdiction which apply to such person.

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter and the Application Form.

PRINCIPAL TERMS OF THE RIGHTS EQUITY SHARES ISSUED UNDER THIS ISSUE

Face Value

Each Rights Equity Share will have the face value of ₹ 10.

Issue Price

Each Rights Equity Share is being offered at a price of ₹ [●]/- per Rights Equity Share (including a premium of ₹ [●]/- per Rights Equity Share) in the Issue.

The Rights Equity Shares issued in this Issue will be fully paid-up. The Issue Price and other relevant conditions are in accordance with Regulation 10(4) of the SEBI Takeover Regulations.

The Board, at its meeting held on [●], has determined the Issue Price.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] [[●]] Rights Equity Share(s) for every [●] [[●]] Equity Share(s) held on the Record Date.

Rights of instrument holder

Each Rights Equity Share shall rank pari- passu with the existing Equity Shares of the Company.

Terms of Payment

The entire amount of the Issue Price of ₹ [●]/- per Rights Equity Share shall be payable at the time of Application.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of One Rights Equity Share(s) for every Four Equity Share(s) held on the Record Date. For Rights Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Share(s) or not in the multiple of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored as above will be given preferential consideration for the Allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares over and above their Rights Entitlement.

For example, if an Eligible Equity Shareholder holds [●] Equity Shares, such Shareholder will be entitled to 1(One) Rights Equity Shares on a rights basis and will also be given a preferential consideration for the Allotment of one Additional Rights Equity Share if the Shareholder has applied for additional Rights Equity Shares.

Also, those Equity Shareholders holding less than [●] Equity Shares and therefore entitled to 'Zero' Rights Equity Share under this Issue shall be dispatched an Application Form with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of 1 (One) Additional Rights Equity Share, if such Equity Shareholders have applied for the Additional Rights Equity Shares. However, they cannot renounce the same to third parties.
Application Forms with zero entitlement will be non-negotiable/non-renounceable.

Ranking

The Rights Equity Shares to be issued and allotted pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association. The Rights Equity Shares to be issued and Allotted pursuant to the Issue shall rank *pari passu* with the existing Equity Shares of our Company, in all respects including dividends.

Mode of payment of dividend
In the event of declaration of dividend, our Company shall pay dividend to the Eligible Equity Shareholders as per the provisions of the Companies Act and the provisions of the Articles of Association.

Listing and trading of the Rights Equity Shares to be issued pursuant to the Issue
The existing Equity Shares of our Company are listed and traded under the **ISIN: INE711D01018 on BSE (Scrip Code: 524516)**. The Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on BSE subject to necessary approvals. As per the SEBI – Rights Issue Circular, the Rights Entitlements with a separate ISIN would be credited to the demat account of the respective Eligible Equity Shareholders before the issue opening date. On the Issue Closing Date, the depositories will suspend the ISIN of REs for transfer and once the allotment is done post the basis of allotment approved by the designated stock exchange, the separate ISIN no. [●], for REs so obtained will be permanently deactivated from the depository system. Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on BSE subject to necessary approvals. Our Company has received in-principle approval from BSE through letter no. [●] dated [●]. All steps for completion of necessary formalities for listing and commencement of trading in the equity shares will be taken within 7 working days from the finalization of the Basis of Allotment. Our Company will apply to BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Upon receipt of such listing and trading approval, the Rights Equity Shares proposed to be issued pursuant to the Issue shall be debited from such temporary ISIN and credited in the existing ISIN and thereafter be available for trading under the existing ISIN as fully paid-up Equity Shares of our Company. The temporary ISIN shall be kept blocked till the receipt of final listing and trading approval from the Stock Exchanges.

The Rights Equity Shares allotted pursuant to the Issue will be listed as soon as practicable and all steps for completion of the necessary formalities for listing and commencement of trading of the Rights Equity Shares shall be taken within the specified time.

If permissions to list, deal in and for an official quotation of the Rights Equity Shares are not granted by BSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Draft Letter of Offer. If such money is not repaid beyond eight days after our Company becomes liable to repay it, then our Company and every Director who is an officer in default shall, on and from such expiry of eight days, be liable to repay the money, with interest as applicable.

For details of trading and listing of Rights Equity Shares, please refer to the heading "*Terms of Payment*" at page 177 of this Draft Letter of Offer.

Subscription to the Issue by our Promoters and Promoters Group

For details of the intent and extent of the subscription by our Promoters and Promoters Group, see "*Capital Structure – Intention and extent of participation by our Promoters and Promoters Group in the Issue"* on page 37.

Compliance with SEBI (ICDR) Regulations
Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of holders of Equity Shares
- Subject to applicable laws, the Equity Shareholders shall have the following rights:
- The right to receive dividend, if declared;
- The right to vote in person, or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation;
- The right of free transferability of Equity Shares;
- The right to attend general meetings and exercise voting powers in accordance with law, unless prohibited by law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the Memorandum of Association and the Articles of Association

General terms of the Issue Market Lot
The Equity Shares of our Company are tradable only in dematerialized form. The market lot for Equity Shares in dematerialized mode is one Equity Share.

Joint Holders
Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold such Equity Share as the joint holders with the benefit of survivorship subject to the provisions contained in the Articles of Association. Application Forms would be required to be signed by all the joint holders to be considered valid.

Nomination
Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. An Investor can nominate any person by filling the relevant details in the Application Form in the space provided for this purpose.

Since the Allotment of Rights Equity Shares is in dematerialized form only, there is no need to make a separate nomination for the Rights Equity Shares to be Allotted in the Issue. Nominations registered with respective Depository Participant of the Investor would prevail. Any Investor desirous of changing the existing nomination is requested to inform its respective Depository Participant.

Arrangements for Disposal of Odd Lots
Our Equity Shares are traded in dematerialized form only and therefore the marketable lot is one Equity Share and hence, no arrangements for disposal of odd lots are required.

New Financial Instruments
There are no new financial instruments like deep discount bonds, debentures with warrants, secured premium notes etc. issued by our Company.

Restrictions on transfer and transmission of shares and on their consolidation/splitting
There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue. However, the Investors should note that pursuant to provisions of the SEBI Listing Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not affected unless the securities are held in the dematerialized form with a depository

Notices
In accordance with the SEBI ICDR Regulations, Our Company and will send the Abridged Draft Letter of Offer, the Rights Entitlement Letter and the Application Form to the Applicants who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Draft Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Draft Letter of Offer will be sent only to their valid e-mail address and incase such Eligible Equity Shareholders have not provided their e-mail address, then the Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and Marathi daily newspaper with wide circulation at the place where our Registered Office is situated.

The Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. Further, the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date can apply for this Issue through ASBA facility. For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, see "*Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form*" on page 98.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers, and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Application Form

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to email address of the Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

The Application Form along with the Abridged Draft Letter of Offer and the Rights Entitlement Letter shall be sent through email and speed post at least three days before the Issue Opening Date. In case of non-resident Eligible Equity Shareholders, the Application Form along with the Abridged Draft Letter of Offer and the Rights Entitlement Letter shall be sent through email-to-email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter and the Application Form.

Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

Investors can access the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:
Our Company at www.bacilpharma.com
the Registrar to the Issue at www.purvashare.com
the Stock Exchanges at www.bseindia.com

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar i.e. https://www.purvashare.com by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., www.bacilpharma.com). The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renouncees,to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account. Further, in accordance with the SEBI Rights Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date can apply through this Issue by first furnishing the details of their demat account along with their self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares at least two Working Days prior to the Issue Closing Date i.e. [●] after which they can apply through ASBA facility.

In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account. Investors may accept this Issue and apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB;

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected. Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see "*Grounds for Technical Rejection*" on page 102. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "*Application on Plain Paper under ASBA process*" on page 95.

Options available to the Eligible Equity Shareholder

Details of each Eligible Equity Shareholders RE will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at **https://www.purvashare.com** and link of the same would also be available on the website of our Company at (www.bacilpharma.com). Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

The Eligible Equity Shareholders will have the option to:

- Apply for his Rights Entitlement in full;
- Apply for his Rights Entitlement in part (without renouncing the other part);
- Apply for his Rights Entitlement in full and apply for additional Rights Equity Shares;
- Apply for his Rights Entitlement in part and renounce the other part of the Rights Equity Shares; and
- Renounce his Rights Entitlement in full.

In accordance with the SEBI Right Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. [●], desirous of subscribing to Right Equity Shares may also apply in this Issue during the Issue Period through ASBA mode. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" on page 98.

Procedure for Application through the ASBA process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Acceptance of this Issue

Investors may accept this Issue and apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section "*Application on Plain Paper under ASBA process*" on page 95.

Additional Rights Equity Shares

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Applications for additional Rights Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board, subject to applicable sectoral caps, and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under the section titled "*Terms of the Issue*" on page 84. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section "*Basis of Allotment*" on page 103.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.

Applications by Overseas Corporate Bodies By virtue of the Circular No. 14 dated September 16, 2003, issued by the RBI, Overseas Corporate Bodies ("**OCBs**"), have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to OCBs) Regulations, 2003.

Accordingly, the existing Eligible Equity Shareholders of our Company who do not wish to subscribe to the Rights Equity Shares being offered but wish to renounce the same in favour of Renouncee shall not be able to renounce the same (whether for consideration or otherwise), in favour of OCB(s). The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003, that OCBs which are incorporated and are not and were not at any time subject to any adverse notice from the RBI, are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000, under the foreign direct investment scheme with the prior approval of Government of India if the investment is through the government approval route and with the prior approval of RBI if the investment is through automatic route on case by case basis. Eligible Equity Shareholders renouncing their rights in favour of such OCBs may do so provided such Renouncee obtains a prior approval from the RBI. On submission of such RBI approval to our Company at our Registered Office, the OCB shall receive the Abridged Draft Letter of Offer and the Application Form.

Procedure for Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off - market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under **ISIN: [●]**, subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time. The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation,i.e., **[●] to [●] (both days inclusive**). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the **ISIN: [●]** and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.
The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

Off Market Renunciation The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off- market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialized form only. Eligible Equity Shareholders are requested to ensure that renunciation through off- market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.
The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements(unless already having given a standing receipt instruction) has to issue a

receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date**.**

Applications on Plain Paper under ASBA process

An Eligible Equity Shareholder who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, Manager to the Issuer or from the website of the Registrar, can make an application to subscribe to the Issue on plain paper through ASBA process. Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the applicationin the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently, may make an Application to subscribe to the Issue on plain paper, along with an account payee cheque or demand draft drawn at par, net of bank and postal charges, payable at Bengaluru and the Investor should send such plain paper Application by registered post directly to the Registrar to the Issue. For details of the mode of payment, see "*Modes of Payment*" on page 186.

The envelope should be super scribed "***BACIL PHARMA LTD – RIGHT ISSUES***" and should be postmarked in India. The application on plain paper, duly signed by the Eligible Equity Shareholders including joint holders, in the same order and asper the specimen recorded with our Company/Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

- Name of our Issuer, being BACIL PHARMA LTD
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/ DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option preferred - only Demat form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for within the Right Entitlements;
- Total amount paid at the rate of ₹ [●]/- per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;

In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants;

Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);

Additionally, all such Applicants are deemed to have accepted the following:

*"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("**US Securities Act**") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("**United States**") or to, or for*

*the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("**Regulation S**"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.*

"*I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at https://www.purvashare.com and our company at www.bacilpharma.co.in. Our Company, and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or beforethe Issue Closing Date.

Last date for Application

The last date for submission of the duly filled in Application Form is [●]. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date.

If the Application together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue or the Registrar on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Draft Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under "*Terms of the Issue - Basis of Allotment*" on page 103.

Modes of Payment

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act,

2013. The balance amount remaining after the finalization of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their application at the time of the submission of the Application Form.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

Mode of payment for Resident Investors
All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

Mode of payment for Non-Resident Investors
As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund ofApplication Money, Allotment of Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at www.purvashare.com

As regards Applications by Non-Resident Investors, the following conditions shall apply:
Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar and our Company.

Note: In case of non-resident Eligible Equity Shareholders, the Abridged Draft Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their Indian address to our Company or if they are located in certain jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Draft Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.

Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.

Eligible Non-Resident Equity Shareholders applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and Eligible Non-Resident Equity Shareholders applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("**NRO**") accounts for the full amount payable, at the time of the submission of the Application Form to the SCSB. Applications received from NRIs and non-residents for allotment of the Rights Equity Shares shall be inter alia, subject to the conditions imposed from time to time by the RBI under the FEMA in the matter of refund of Application Money, allotment of Rights Equity Shares and issue of letter of allotment. If an NR or NRI Investors has specific approval from RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application Form.

In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. In case Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares in the Issue.

Procedure for application by Resident Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue ClosingDate.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:
The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self- attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date i.e **[●]**. Alternatively, the said documents can be uploaded in the online portal of the RTA at https:// www.purvashare.com /;

The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;

The remaining procedure for Application shall be same as set out in "*Application on Plain Paper under ASBA process*" beginning on page 95.
In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

Allotment of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE.

FOR DETAILS, SEE "ALLOTMENT ADVICES/ REFUND ORDERS" ON PAGE 104

General instructions for Investors

Please read this Draft Letter of Offer, Draft Letter of Offer and Application Form carefully to understand the Application process and applicable settlement process.

In accordance with the SEBI Rights Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

Please read the instructions on the Application Form sent to you.

The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees.

Application should be made only through the ASBA facility.

Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected.

In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "*Application on Plain Paper under ASBA process*" on page 95

In accordance with Regulation 76 of the SEBI ICDR Regulations and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.

Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company and the Registrar.

In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.

All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.

In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.

For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Physical folio number and Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should send the intimation for such change to the respective depository participant for shares held in electronic corm, and to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

Only persons outside restricted jurisdictions and who are eligible to subscribe for Rights Entitlement and Rights Equity Shares under applicable securities laws are eligible to participate.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Additional general instructions for Investors in relation to making of an application
Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar or shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

By signing the Application Forms, Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

- Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- Do not pay the Application Money in cash, by money order, pay order or postal order.
- Do not submit multiple Applications.

No investment under the FDI route (i.e any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Do's:
Ensure that the Application Form and necessary details are filled in.

Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act.

Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects.

Investors should provide correct DP ID and client ID/ folio number while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.

Don'ts:
Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

Do not pay the Application Money in cash, by money order, pay order or postal order.

Do not submit multiple Applications.

Do's for Investors applying through ASBA:
Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.

Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.

Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

Ensure that you have authorized the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.

Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.

Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Don'ts for Investors applying through ASBA:
Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.

Do not send your physical Application to the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
Do not instruct the SCSBs to unblock the funds blocked under the ASBA process.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.

Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.

Sending an Application to our Company, Registrar, Escrow Collection Bank(s)(assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.

Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.

Account holder not signing the Application or declaration mentioned therein.

Submission of more than one Application Form for Rights Entitlements available in a particular demat account.

Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.

Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.

Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Draft Letter of Offer.

Physical Application Forms not duly signed by the sole or joint Investors, as applicable.

Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.

If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.

Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

Applications which have evidence of being executed or made in contravention of applicable securities laws.

Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. By signing the Application Forms, the Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms s are liable to be rejected.

Multiple Applications

A separate Application can be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Applications shall not be treated as multiple applications. For details, see "*Investment by Mutual Funds*" below on page 199.In cases where multiple Applications are submitted, including cases where an Investor submits Application Forms along with a plain paper Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected (other than multiple applications submitted by any of the Promoters or members of the Promoters Group as described in *Capital Structure – Intention and extent of participation by our Promoters and Promoters Group in the Issue* " on page 37.

Underwriting

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, applying through ASBA facility, may withdraw their application post the Issue Closing Date.

Issue Schedule

Issue Opening Date*	[●]
Last Date for On Market Renunciation#	[●]
Last date for receiving requests for Application Form and Rights Entitlement Letter**	[●]
Issue Closing Date	[●]
Finalizing the basis of allotment with the Designated Stock Exchange	[●]
Date of Allotment (on or about)	[●]
Initiation of refunds	[●]
Date of Credit (On or about)	[●]
Date of Listing (On or about)	[●]

**Our Board may, however, decide to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).*

***Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company, and/or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.*

#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s)on or prior to the Issue Closing Date.

Basis of Allotment
Subject to the provisions contained in this Draft Letter of Offer, the Draft Letter of Offer, the Abridged Draft Letter of Offer, the Application Form, the Rights Entitlement Letter, the Articles of Association of our Company and the approval of the Designated Stock Exchange, our Board will proceed to allot the Rights Equity Shares in the following order of priority:

Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlement either in full or in part and also to the Renouncee(s) who has/have applied for Rights Equity Shares renounced in its/their favor, in full or in part.

As per SEBI Rights Issue Circular, the fractional entitlements are to be ignored, therefore those Equity Shareholders holding less than [[●]] ([●]) Equity Shares would be entitled to 'Zero' Rights Equity Shares under this Issue, Application Form with 'Zero' entitlement will be sent to such shareholders. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the allotment of 1 (One) Rights Equity Share if, such Equity Shareholders have applied for the Additional Rights Equity Shares, subject to availability of Rights Equity shares post allocation towards Rights Entitlement applied for. Allotment under this head shall be considered if there are any un-subscribed Equity Shares after Allotment under (a) above. If the number of Rights Equity Shares required for Allotment under this head is more than number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.

Allotment to the Eligible Equity Shareholders who have applied for the full extent of their Rights Entitlement and have also applied for Additional Rights Equity Shares shall be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are unsubscribed Rights Equity Shares after making full Allotment under (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.

Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour and also have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares shall be made on a proportionate basis as part of the Issue and will not be a preferential allotment.

Allotment to any other person that our Board may deem fit provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (e) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed' for the purpose of Regulation 3(1)(b) of the SEBI Takeover Regulations.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Designated Branches, a list of the ASBA Investors who have been Allotted Rights Equity Shares in the Issue, along with:
The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful ASBA Application;
The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
The details of rejected ASBA Applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.
In the event of over subscription, Allotment shall be made within the overall size of the Issue.

Allotment Advices/Refund Orders
Our Company will issue and dispatch Allotment advice, refund instructions or demat credit of securities and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialized mode) or unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 15 days' period.

Investors residing at centers where clearing houses are managed by the RBI will get refunds through National Automated Clearing House ("**NACH**") except where Investors have not provided the details required to send electronic refunds or where the investors are otherwise disclosed as applicable or eligible to get refunds through direct credit and real-time gross settlement ("**RTGS**").

In case of those investors who have opted to receive their Rights Entitlement in dematerialized form using electronic credit under the depository system, and the Allotment advice regarding their credit of the Rights Equity Shares shall be sent at the address recorded with the Depository. Investors to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post or email intimating them about the mode of credit of refund within 15 days of the Issue Closing Date.

In accordance with the SEBI ICDR Regulations, the option to receive the Rights Equity Shares in physical form was available only for a period of six months from the date of coming into force of the SEBI ICDR Regulations, i.e., until May 10, 2019.

The letter of allotment or refund order would be sent by registered post, email or speed post to the sole/ first Investor's address or the email address provided by the Eligible Equity Shareholders to our Company. Such refund orders would be payable at par at all places where the Applications were originally accepted. The same would be marked 'Account Payee only' and would be drawn in favor of the sole/ first Investor. Adequate funds would be made available to the Registrar for this purpose.In the event, our Company fails to obtain listing or trading permission from the Stock Exchanges, we shall refund the entire proceeds of the Issue within four days of receipt of intimation from the Stock Exchanges rejecting the application for listing of Equity Shares, and if any such money is not repaid within four days after our Company becomes liable to repay we shall, on and from the expiry of the fourth day, be liable to repay that money with interest at the rate of fifteen per cent. per annum.

Payment of Refund

Mode of making refunds

In case of Applicants not eligible to make an application through ASBA process, the payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:
Unblocking amounts blocked using ASBA facility**;**

National Automated Clearing House ("NACH") – NACH is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centers specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centers where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the Depositories), except where the Applicant is otherwise disclosed as eligible to get refunds through NEFT, Direct Credit or RTGS.

National Electronic Fund Transfer ("NEFT") – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code ("**IFSC Code**"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine-digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, such MICR number and the bank account number will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for such refund would be borne by our Company.

RTGS – If the refund amount exceeds ₹ 200,000, Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event such IFSC Code is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for such refund would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.
For all other Investors, the refund orders will be dispatched through speed post or registered post. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.

Credit of refunds to Investors in any other electronic manner, permissible under the banking laws, which are in force, and is permitted by SEBI from time to time.

Refund payment to Non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

Printing of Bank Particulars on Refund Orders

As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the Investor's bank account are mandatorily required to be given for printing on the refund orders. Bank account particulars, where available, will be printed on the refund orders or refund warrants which can then be deposited only in the account specified. Our Company will, in no way, be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.**Allotment advice or Demat Credit**

The demat credit of securities to the respective beneficiary accounts or the demat suspense account (pending with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Option to receive Right Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY

IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE RESIDENT ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES OF OUR COMPANY CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in the Issue in the electronic form is as under:
Open a beneficiary account with any Depository Participant (*care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company*). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for each such holding. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.

It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.

The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.

If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.

The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders whose Equity Shares are with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.

Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in the Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

Non-transferable allotment advice/ refund orders will be sent directly to the Investors by the Registrar to the Issue.

Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue for further details, please refer to "*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" on page 98.

Investment by FPIs
In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the multiple entities having common ownership, directly or indirectly, of more than 50% or common control) must be below 10% of our post- Issue Equity Share capital. Further, in terms of FEMA Rules, the total holding by each FPI shall be below 10% of the total paid-up equity share capital of a company on a fully-diluted basis and the total holdings of all FPIs put together shall not exceed 24% of the paid-up equity share capital of a company on a fully diluted basis.

Further, pursuant to the FEMA Rules the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Issue are advised to use the ASBA Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, only Category I FPIs, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons eligible to be registered as Category I FPIs; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI may transfer offshore derivative instruments to persons compliant with the requirements of Regulation 21(1) of the SEBI FPI Regulations and subject to receipt of consent, except where pre-approval is provided.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Investment by Systemically Important Non-Banking Financial Companies (NBFC – SI)
In case of an application made by Systemically Important NBFCs registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45 –IA of the RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Investment by AIFs, FVCIs and VCFs
The SEBI (Venture Capital Funds) Regulations, 1996, as amended ("**SEBI VCF Regulations**") and the SEBI (Foreign Venture Capital Investor) Regulations, 2000, as amended ("**SEBI FVCI Regulations**") prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI (Alternative Investments Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue.

Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations.Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centers where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection
Applications will not be accepted from FPIs in restricted jurisdictions.

FPIs which are QIBs, Non-Institutional Investors or whose application amount exceeds ₹ 2 lacs can participate in the Rights Issue only through the ASBA process. Further, FPIs which are QIB applicants and Non-Institutional Investors are mandatorily required to use ASBA, even if application amount does not exceed ₹ 2 lacs.

Investment by NRIs
Investments by NRIs are governed by Rule 12 of FEMA Rules. Applications will not be accepted from NRIs in Restricted Jurisdictions. NRIs may please note that only such Applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The NRIs who intend to make payment through NRO accounts shall use the Application form meant for resident Indians and shall not use the Application forms meant for reserved category.

As per Rule 12 of the FEMA Rules read with Schedule III of the FEMA Rules, an NRI or OCI may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognized stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Investment by Mutual Funds
Applications made by asset management companies or custodians of Mutual Funds should clearly and specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Procedure for applications by Systemically Important NBFCs
In case of application made by Systemically Important NBFCs registered with the RBI, (i) the certificate of registration issued by the RBI under Section 45 –IA of the RBI Act, 1934 and (ii) Net-worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Payment by stock invest
In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest Scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Impersonation
As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:
"Any person who:
makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lacs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 lacs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lacs or with both.

Dematerialized Dealing
Our Company has entered into tripartite agreements with NSDL and CDSL respectively and our equity shares bear the ISIN: **INE711D01018**.

Disposal of Applications and Application Money
No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form. Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be unblocked in the respective ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date.

For further instructions, please read the Application Form carefully.

Utilization of Issue Proceeds

Our Board of Directors declares that:
- All monies received out of the Issue shall be transferred to a separate bank account;
- Details of all monies utilized out of the Issue shall be disclosed, and shall continue to be disclosed until the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and

- Our Company may utilize the funds collected in the Issue only after final listing and trading approvals for the Rights Equity Shares Allotted in the Issue is received.

Undertakings by our Company:

- Our Company undertakes the following:
- The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
- All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.
- The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- No further issue of securities affecting our Company's Equity Share capital shall be made until the Rights Equity Shares are listed or until the Application Money is refunded on account of non-listing, under subscription etc.
- In case of unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- Adequate arrangements shall be made to collect all ASBA Applications and to consider them similar to non- ASBA Applications while finalizing the Basis of Allotment.
- At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.
- Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.
- Our Company accepts full responsibility for the accuracy of information given in this Draft Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Draft Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

Minimum subscription

The Company does not have any identifiable Promoter or Promoter Group as on the date of this Draft Letter of Offer.

All Eligible Equity Shareholders holding Equity Shares as on the Record Date shall be entitled to subscribe to the Rights Equity Shares in accordance with the terms of this Issue, the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013 and the rules made thereunder, and other applicable laws.

In accordance with Regulation 86 of the SEBI ICDR Regulations, if the Company does not receive the minimum subscription of at least 90% of the Issue Size, or such other minimum subscription as may be prescribed under the applicable laws from time to time, the Board of Directors of the Company or the Rights Issue Committee duly constituted by the Board ("Board/Committee") shall be entitled to consider and take such actions as may be permissible under the applicable laws, in consultation with the Lead Manager(s), Legal Counsel, Registrar to the Issue and such other intermediaries or advisors as may be considered appropriate, for the purpose of facilitating completion of the Issue and meeting the funding requirements of the Company.

Without prejudice to the generality of the foregoing and subject to compliance with the SEBI ICDR Regulations, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the rules and regulations framed thereunder, the bye-laws and regulations of the Stock Exchange(s), and such approvals, permissions, confirmations or directions as may be required from the Designated Stock Exchange and/or any other statutory or regulatory authority, the Board/Committee shall have the authority to determine, modify or finalize the manner, process, timing and eligibility criteria for subscription, allocation and allotment of the Rights Equity Shares, including the treatment of any unsubscribed portion of the Issue, in such manner as may be legally permissible and in the best interests of the Company.

In the event that, upon closure of the Issue, the minimum subscription has not been achieved, the Board/Committee may, if permitted under the applicable laws and subject to the prior approval, consent, confirmation or no-objection of the Designated Stock Exchange and such other regulatory authorities as may be required, provide an additional or special subscription window or adopt any other legally permissible mechanism for subscription to the unsubscribed portion of the Issue. Such subscription may be permitted from such category of investors, including one or more specific investors, institutional investors, strategic investors, existing Equity Shareholders, Rights Entitlement holders and/or any other eligible persons, who may or may not be existing Equity Shareholders or Rights Entitlement holders of the Company, to the extent permissible under the applicable laws and subject to such eligibility conditions, procedural requirements and allotment criteria as may be determined by the Board/Committee and approved by the Designated Stock Exchange or such other authority, wherever applicable.

The basis of allotment of the Rights Equity Shares, including any unsubscribed portion of the Issue, shall be finalized strictly in accordance with the applicable provisions of the SEBI ICDR Regulations, the Companies Act, 2013, the terms of this Letter of Offer, the approval of the Designated Stock Exchange and other applicable laws.

If, despite undertaking such actions as may be permissible under the applicable laws, the minimum subscription requirement continues to remain unfulfilled, the Issue shall stand withdrawn and the Company shall refund the entire subscription amount received from the applicants within the period prescribed under the applicable laws, including the SEBI ICDR Regulations and the applicable SEBI circulars. In the event of any delay in making such refund beyond the prescribed period, the Company shall pay interest for the delayed period at the rate prescribed under the applicable laws.

The Board/Committee shall also be entitled to deal with and dispose of any unsubscribed portion of the Issue in such manner as may be permitted under the SEBI ICDR Regulations and other applicable laws.

The Rights Issue shall not result in any change in the control or management of the Company. Further, the Company is in compliance with Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to minimum public shareholding and shall continue to comply with the applicable minimum public shareholding requirements after completion of the Issue.

Withdrawal of the Issue

Subject to provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, our Company reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date, a public notice within two (2) Working Days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisement has appeared and the Stock Exchanges will also be informed promptly.

The Company through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges.

If our Company withdraws the Issue at any stage including after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Important

Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Draft Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Draft Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in "*Risk Factors*" on page 24.

All enquiries in connection with this Draft Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "***Bacil Pharma Limited – Rights Issue***" on the envelope to the Registrar at the following address:

Purva Sharegistry (India) Pvt. Ltd.
9, Shiv Shakti Industrial Estate, J.R.Boricha Marg Lower Parel (East), Mumbai-400011
Telephone: +91 022-3199 8810 / 4961 4132 / 4970 0138
Email: support@purvashare.com
Investor Grievance Email:support@purvashare.com
Website: www.purvashare.com
Contact Person: Deepali Dhuri
SEBI Registration No.: INR000001112

The Issue will remain open for a minimum period of 7 (seven) days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly knows as the Department of Industrial Policy and Promotion) ("**DPIIT**"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2017 ("**FDI Circular 2017**"), which, with effect from August 28, 2017, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2017 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails. The Consolidated FDI Policy, issued by the DIPP, consolidates the policy framework in place as on August 27, 2017, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore the Consolidated FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non- resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the existing policy of the Government of India, erstwhile OCBs cannot participate in this Issue.
The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION VIII – STATUTORY AND OTHER INFORMATION

Please note that the Rights Equity Shares applied for under this Issue can be allotted only in dematerialized form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date.

SECTION VIII

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, would be available on the website of the Company at www.bacilpharma.com from the date of this Draft Letter of Offer until the Issue Closing Date.

1. Material Contracts for the Issue

(i) Registrar Agreement dated [●] entered into amongst our Company and the Registrar tothe Issue.

(ii) Escrow Agreement dated [●] amongst our Company, the Registrar to the Issue and the Bankers to the Issue.

(iii) Tripartite Agreement dated [●] between our Company, NSDL and the Registrar to the Issue.

(iv) Tripartite Agreement dated [●] between our Company, CSDL and the Registrar to theIssue.

2. Material Documents

(i) Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time.

(ii) Annual Reports of the Company for the years 2025 and 2024.

(iii) Certificate of incorporation dated 08/05/1987.

(iv) Resolution of the Board of Directors dated Thursday, July 09, 2026 in relation to the Issue.

(v) Resolution of the Rights Issue Committee dated [●] approving and adopting Letter of Offer.

(vi) Resolution of the Board of Directors dated [●] approving and adopting the Letter of Offer.

(vii) Resolution of our Board dated [●], finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio.

(viii) Consent of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, the Registrar to the Issue for inclusion of their names in the Draft Letter of Offer in their respective capacities.

(ix) The examination reports [●] of the Statutory Auditor, on our Company’s Audited Financial Statements, included in this Draft Letter of Offer.

(x) Statement of Tax Benefits dated September 23, 2024 from the Statutory Auditor included in this Draft Letter of Offer.

(xi) In principle listing approval dated [●] issued by BSE Limited.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

SECTION VIII - DECLARATION

We hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Draft Letter of Offer are true and correct.

Signed by the Directors of our Company				
Sr. No.	**Name of Director**	**Category**	**Designation**	**Signature**
1.	Chaitali Kalpataru Shah	Executive Director	Additional Director	Sd/-
2.	Vivek Mukesh Yadav	Non-Executive Director	Independent Director	Sd/-
3.	Omprakash Pyarelal Sonar	Non-Executive Director	Independent Director	Sd/-

Signed by the Key Managerial Personnel of our Company				
Sr. No.	**Name of Director**	**Category**	**Designation**	**Signature**
1.	Chaitali Kalpataru Shah	KMP	Chief Financial Officer	Sd/-
2.	Dikshant Singh Pawar	KMP	Company Secretary and Compliance Officer	Sd/-

Date: 09/07/2026

Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of BACIL PHARMA LIMITED
Report on the Audit of Financial Results

Opinion

We have audited the annual financial results of BACIL PHARMA LIMITED (hereinafter referred to as the 'Company") for the year ended March 31, 2024 and the Balance Sheet and the Statement of Cash Flows as at and for the year ended on that date, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial results:

i. are presented in accordance with the requirements of Regulation 33 and Regulation 52 of the Listing Regulations in this regard; and

ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 (the "Act") and other accounting principles generally accepted in India, of net profit and other comprehensive income and other financial information of the Company for the year ended March 31, 2024 and the balance sheet and the statement of cash flows as at and for the year ended on that date.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be key audit matters to be communicated in our report.

Key Audit Matter	How the matter was addressed in our Audit
The company has given unsecured loans and advances to various parties which is not the main object / core business activity of the company.	We have verified whether the same is recognized on the fair value and interest income is recognized on accrual basis. However, if the interest is not recoverable then management does not recognise the same.

Emphasis of Matter

Recoverability of the balances of loans and advances given to various parties are yet to be determined by the management. These loans and advances are subject to confirmation by management.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Financial Results

These financial results have been prepared on the basis of the annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company and the balance sheet and the statement of cash flows in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 of the Listing Regulations. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the financial results by the Directors of the Company, as aforesaid.

In preparing the financial results, the Board of Directors of the Company are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors of the Company are responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

a. Identify and assess the risks of material misstatement of the financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

d. Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are Inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

e. Evaluate the overall presentation, structure and content of the financial results including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   a) Apart from matters stated in emphasis of matter paragraph, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of change in equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure 2” to this report.

g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

a) The Company has no pending litigations as of March 31, 2024, on its financial position in its standalone financial statements.

b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

3. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company or any of its subsidiary companies incorporated in India only with effect from 1 April 2024, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

4. In our opinion and to the best of our information and according to the explanation given to us, the company has not paid any remuneration to its directors during the year. Hence the provisions of Section 197 of the Act are not applicable.

5. Based on our examination which included test checks, the company has not used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility Accordingly, we are unable to comment on any instance of audit trail feature being tampered.

For Laxmikant Kabra & Co LLP
Chartered Accountants
FRN.: 117183W/ W100736

Sd-
CA Siddhant Kabra
Partner
Place: Thane
Membership No.: 193348
Date: 21st May 2024
UDIN: 24193348BKEFUP3126

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT:

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31st March 2024, we report that:

i.

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

b. The Company has a regular programme of physical verification of its property plant and equipment by which fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property plant and equipment were verified during the year and no material discrepancies were noticed on such verification.

c. According to the information and explanations given to us and on the basis of our examination of the records of the company, company does not have any immovable property.

d. The Company has not revalued its Property, Plant and Equipment (including Right of use assets) during the year ended 31st March 2024.

e. There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. As per the information and explanations given to us, the company does not have any inventory. Accordingly, clause 3(ii) of the order is not applicable to the company.

iii.

a. According to the information and explanations given to us and based on the audit procedures conducted by us in our opinion the investments made and the terms and conditions of the grant of secured and unsecured loans are prima facie, not prejudicial to the interest of the Company.

b. Closing balance of total advances on the balance sheet date stood at Rs.48,15,157/-. These advances are either repayable on demand or without specifying any terms or period of repayment. Balances of such loans and advances are subject to confirmation and reconciliation if any.

iv. The company has not granted any loans, or made any investments, guarantees, and security, to which the provisions of sections 185 and 186 of the Companies Act 2013 apply.

v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

vi. To the best of our knowledge and explanation given to us, the provisions of maintenance of cost records under sub section (1) of Section 148 of the Act are not applicable to Company for the financial year 2020-21. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

vii.

a. Undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Service Tax, Custom Duty and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

   According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, Goods and Service tax, Custom Duty and other material statutory dues were outstanding for the year end, for a period of more than six months from the date they became payable.

b. According to the records of the Company, there are no dues outstanding of income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute for the year ended March 31, 2024.

viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix.

a. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government.

b. The Company has not been declared as a willful defaulter by any bank or financial institution or government or any government authority during the year.

c. During the year the company has not availed of or has been disbursed any term loans

d. On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes during the year by the Company.

e. The company does not have any Subsidiary, Associates or Joint Ventures.

x.

a. The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

b. During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

xi.

a. No fraud by the Company or no fraud on the Company has been noticed or reported during the year

b. There is no instance, during the year that necessitates reporting in the form ADT-4

c. There are no instances of whistle-blower complaints received by the company during the year.

xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clauses 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

xiii. In our opinion, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

xiv. The Company has an internal audit system commensurate with the size and nature of its business.

xv. During the year the Company has not entered into non-cash transactions with persons connected with its directors. Therefore, the requirement to report on clauses 3(xv) of the Order is not applicable to the Company.

xvi.

a. The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi) (a) of the Order is not applicable to the Company.

b. The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

c. The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company

d. There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

xvii. Since there were no operations during the year, the company has incurred loss on account of fixed cost. The profit and loss of other comprehensive income which relates to investment activities have not been considered for purpose of the said clause as the same has not been realised during the year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we believe that there does not exists material uncertainty as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. Even though there are no operations or business in the company, management is of the opinion that company will start its operations. Also, Current assets of the company are more than current liabilities. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. According to the information and explanation given to us provisions of section 135 of the Companies Act 2013 are not applicable to the company. Accordingly, the requirement to report on clause 3(xx) of the Order is not applicable to the Company.

xxi. The company does not have any subsidiaries or associates or joint ventures, the accounts of which are to be consolidated and as such there are no consolidated financial statements.

For Laxmikant Kabra & Co LLP
Chartered Accountants
FRN.: 117183W/ W100736

Sd-
CA Siddhant Kabra
Partner
Place: Thane
Membership No.: 193348
Date: 21st May 2024
UDIN: 24193348BKEFUP3126

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members BACIL PHARMA LIMITED on the financial statements for the year ended March 31, 2024

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

We have audited the internal financial controls over financial reporting BACIL PHARMA LIMITED ('the Company') as of March 31, 2024, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

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

Auditor's responsibility

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

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

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

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

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

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.

2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company.

3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

Opinion
In our opinion, the Company does not have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Laxmikant Kabra & Co LLP
Chartered Accountants
FRN.: 117183W/ W100736

Sd-
CA Siddhant Kabra
Partner
Place: Thane
Membership No.: 193348
Date: 21st May 2024
UDIN: 24193348BKEFUP3126

Balance Sheet as at 31st March, 2024

(Amount in LAKH)

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
I. ASSETS			
1 Non-Current Assets			
Property, Plant and Equipments	3	**0.6234**	0.8229
Assets Classified as held for sale			
Property Plant and Equipments		**0**	0
Financial assets			
(a) Investments	4	**61.1122**	23.5623
(b) Loans	5	**60.0858**	53.8100
Deferred tax assets (net)	6	**5.5793**	11.6593
2 Current assets			
Financial assets			
(a) Investments	7	**-**	19.0875
(b) Trade Receivable		**-**	-
(c) Cash and cash equivalents	8	**4.1477**	2.8783
Other current assets	9	**1.0628**	0.9127
Total		**132.6112**	112.7330
II. EQUITY AND LIABILITY			
1 Equity			
Equity Share Capital	10	**652.7150**	652.7150
Other Equity	11	**(531.3955)**	(542.7741)
2 Non-Current Liabilities			
Financial Liabilities		**-**	-
Deferred tax liabilities(net)		**-**	-
3 Current liabilities			
Financial liabilities			
(a) Borrowings	12	**9.8430**	2.0630
(b) Trade Payable	13	**0.3588**	0.0436
(c) Other financial liabilities			
Other Current Liabilities	14	**0.2399**	0.0955
Provisions	15	**0.8500**	0.5900
Total		**132.6112**	112.7330
Summary of Significant Accounting Policies	2		
See other notes to Accounts			

Notes referred to above form part of Balance Sheet

As per our report of even date attached.
For Laxmikant Kabra & Co. LLP
Chartered Accountants
Firm Registration No. : 117183W/ W100736

For and on behalf of the Board

Sd-
Shirish Shetye
(Director)
DIN: 00148086

Sd-
Prakash shah
(Director)
DIN: 01136800

Sd-
CA Siddhant Kabra
Partner
Membership No.: 193348
UDIN: 24193348BKEFUP3126
Place: Mumbai
Date: 21st May, 2024

Sd-
Jayesh Ramchandra Patil
(Chief Finance Officer)

Statement of Profit and Loss for the year ended 31st March, 2024

(Amount in LAKH)

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
I. Revenue from operations		**0**	0
II. Other Income	16	**13.0507**	11.4624
Total Revenue(I+II)		**13.0507**	11.4624
III. Expenses			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		**0**	0
Employee benefit expense	17	**9.8927**	8.6159
Depreciation and amortization expenses	3	**0.1995**	0.2692
Other expenses	18	**8.8566**	12.7670
Total Expenses		**18.9488**	21.6521
IV. Profit/(Loss) before exceptional items and tax		**(5.8981)**	(10.1897)
V. Exceptional Items		**0**	0
VI. Profit /(Loss) after exceptional item before tax (IV+V)		**(5.8981)**	(10.1897)
VII. Tax Expenses:			
Current Tax		**0**	0
MAT		**0**	0
Deferred Tax		**0.0072**	0.0018
VIII. Profit/(Loss) for the year after tax (VI-VII)		**(5.9053)**	(10.1879)
IX. Other Comprehensive Income			
(A) Items that will not be reclassified to profit or loss			
(i) Gain/(loss) recognized on fair valuation of financial assets		**23.3566**	(3.1242)
(ii) Income Tax relating to items that will not reclassified to profit or Loss		**(6.0727)**	0.8123
(B) Items that may be reclassified to profit or loss			
(i) Provision for change in value of investments		**0**	0
(ii) Income Tax relating to items that may be reclassified to profit or Loss		**0**	0
Reclassification of loss on Asset held for Sale		**0**	0
Total Other Comprehensive Income (A(i)+(ii))		**17.2839**	(2.3119)
X. Total Comprehensive Income for the period (VIII)+(IX)		**11.3786**	(12.4999)
XII. Earning per equity share of Rs. 10 each:			
(1) Basic and Diluted		**(0.10)**	(0.17)

Notes referred to above form part of Balance Sheet

As per our report of even date attached.
For Laxmikant Kabra & Co. LLP
Chartered Accountants
Firm Registration No. : 117183W/ W100736

Sd-
CA Siddhant Kabra
Partner
Membership No.: 193348
UDIN: 24193348BKEFUP3126
Place: Mumbai
Date: 21st May, 2024

For and on behalf of the Board

Sd-
Shirish Shetye
(Director)
DIN: 00148086

Sd-
Prakash shah
(Director)
DIN: 01136800

Sd-
Jayesh Ramchandra Patil
(Chief Finance Officer)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

(Amount in LAKH)

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net (loss) / profit before tax	**(5.90)**	(10.19)
Adjustments for		
Depreciation	**0.20**	0.27
Interest & Dividend Income	**(2.94)**	(2.94)
Operating profit before working capital changes	**(8.64)**	(12.86)
Working capital adjustments :-		
Increase / (Decrease) in Trade and Other Payables	**0.32**	(1.03)
Increase / (Decrease) in Borrowings	**7.78**	(1.25)
Increase / (Decrease) in Provisions	**0.26**	0.41
Increase / (Decrease) in Other Financial Liabilities	**0.00**	0.00
Increase / (Decrease) in Other Current Liabilities	**0.14**	(0.06)
(Increase) / Decrease in Trade Receivable	**0.00**	0.00
(Increase) / Decrease in Other Current Assets	**(0.15)**	0.05
Cash generated from / (used in) operations	**(0.29)**	(14.75)
Direct taxes paid (Net of Refunds)	**-**	-
Net cash (used in) / from generated from operating activities	**(0.29)**	(14.75)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	**0.00**	0.00
Proceeds Purchase/ Sale of investments	**4.89**	(14.57)
Interest & Dividend Income	**2.94**	2.94
Net cash (used in) / generated from investing activities	**7.84**	(11.63)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease)of Unsecured Loan	**(6.28)**	6.28
Net cash (used in) / generated from financing activities	**(6.28)**	6.28
D. Net Increase/ decrease in cash and cash equivalents (A+B+C)	**1.27**	(20.10)
Cash and cash equivalents at the beginning of the year	**2.88**	22.97
Cash and cash equivalents at the end of the year	**4.15**	2.88

Notes referred to above form part of Balance Sheet

As per our report of even date attached.
For Laxmikant Kabra & Co. LLP
Chartered Accountants
Firm Registration No. : 117183W/ W100736

Sd-
CA Siddhant Kabra
Partner
Membership No.: 193348
UDIN: 24193348BKEFUP3126
Place: Mumbai
Date: 21st May, 2024

For and on behalf of the Board

Sd-
Shirish Shetye
(Director)
DIN: 00148086

Sd-
Prakash shah
(Director)
DIN: 01136800

Sd-
Jayesh Ramchandra Patil
(Chief Finance Officer)

NOTES FORMING PART OF THE BALANCE SHEET AS AT 31.3.2024

Notes to Financial Statements for the year ended 31st March, 2024

1. Corporate Information

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

The financial statements were authorized for issue in accordance with the Board resolution passed on 21st May, 2024.

2. Significant Accounting Policies

2.1 Compliance with IND-AS

The Company has prepared financial statements for the year ended March 31, 2023 in accordance with Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) together with the comparative period data as at and for the year ended March 31, 2024.

2.2 Basis of preparation and presentation

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

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

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

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

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

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

b) Property, Plant and Equipment:

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

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

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

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

Depreciation:

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

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

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

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

c) Fair Value Measurement:

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

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

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

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

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

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

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

d) Financial instruments:

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

FINANCIAL ASSETS

Initial recognition and measurement-

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

Subsequent measurement-

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

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

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

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

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

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

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

FINANCIAL LIABILITIES:

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

Subsequent Measurement:
This is dependent upon the classification thereof as under:

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

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

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

e) Revenue Recognition:

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

Other Operating Revenue:

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

Interest Income:

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

Dividend Income:

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

f) Employee Benefits:

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

g) Borrowing Costs:

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

h) Taxes on Income:

Current Income Taxes:

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

Deferred Taxes:

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

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

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

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

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

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

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

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

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

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

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

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

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

l) Statement of Cash Flow:

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

m) Segment Reporting:

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

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

n) Significant Accounting Judgements, Estimates and Assumptions:

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

i) Estimation of current tax expense and deferred tax:

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

ii) Recognition of deferred tax assets/ liabilities:

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

iii) Estimated fair value of Financial Instruments:

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

Note 3: Property Plant and Equipments:

Particulars	Gross Block				Depreciation			WDV as on 31st March 2024	WDV as on 31st March 2023
	Opening as on 01.04.2023	Additions during the year	Deduction/ diminution in value during the year**	Closing As at 31.03.2024	Opening as on 01.04.2023	during the year	Closing as at 31.03. 2024		
Fixed Assets									
Office Equipment	0.6507	-	-	0.6507	0.5597	0.0399	0.5198	0.1144	0.1543
Furniture and Fixture	3.8103	-	-	3.8103	3.1940	0.1596	3.0344	0.4567	0.6163
Computer & Printers	1.4267	-	-	1.4267	1.3112	0	1.3112	0.0523	0.0523
Total	**5.8877**	**-**	**-**	**5.8877**	**5.0649**	**0.1995**	**4.8654**	**0.6234**	**0.8229**
Previous Year	**5.8877**	**-**	**-**	**5.8877**	**4.7956**	**0.2692**	**5.0648**	**0.8229**	

*Represents preliminary expenses pending allocation capitalized.

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

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

Note 4: Non-Current Investments

(Amount in LAKH**)**

Particulars	**As at 31.03.2024**	As at 31.03.2023
Investment measured at Fair Value through Other Comprehensive Income Investments in Equity Instruments 65,700 Equity Shares, Mayur Flooring Limited 2,10,000 Equity Shares Khemsum Apparels Overseas Limited Purchase of Investment	 **2.5623** **21.0000** **37.5499**	 2.5623 21.0000 0
TOTAL	**61.1122**	23.5623

Note 5: Non Current Assets – Loans

(Amount in LAKH**)**

Particulars	**As at 31.03.2024**	As at 31.03.2023
Unsecured Considered Good Loan to Others	 **60.0858**	 53.8100
TOTAL	**60.0858**	53.8100

Note 6: Deferred Tax Assets (Net)

(Amount in LAKH**)**

Particulars	**As at 31.03.2024**	As at 31.03.2023
Opening Deferred Tax Liability/(Asset) occurred on change in value of investments Liability/(Asset) occurred due to Fixed Assets Depreciation	**11.6593** **(6.0800)** **-**	10.8434 0.8159 -
TOTAL	**5.5793**	11.6593

Note 7: Current Investments

(Amount in LAKH**)**

Particulars	**As at 31.03.2024**	As at 31.03.2023
Investment measured at Fair Value through Profit & Loss Investments in Equity Instruments (Quoted)	 **0**	 62.5777
Add: Provision for change in value of Investment	**0**	(43.4901)
TOTAL	**0**	19.0876

Note 8: Cash & Cash Equivalents

(Amount in LAKH**)**

Particulars	**As at 31.03.2024**	As at 31.03.2023
Balance with Bank (Current Account) Cash in Hand	**0.3648** **3.7829**	1.4352 1.4431
TOTAL	**4.1477**	2.8783

Note 9: Other Current Assets

(Amount in LAKH**)**

Particulars	**As at 31.03.2024**	As at 31.03.2023
MSEB Deposit TDS Receivable	**0.6062** **0.4566**	0.6062 0.3065
TOTAL	**1.0628**	0.9127

Note 10: Equity Share Capital

(Amount in LAKH)

Particulars	As at 31.03.2024	As at 31.03.2023
Authorized Capital 80,00,000 (Previous Year 80,00,000) Equity Shares of Rs. 10/- each	**800.0000**	8,00,00,000
TOTAL	**800.0000**	8,00,00,000
Issued , Subscribed and Paid up Capital 58,90,000 (Previous Year 58,90,000) Equity Shares of Rs. 10/- each, Fully paid up Add: Share Forfeited	**589.0000** **63.7150**	589.0000 63.7150
TOTAL	**652.7150**	652.7150

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

Particulars	As at 31.03.2024	As at 31.03.2023
Number of Equity Shares at the beginning	**58.9000**	58.9000
Number of Equity Shares at the end	**58.9000**	58.9000

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

Particulars	No of Shares Held	% of Shares
Prakash Bhoorchand Shah		
Current Year	10,74,430	18.24%
Previous Year	10,74,430	18.24%
Gulechha Investment and Trading Company Private Limited	3,73,000	6.33%
Current Year	3,73,000	6.33%
Previous Year		
Rapport Investment and Trading Company Private Limited	9,17,300	15.57%
Current Year	9,17,300	15.57%
Previous Year		

Note 11: Other Equity

(Amount in LAKH)

Particulars	As at 31.03.2024	As at 31.03.2023
Surplus (Profit and Loss Account)		
Opening Balances	**(542.7741)**	(530.2760)
Add/Less: Provision for change in value of investments	**20.1335**	43.4901
Add/Less: Tax adjustment	**(2.8568)**	(45.8021)
Add/Less: Profit/(Loss) of the year	**(5.8981)**	(10.1862)
Balance as at end of the year		
TOTAL	**(531.3955)**	(542.7741)

Note 12: Current Borrowings

(Amount in LAKH)

Particulars	As at 31.03.2024	As at 31.03.2023
Borrowings from Director	**9.8430**	2.0630
TOTAL	**9.8430**	2.0630

Note 13: Current Liabilities- Trade Payables

(Amount in LAKH**)**

Particulars	**As at 31.03.2024**	As at 31.03.2023
Total outstanding dues of Micro Enterprises and Small Enterprises	**0**	0
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	**0.3588**	0.0436
TOTAL	**0.3588**	0.0436

Note 14: Other Current Liabilities

(Amount in LAKH**)**

Particulars	**As at 31.03.2024**	As at 31.03.2023
TDS on Professional Fees	**0.2399**	0.0955
Audit Fees Payable	**0**	0
TOTAL	**0.2399**	0.0955

Note 15: Current Liabilities- Provisions

(Amount in LAKH**)**

Particulars	**As at 31.03.2024**	As at 31.03.2023
Provision for Audit Fees	**0**	0.5900
Provision for Expenses	**0.8500**	0
TOTAL	**0.8500**	0.5900

Note 16: Other Income

(Amount in LAKH**)**

Particulars	**As at 31.03.2024**	As at 31.03.2023
Dividend	**0.2400**	0.2413
Interest	**2.7247**	2.7032
Profit on sale of Investment	**10.0860**	8.5179
TOTAL	**13.0507**	11.4624

Note 17: Employee Benefit Expenses

(Amount in LAKH**)**

Particulars	**As at 31.03.2024**	As at 31.03.2023
Salary & Wages	**9.4100**	8.1650
Staff Welfare Expenses	**0.4827**	0.4509
TOTAL	**9.8927**	8.6159

Note 18: Other Expenses

(Amount in LAKH**)**

Particulars	**As at 31.03.2024**	As at 31.03.2023
Amount written off	**0.0000**	0.2728
Annual Custody Fees	**0.2655**	0.2655
Audit Fees	**0.5900**	0.5900
Bank Charges	**0.0054**	0.0088
Books & Periodicals	**0.0260**	0.0728
Conveyance	**0.2442**	0.3679
Demat Charges	**0.0059**	0.0059
Electricity Charges	**0.1786**	0.2207
Filing Fees - R.O.C.	**0.0490**	0.0650
Interest on Delay Payment	**0.0660**	0.1417
Listing Fees	**3.8350**	3.5400
Miscellaneous Expenses	**0.3648**	0.7304
NSDL Fees	**0.3422**	0.1770
Office Expenses	**0.6020**	0.5784
Postage & Telegram	**0.0140**	0.0056
Printing & Stationery	**0.2753**	0.3002
Professional Fees	**0.6521**	0.4770
Publication Charges	**0.2690**	0.1887
R & T Exp	**0.4925**	0.4550
Secretarial Audit Fees	**0.1500**	0.1500
Telephone Charges	**0.0411**	0.0745
Travelling Expenses	**0.2641**	0.3639
Profit/(Loss) on sale of Investments	**0.0000**	3.5382
Website Expenses	**0.1239**	0.1770
TOTAL	**8.8566**	12.7669

Note 20: Other Notes to Accounts

I. Related Party Information & Transactions with Related Parties:

The Company has not entered into any related party transactions during the financial year 2023-2024.

II. Segment Reporting:

The Company has no separate reporting segment.

III. Financial Instrument:

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

(a) Financial Assets and Liabilities

The carrying values of financial instruments by categories as at 31st March, 2024 are as follows:

(Amount in LAKH)

Particulars	Note No.	Fair Value through Profit /Loss	Fair Value Through OCI	Amortized Cost	Total carrying Value
Financial Assets					
Non-current					
Investment	4	32.3178	-	-	32.3178
Loans & Advances	5	-	-	60.0858	60.0858
Current					
Investment	7	-	28.7944	-	28.7944
Trade Receivables		-	-	-	-
Cash and cash equivalents	8	-	-	4.1477	4.1477
TOTAL		**32.3178**	**28.7944**	**64.2335**	**125.3457**
Financial Liabilities					
Current					
Trade Payables	13	-	-	0.3588	0.3588
Other Financial Liabilities	14	-	-	0	0
Other Current Liabilities	15	-	-	0.2399	0.2399
TOTAL		-	-	**0.5987**	**0.5987**

The carrying values of financial instruments by categories as at 31st March, 2023 are as follows:

(Amount in LAKH)

Particulars	Note No.	Fair Value through Profit /Loss	Fair Value Through OCI	Amortized Cost	Total carrying Value
Financial Assets					
Non-current					
Investment	4	32.3178	-	-	32.3178
Loans & Advances	5	-	-	53.8100	53.8100
Current					
Investment	7	-	10.3321	-	10.3321
Trade Receivables	8	-	-	-	-
Cash and cash equivalents	9	-	-	2.8783	2.8783
TOTAL		**32.3178**	**10.3321**	**56.6883**	**99.3381**
Financial Liabilities					
Current					
Trade Payables	13	-	-	0.0436	0.0436
Other Financial Liabilities	14	-	-	0	0
Other Current Liabilities	15	-	-	0.0955	0.0955
TOTAL		-	-	**0.1391**	**0.1391**

Fair Value Hierarchy

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

Level1: Inputs are quoted prices (unadjusted) inactive markets for identical assets and liabilities.

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

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

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

(Amount in LAKH**)**

As at 31st March, 2024	Level1	Level2	Level3	Total
Financial Assets: *Investments measured at Fair value through Other Comprehensive Income*				
Investments in Quoted Equity Shares	28.7944	-	-	**28.7944**
Investments measured at Fair value through Profit & Loss				
Investments in Quoted Shares	28.7944	-	-	**28.7944**

(Amount in LAKH**)**

As at 31st March, 2023	Level1	Level2	Level3	Total
Financial Assets: *Investments measured at Fair value through Other Comprehensive Income*				
Investments in Quoted Equity Shares	10.3321	-	-	**10.3321**
Investments measured at Fair value through Profit & Loss				
Investments in Quoted Shares	10.3321	-	-	**10.3321**

Notes referred to above form part of Balance Sheet

As per our report of even date attached.
For Laxmikant Kabra & Co. LLP
Chartered Accountants
Firm Registration No. : 117183W/ W100736

Sd-
CA Siddhant Kabra
Partner
Membership No.: 193348
UDIN: 24193348BKEFUP3126
Place: Mumbai
Date: 21st May, 2024

For and on behalf of the Board

Sd.
Shirish Shetye
(Director)
DIN: 00148086

Sd.
Prakash shah
(Director)
DIN: 01136800

Sd.
Jayesh Ramchandra Patil
(Chief Finance Officer)

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of BACIL PHARMA LIMITED
Report on the Audit of Financial Results

Opinion

We have audited the annual financial results of BACIL PHARMA LIMITED (hereinafter referred to as the 'Company") for the year ended March 31, 2025 and the Balance Sheet and the Statement of Cash Flows as at and for the year ended on that date, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial results:

i. are presented in accordance with the requirements of Regulation 33 and Regulation 52 of the Listing Regulations in this regard; and
ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 (the "Act") and other accounting principles generally accepted in India, of net profit and other comprehensive income and other financial information of the Company for the year ended March 31, 2025 and the balance sheet and the statement of cash flows as at and for the year ended on that date.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. During the year under consideration, we do not have any key audit matters to report.

Emphasis of Matter

The company has extended loans and advances to various parties, which are still outstanding as of the report date. However, due to the lack of confirmation, we are unable to express an opinion on the nature and recoverability of these loans and advances.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Financial Results

These financial results have been prepared on the basis of the annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company and the balance sheet and the statement of cash flows in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 of the Listing Regulations. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the financial results by the Directors of the Company, as aforesaid.

In preparing the financial results, the Board of Directors of the Company are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors of the Company are responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

a. Identify and assess the risks of material misstatement of the financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

d. Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are Inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

e. Evaluate the overall presentation, structure and content of the financial results including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   a) Apart from matters stated in emphasis of matter paragraph, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of change in equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2" to this report.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

   a) The Company has no pending litigations as of March 31, 2025, on its financial position in its standalone financial statements.
   b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
   c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
   d) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

3. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company or any of its subsidiary companies incorporated in India only with effect from 1 April 2025, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

4. In our opinion and to the best of our information and according to the explanation given to us, the company has not paid any remuneration to its directors during the year. Hence the provisions of Section 197 of the Act are not applicable.

5. Based on our examination which included test checks, the company has not used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility Accordingly, we are unable to comment on any instance of audit trail feature being tampered.

For Laxmikant Kabra & Co LLP
Chartered Accountants
FRN.: 117183W/ W100736

Sd/-

CA Siddhant Kabra
Partner
Place: Thane
Membership No.: 193348
Date: 26th May 2025
UDIN: 25193348BMHXXY6805

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT:

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31st March 2025, we report that:

i.

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

b. The Company has a regular programme of physical verification of its property plant and equipment by which fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property plant and equipment were verified during the year and no material discrepancies were noticed on such verification.

c. According to the information and explanations given to us and on the basis of our examination of the records of the company, company does not have any immovable property.

d. The Company has not revalued its Property, Plant and Equipment (including Right of use assets) during the year ended 31st March 2025.

e. There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. As per the information and explanations given to us, the company does not have any inventory. Accordingly, clause 3(ii) of the order is not applicable to the company.

iii.

a. The company has made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

b. The company has provided loans, during the year as under:

Aggregate amount granted/provided during the year (others)	174.13 Lakhs
Balance outstanding as at the Balance sheet date in respect of above cases	128.22 Lakhs

c. The above loans and advances are either repayable on demand or without specifying any terms or period of repayment. Balances of such loans and advances are subject to confirmation and reconciliation if any.

d. The investments made, guarantee provided, in our opinion, prima-facie, not prejudicial to the company's interest.

iv. The company has not granted any loans, or made any investments, guarantees, and security, to which the provisions of sections 185 and 186 of the Companies Act 2013 apply.

v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

vi. To the best of our knowledge and explanation given to us, the provisions of maintenance of cost records under sub section (1) of Section 148 of the Act are not applicable to Company for the Financial year 2024-25. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

vii.

a. Undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Service Tax, Custom Duty and other material statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, Goods and Service tax, Custom Duty and other material statutory dues were outstanding for the year end, for a period of more than six months from the date they became payable.

b. According to the records of the Company, there are no dues outstanding of income-tax, sales- tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute for the year ended March 31, 2025.

viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix.

a. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government.
b. The Company has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority during the year.
c. During the year the company has not availed of or has been disbursed any term loans
d. On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes during the year by the Company.
e. The company does not have any Subsidiary, Associates or Joint Ventures.
f. The company does not have any Subsidiary, Associates or Joint Ventures.

x.

a. The company has made a preferential allotment of 8,62,500 equity shares, having a face value of Rs. 10/- each, at a price of Rs. 32/- per share, aggregating to Rs. 2,76,00,000/-, issued for cash. Additionally, 76,00,500 equity shares, with a face value of Rs. 10/- each, were issued at Rs. 32/- per share, aggregating to Rs. 24,32,16,000/-, for consideration other than cash. According to the information and explanations provided to us, and based on the audit procedures performed, the company has complied with the requirements of Section 42 and Section 62 of the Companies Act, 2013 concerning the preferential allotment. However, as of the date of the balance sheet, the company has not received trading approval for the aforementioned preferential allotment. Consequently, the funds raised through the allotment are held in an escrow account and have not been utilized as of the balance sheet date.

xi.

a. No fraud by the Company or no fraud on the Company has been noticed or reported during the year
b. There is no instance, during the year that necessitates reporting in the form ADT-4
c. There are no instances of whistle-blower complaints received by the company during the year.

xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clauses 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

xiii. In our opinion, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

xiv. The Company has an internal audit system commensurate with the size and nature of its business.

xv. During the year the Company has not entered into non-cash transactions with persons connected with its directors. Therefore, the requirement to report on clauses 3(xv) of the Order is not applicable to the Company.

xvi.

a. The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi) (a) of the Order is not applicable to the Company
b. The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
c. The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company
d. There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

xvii. Since there were no operations during the year, the company has incurred loss on account of fixed cost. The profit and loss of other comprehensive income which relates to investment activities have not been considered for purpose of the said clause as the same has not been realised during the year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we believe that there does not exists material uncertainty as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. Even though there are no operations or business in the company, management is of the opinion that company will start its operations. Also, Current assets of the company are more than current liabilities. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. According to the information and explanation given to us provisions of section 135 of the Companies Act 2013 are not applicable to the company. Accordingly, the requirement to report on clause 3(xx) of the Order is not applicable to the Company.

xxi. The company does not have any subsidiaries or associates or joint ventures, the accounts of which are to be consolidated and as such there are no consolidated financial statements.

For Laxmikant Kabra & Co LLP
Chartered Accountants
FRN.: 117183W/ W100736

Sd/-

CA Siddhant Kabra
Partner
Place: Thane
Membership No.: 193348
Date: 26th May 2025
UDIN: 25193348BMHXXY6805

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members BACIL PHARMA LIMITED on the financial statements for the year ended March 31, 2025

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

We have audited the internal financial controls over financial reporting BACIL PHARMA LIMITED ('the Company') as of March 31, 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

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

Auditor's responsibility

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

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

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

Meaning of internal financial controls over financial reporting

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

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

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

Inherent limitations of internal financial controls over financial reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Laxmikant Kabra & Co LLP
Chartered Accountants
FRN.: 117183W/ W100736

Sd/-

CA Siddhant Kabra
Partner
Place: Thane
Membership No.: 193348
Date: 26th May 2025
UDIN: 25193348BMHXXY6805

Balance Sheet as at 31st March, 2025

(Amount in LAKH)

Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
I. ASSETS			
1 Non-Current Assets			
Property, Plant and Equipments	3	**0**	0.6234
Assets Classified as held for sale			
Property Plant and Equipments		**0**	0
Financial assets			
(a) Investments	4	**2135.6582**	61.1122
(b) Loans	5	**128.2551**	60.0858
Deferred tax assets (net)	6	**5.3609**	5.5793
2 Current assets			
Financial assets			
(a) Investments		**-**	-
(b) Trade Receivable		**-**	-
(c) Cash and cash equivalents	7	**285.7289**	4.1477
Other current assets	8	**5.0186**	1.0628
Total		**2560.0218**	132.6112
II. EQUITY AND LIABILITY			
1 Equity			
Equity Share Capital	9	**1397.0150**	652.7150
Other Equity	10	**1146.1159**	(531.3955)
2 Non-Current Liabilities			
Financial Liabilities		**-**	-
Deferred tax liabilities(net)		**-**	-
3 Current liabilities			
Financial liabilities			
(a) Borrowings	11	**16.3930**	9.8430
(b) Trade Payable	12	**0.4117**	0.3588
(c) Other financial liabilities			
Other Current Liabilities	13	**0.0861**	0.2399
Provisions	14	**0**	0.8500
Total		**2560.0218**	132.6112

Summary of Significant Accounting Policies **2**

See other notes to Accounts

Notes referred to above form part of Balance Sheet

As per our report of even date attached.
For Laxmikant Kabra & Co. LLP
Chartered Accountants
Firm Registration No. : 117183W/ W100736

Sd-
CA Siddhant Kabra
Partner
Membership No.: 193348
UDIN: 25193348BMHXXY6805
Place: Mumbai
Date: 26th May, 2025

For and on behalf of the Board

Sd-
Dinesh Notiyal
(Director)
DIN: 10289995

Sd-
Prakash shah
(Director)
DIN: 01136800

Sd-
Jayesh Ramchandra Patil
(Chief Finance Officer)

Statement of Profit and Loss for the year ended 31st March, 2025

(Amount in LAKH)

Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
I. Revenue from operations		**0**	0
II. Other Income	15	**66.1446**	13.0507
Total Revenue(I+II)		**66.1446**	13.0507
III. Expenses			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		**0**	0
Employee benefit expense	16	**13.8426**	9.8927
Depreciation and amortization expenses	3	**0.0739**	0.1995
Other expenses	17	**11.4727**	8.8566
Total Expenses		**25.3893**	18.9488
IV. Profit/(Loss) before exceptional items and tax		**40.7553**	(5.8981)
V. Exceptional Items		**0**	0
VI. Profit /(Loss) after exceptional item before tax (IV+V)		**40.7553**	(5.8981)
VII. Tax Expenses:			
Current Tax		**0**	0
MAT		**0**	0
Deferred Tax		**(0.3446)**	0.0072
VIII. Profit/(Loss) for the year after tax (VI-VII)		**40.4107**	(5.9053)
IX. Other Comprehensive Income			
(A) Items that will not be reclassified to profit or loss			
(i) Gain/(loss) recognized on fair valuation of financial assets		**(0.4855)**	23.3566
(ii) Income Tax relating to items that will not reclassified to profit or Loss		**0.1262**	(6.0727)
(B) Items that may be reclassified to profit or loss			
(i) Provision for change in value of investments		**0**	0
(ii) Income Tax relating to items that may be reclassified to profit or Loss		**0**	0
Reclassification of loss on Asset held for Sale		**0**	0
Total Other Comprehensive Income (A(i)+(ii))		**(0.3593)**	17.2839
X. Total Comprehensive Income for the period (VIII)+(IX)		**40.0514**	11.3786
XII. Earning per equity share of Rs. 10 each:			
(1) Basic and Diluted		**0.64**	(0.10)

Notes referred to above form part of Balance Sheet

As per our report of even date attached.
For Laxmikant Kabra & Co. LLP
Chartered Accountants
Firm Registration No. : 117183W/ W100736

Sd-
CA Siddhant Kabra
Partner
Membership No.: 193348
UDIN: 25193348BMHXXY6805
Place: Mumbai
Date: 26th May, 2025

For and on behalf of the Board

Sd-
Dinesh Notiyal
(Director)
DIN: 10289995

Sd-
Prakash shah
(Director)
DIN: 01136800

Sd-
Jayesh Ramchandra Patil
(Chief Finance Officer)

BACIL PHARMA LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

(Amount in LAKH)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net (loss) / profit before tax	**40.76**	(5.90)
Adjustments for		
Depreciation	**0.07**	0.20
Loss on Sale of Fixed Asset	**0.55**	0.00
Interest & Dividend Income	**(2.94)**	(2.94)
Operating profit before working capital changes	**38.43**	(8.64)
Working capital adjustments :-		
Increase / (Decrease) in Trade and Other Payables	**0.05**	0.32
Increase / (Decrease) in Borrowings	**6.55**	7.78
Increase / (Decrease) in Provisions	**0.26**	0.26
Increase / (Decrease) in Other Financial Liabilities	**(0.85)**	0.00
Increase / (Decrease) in Other Current Liabilities	**(0.15)**	0.14
(Increase) / Decrease in Trade Receivable	**0.00**	0.00
(Increase) / Decrease in Other Current Assets	**(3.96)**	(0.15)
Cash generated from / (used in) operations	**40.08**	(0.29)
Direct taxes paid (Net of Refunds)	**-**	-
Net cash (used in) / from generated from operating activities	**40.08**	(0.29)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	**0.00**	0.00
Proceeds Purchase/ Sale of investments	**30.73**	4.89
Interest & Dividend Income	**2.94**	2.94
Net cash (used in) / generated from investing activities	**33.67**	7.84
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease)of Unsecured Loan	**(68.17)**	(6.28)
Proceeds from Preferential Allotment of Shares	**276.00**	0
Net cash (used in) / generated from financing activities	**207.83**	(6.28)
D. Net Increase/ decrease in cash and cash equivalents (A+B+C)	**281.58**	1.27
Cash and cash equivalents at the beginning of the year	**4.15**	2.88
Cash and cash equivalents at the end of the year	**285.73**	4.15

Notes referred to above form part of Balance Sheet

As per our report of even date attached.
For Laxmikant Kabra & Co. LLP
Chartered Accountants
Firm Registration No. : 117183W/ W100736

Sd-
CA Siddhant Kabra
Partner
Membership No.: 193348
UDIN: 25193348BMHXXY6805
Place: Mumbai
Date: 26th May, 2025

For and on behalf of the Board

Sd-
Dinesh Notiyal
(Director)
DIN: 10289995

Sd-
Prakash shah
(Director)
DIN: 01136800

Sd-
Jayesh Ramchandra Patil
(Chief Finance Officer)

NOTES FORMING PART OF THE BALANCE SHEET AS AT 31.3.2025

Notes to Financial Statements for the year ended 31st March, 2025

1. Corporate Information

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

The financial statements were authorized for issue in accordance with the Board resolution passed on 26th May, 2025.

2. Significant Accounting Policies

2.1 Compliance with IND-AS

The Company has prepared financial statements for the year ended March 31, 2024 in accordance with Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) together with the comparative period data as at and for the year ended March 31, 2025.

2.2 Basis of preparation and presentation

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

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

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

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

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

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

b) Property, Plant and Equipment:

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

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

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

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

Depreciation:

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

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

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

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

c) Fair Value Measurement:

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

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

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

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

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

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

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

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

d) Financial instruments:

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

FINANCIAL ASSETS

Initial recognition and measurement-

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

Subsequent measurement-

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

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

Equity instruments

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

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

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

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

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

FINANCIAL LIABILITIES:

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

Subsequent Measurement:
This is dependent upon the classification thereof as under:

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

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

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

e) Revenue Recognition:

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

Other Operating Revenue:

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

Interest Income:

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

Dividend Income:

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

f) Employee Benefits:

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

g) Borrowing Costs:

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

h) Taxes on Income:

Current Income Taxes:

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

Deferred Taxes:

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

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

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

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

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

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

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

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

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

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

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

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

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

l) Statement of Cash Flow:

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

m) Segment Reporting:

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

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

n) Significant Accounting Judgements, Estimates and Assumptions:

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

i) Estimation of current tax expense and deferred tax:

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

ii) Recognition of deferred tax assets/ liabilities:

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

iii) Estimated fair value of Financial Instruments:

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

Note 3: Property Plant and Equipments:

Particulars	Gross Block				Depreciation			WDV as on 31st March 2025	WDV as on 31st March 2024
	Opening as on 01.04.2024	Additions during the year	Deduction/ diminution in value during the year**	Closing As at 31.03.2025	Opening as on 01.04.2024	during the year	Closing as at 31.03.2025		
Fixed Assets									
Office Equipment	0.6507	-	-	0.6507	0.5198	0.0148	0.6507*	0	0.1144
Furniture and Fixture	3.8103	-	-	3.8103	3.0344	0.0591	3.8103*	0	0.4567
Computer & Printers	1.4267	-	-	1.4267	1.3112	0	1.4267*	0	0.0523
Total	**5.8877**	**-**	**-**	**5.8877**	**4.8654**	**0.0739**	**5.8877***	**0**	**0.6234**
Previous Year	**5.8877**	**-**	**-**	**5.8877**	**5.0649**	**0.1995**	**4.8654**	**0.6234**	

*** Balance amount of Depreciation Block has been written-off during the Financial Year 2024-25.**

Note 4: Non-Current Investments

(Amount in LAKH)

Particulars	As at 31.03.2025	As at 31.03.2024
Investment measured at Fair Value through Other Comprehensive Income		
Investments in Equity Instruments		
65,700 Equity Shares, Mayur Flooring Limited	**2.5623**	2.5623
2,10,000 Equity Shares Khemsum Apparels Overseas Limited	**21.0000**	21.0000
CNX Corporation Ltd.	**2105.7600**	
Purchase of Investment	**6.3359**	37.5499
TOTAL	**2135.6582**	61.1122

Note 5: Non Current Assets – Loans

(Amount in LAKH)

Particulars	As at 31.03.2025	As at 31.03.2024
Unsecured Considered Good		
Loan to Others	**128.2551**	60.0858
TOTAL	**128.2551**	60.0858

Note 6: Deferred Tax Assets (Net)

(Amount in LAKH)

Particulars	As at 31.03.2025	As at 31.03.2024
Opening Deferred Tax	**5.5793**	11.6593
Liability/(Asset) occurred on change in value of investments	**(0.2184)**	(6.0800)
Liability/(Asset) occurred due to Fixed Assets Depreciation	**-**	-
TOTAL	**5.3609**	5.5793

Note 7: Cash & Cash Equivalents

(Amount in LAKH)

Particulars	As at 31.03.2025	As at 31.03.2024
Balance with Bank (Current Account)	**278.2135**	0.3648
Cash in Hand	**7.5154**	3.7829
TOTAL	**285.7289**	4.1477

Note 8: Other Current Assets

(Amount in LAKH)

Particulars	As at 31.03.2025	As at 31.03.2024
MSEB Deposit	**0**	0.6062
TDS Receivable	**0.2986**	0.4566
Sundry Debtors	**4.7200**	0
TOTAL	**5.0186**	1.0628

Note 9: Equity Share Capital

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of Shares	Amount	No. of Shares	Amount
(A) Share Capital				
Authorised Capital				
At the beginning of the Year	80,00,000	8,00,00,000	80,00,000	8,00,00,000
Additions During the Year	1,20,00,000	12,00,00,000	-	-
	2,00,00,000	20,00,00,000	80,00,000	8,00,00,000
(B) Issues, Subscribed and Paid up:				
Equity Shares of Rs.10/- each.	65,27,200	6,52,72,000	58,90,000	5,89,00,000
Additions During the Year	84,63,000	2,53,89,000	-	-
Add: Shares Forfeited*	6,37,200	63,72,000	6,37,200	63,72,000
Total	1,43,53,000	8,42,89,000	65,27,200	6,52,72,000

* Corporate Action for forfeiture of shares completed during the year. Accordingly the said shares have been removed from the paid up share capital of the company

During the year, the Company has issued 8,62,500 Shares at a price of ₹32 per share (comprising ₹10 face value and ₹22 premium) amounting to ₹2,76,00,000 (Rupees Two Crores Seventy-Six Lakhs only) on cash basis. Additionally, the Company has issued 76,00,500 equity shares at an issue price of ₹32 per share (comprising ₹10 face value and ₹22 premium), aggregating to ₹24,32,16,000, on a non-cash basis by way of share swap. Accordingly company has received 50,67,000 equity shares of M/s CNX Corporation Limited ("CCL"), having a face value of ₹10 each and at a price of ₹48 per share. The above preferential allotments were made on March 12, 2025, and March 24, 2025.

Note 10: Other Equity

(Amount in LAKH)

Particulars	**As at 31.03.2025**	As at 31.03.2024
Surplus (Profit and Loss Account)		
Opening Balances	**(531.3955)**	(542.7741)
Add/Less: Provision for change in value of investments	**(0.3593)**	20.1335
Add/Less: Tax adjustment	**0**	(2.8568)
Add/Less: Profit/(Loss) of the year	**40.4107**	(5.8981)
Add/Less: Securities Premium	**1637.4600**	0
Balance as at end of the year		
TOTAL	**1146.1159**	(531.3955)

Note 12: Current Borrowings

(Amount in LAKH)

Particulars	**As at 31.03.2025**	As at 31.03.2024
Borrowings from Director	**16.3930**	9.8430
TOTAL	**16.3930**	9.8430

Note 13: Current Liabilities- Trade Payables

(Amount in LAKH)

Particulars	As at 31.03.2025	As at 31.03.2024
Total outstanding dues of Micro Enterprises and Small Enterprises	**0**	0
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	**0.4117**	0.3588
TOTAL	**0.4117**	0.3588

Note 14: Other Current Liabilities

(Amount in LAKH)

Particulars	As at 31.03.2025	As at 31.03.2024
TDS on Professional Fees	**0.0861**	0.2399
Audit Fees Payable	**0**	0
TOTAL	**0.0861**	0.2399

Note 15: Current Liabilities- Provisions

(Amount in LAKH)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Audit Fees	**0**	0
Provision for Expenses	**0**	0.8500
TOTAL	**0**	0.8500

Note 16: Other Income

(Amount in LAKH)

Particulars	As at 31.03.2025	As at 31.03.2024
Consulting Fees	**4.0000**	0
Dividend	**0.1440**	0.2400
Interest	**8.1800**	2.7247
Interest on Income Tax Refund	**0.0010**	0
Profit on sale of Investment	**53.8196**	10.0860
TOTAL	**66.1446**	13.0507

Note 17: Employee Benefit Expenses

(Amount in LAKH)

Particulars	As at 31.03.2025	As at 31.03.2024
Salary & Wages	**13.2600**	9.4100
Staff Welfare Expenses	**0.5826**	0.4827
TOTAL	**13.8426**	9.8927

Note 18: Other Expenses

(Amount in LAKH)

Particulars	**As at 31.03.2025**	As at 31.03.2024
Amount written off	**0.0000**	0.0000
Annual Custody Fees	**0.2655**	0.2655
Audit Fees	**0.5900**	0.5900
Bank Charges	**0.0054**	0.0054
Books & Periodicals	**0.0260**	0.0260
Conveyance	**0.2442**	0.2442
Demat Charges	**0.0059**	0.0059
Electricity Charges	**0.1786**	0.1786
Filing Fees - R.O.C.	**0.0490**	0.0490
Interest on Delay Payment	**0.0660**	0.0660
Listing Fees	**3.8350**	3.8350
Miscellaneous Expenses	**0.3648**	0.3648
NSDL Fees	**0.3422**	0.3422
Office Expenses	**0.6020**	0.6020
Postage & Telegram	**0.0140**	0.0140
Printing & Stationery	**0.2753**	0.2753
Professional Fees	**0.6521**	0.6521
Publication Charges	**0.2690**	0.2690
R & T Exp	**0.4925**	0.4925
Secretarial Audit Fees	**0.1500**	0.1500
Telephone Charges	**0.0411**	0.0411
Travelling Expenses	**0.2641**	0.2641
Profit/(Loss) on sale of Investments	**0.0000**	0.0000
Website Expenses	**0.1239**	0.1239
TOTAL	**8.8566**	8.8566

Note 20: Other Notes to Accounts

I. Related Party Information & Transactions with Related Parties:
The Company has not entered into any related party transactions during the financial year 2024-2025.

II. Segment Reporting:
The Company has no separate reporting segment.

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

(a) Financial Assets and Liabilities

The carrying values of financial instruments by categories as at 31st March, 2025 are as follows:

(Amount in LAKH)

Particulars	Note No.	Fair Value through Profit /Loss	Fair Value Through OCI	Amortized Cost	Total carrying Value
Financial Assets					
Non-current					
Investment	4	32.3178	-	-	32.3178
Loans & Advances	5	-	-	60.0858	60.0858
Current					
Investment	7	-	28.7944	-	28.7944
Trade Receivables		-	-	-	-
Cash and cash equivalents	8	-	-	4.1477	4.1477
TOTAL		**32.3178**	**28.7944**	**64.2335**	**125.3457**
Financial Liabilities					
Current					
Trade Payables	13	-	-	0.3588	0.3588
Other Financial Liabilities	14	-	-	0	0
Other Current Liabilities	15	-	-	0.2399	0.2399
TOTAL		-	-	**0.5987**	**0.5987**

The carrying values of financial instruments by categories as at 31st March, 2023 are as follows:

(Amount in LAKH)

Particulars	Note No.	Fair Value through Profit /Loss	Fair Value Through OCI	Amortized Cost	Total carrying Value
Financial Assets					
Non-current					
Investment	4	32.3178	-	-	32.3178
Loans & Advances	5	-	-	53.8100	53.8100
Current					
Investment	7	-	10.3321	-	10.3321
Trade Receivables	8	-	-	-	-
Cash and cash equivalents	9	-	-	2.8783	2.8783
TOTAL		**32.3178**	**10.3321**	**56.6883**	**99.3381**
Financial Liabilities					
Current					
Trade Payables	13	-	-	0.0436	0.0436
Other Financial Liabilities	14	-	-	0	0
Other Current Liabilities	15	-	-	0.0955	0.0955
TOTAL		-	-	**0.1391**	**0.1391**

Fair Value Hierarchy

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

Level1: Inputs are quoted prices (unadjusted) inactive markets for identical assets and liabilities.

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

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

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

(Amount in LAKH)

As at 31st March, 2025	**Level1**	**Level2**	**Level3**	**Total**
Financial Assets: *Investments measured at Fair value through Other Comprehensive Income*				
Investments in Quoted Equity Shares	28.7944	-	-	**28.7944**
Investments measured at Fair value through Profit & Loss				
Investments in Quoted Shares	28.7944	-	-	**28.7944**

(Amount in LAKH)

As at 31st March, 2024	**Level1**	**Level2**	**Level3**	**Total**
Financial Assets: *Investments measured at Fair value through Other Comprehensive Income*				
Investments in Quoted Equity Shares	10.3321	-	-	**10.3321**
Investments measured at Fair value through Profit & Loss				
Investments in Quoted Shares	10.3321	-	-	**10.3321**

Notes referred to above form part of Balance Sheet

As per our report of even date attached.
For Laxmikant Kabra & Co. LLP
Chartered Accountants
Firm Registration No. : 117183W/ W100736

Sd-
CA Siddhant Kabra
Partner
Membership No.: 193348
UDIN: 25193348BMHXXY6805
Place: Mumbai
Date: 26th May, 2025

For and on behalf of the Board

Sd-
Dinesh Notiyal
(Director)
DIN: 10289995

Sd-
Prakash shah
(Director)
DIN: 01136800

Sd-
Jayesh Ramchandra Patil
(Chief Finance Officer)

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of BACIL PHARMA LIMITED
Report on the Audit of Financial Results

Opinion

We have audited the annual financial results of BACIL PHARMA LIMITED (hereinafter referred to as the 'Company") for the year ended March 31, 2026 and the Balance Sheet and the Statement of Cash Flows as at and for the year ended on that date, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial results:

i. are presented in accordance with the requirements of Regulation 33 and Regulation 52 of the Listing Regulations in this regard; and
ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 (the "Act") and other accounting principles generally accepted in India, of net profit and other comprehensive income and other financial information of the Company for the year ended March 31, 2026 and the balance sheet and the statement of cash flows as at and for the year ended on that date.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. During the year under consideration, we do not have any key audit matters to report.

Emphasis of Matter

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Financial Results

These financial results have been prepared on the basis of the annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company and the balance sheet and the statement of cash flows in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 of the Listing Regulations. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the financial results by the Directors of the Company, as aforesaid.

In preparing the financial results, the Board of Directors of the Company are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors of the Company are responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

a. Identify and assess the risks of material misstatement of the financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

d. Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are Inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

e. Evaluate the overall presentation, structure and content of the financial results including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   a) Apart from matters stated in emphasis of matter paragraph, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of change in equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2" to this report.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

   a) The Company has no pending litigations as of March 31, 2026, on its financial position in its standalone financial statements.
   b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
   c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
   d) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

3. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company or any of its subsidiary companies incorporated in India only with effect from 1 April 2025, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

4. In our opinion and to the best of our information and according to the explanation given to us, the company has not paid any remuneration to its directors during the year. Hence the provisions of Section 197 of the Act are not applicable.

5. Based on our examination which included test checks, the company has not used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility Accordingly, we are unable to comment on any instance of audit trail feature being tampered.

For SARANG SHIVAJIRAO CHAVAN AND ASSOCIATES
Chartered Accountants
FRN.: 159649W

Sd/-

CA Sarang Shivajirao Chavan
Proprietor
Place: Ahmedabad
Membership No.: 142576
Date: 22/05/2026
UDIN: 26142576TGAVZE4617

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT:

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31st March 2026, we report that:

i.

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

b. The Company has a regular programme of physical verification of its property plant and equipment by which fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property plant and equipment were verified during the year and no material discrepancies were noticed on such verification.

c. According to the information and explanations given to us and on the basis of our examination of the records of the company, company does not have any immovable property.

d. The Company has not revalued its Property, Plant and Equipment (including Right of use assets) during the year ended 31st March 2026.

e. There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. As per the information and explanations given to us, the company does not have any inventory. Accordingly, clause 3(ii) of the order is not applicable to the company.

iii.

a. The company has made investments in security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

b. The company has provided loans, during the year as under:

Aggregate amount granted/provided during the year (others)	78.33 Lakhs
Balance outstanding as at the Balance sheet date in respect of above cases	72.56 Lakhs

c. The above loans and advances are either repayable on demand or without specifying any terms or period of repayment. Balances of such loans and advances are subject to confirmation and reconciliation if any.

d. The investments made, guarantee provided, in our opinion, prima-facie, not prejudicial to the company's interest.

iv. The company has not granted any loans, or made any investments, guarantees, and security, to which the provisions of sections 185 and 186 of the Companies Act 2013 apply.

v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

vi. To the best of our knowledge and explanation given to us, the provisions of maintenance of cost records under sub section (1) of Section 148 of the Act are not applicable to Company for the Financial year 2025-26. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

vii.

a. Undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Service Tax, Custom Duty and other material statutory dues have generally been regularly deposited with the appropriate authorities.

   According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, Goods and Service tax, Custom Duty and other material statutory dues were outstanding for the year end, for a period of more than six months from the date they became payable.

b. According to the records of the Company, there are no dues outstanding of income-tax, sales- tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute for the year ended March 31, 2026.

viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix.

a. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government.
b. The Company has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority during the year.
c. During the year the company has not availed of or has been disbursed any term loans
d. On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes during the year by the Company.
e. The company does not have any Subsidiary, Associates or Joint Ventures.
f. The company does not have any Subsidiary, Associates or Joint Ventures.

x.

a. The company has made not done any changes in equity during the financial year .

xi.

a. No fraud by the Company or no fraud on the Company has been noticed or reported during the year

b. There is no instance, during the year that necessitates reporting in the form ADT-4

c. There are no instances of whistle-blower complaints received by the company during the year.

xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clauses 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

xiii. In our opinion, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

xiv. The Company has an internal audit system commensurate with the size and nature of its business.

xv. During the year the Company has not entered into non-cash transactions with persons connected with its directors. Therefore, the requirement to report on clauses 3(xv) of the Order is not applicable to the Company.

xvi.

a. The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi) (a) of the Order is not applicable to the Company

b. The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

c. The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company

d. There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

xvii. Since there were no operations during the year, the company has incurred loss on account of fixed cost. The profit and loss of other comprehensive income which relates to investment activities have not been considered for purpose of the said clause as the same has not been realised during the year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we believe that there does not exists material uncertainty as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. Even though there are no operations or business in the company, management is of the opinion that company will start its operations. Also, Current assets of the company are more than current liabilities. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. According to the information and explanation given to us provisions of section 135 of the Companies Act 2013 are not applicable to the company. Accordingly, the requirement to report on clause 3(xx) of the Order is not applicable to the Company.

xxi. The company does not have any subsidiaries or associates or joint ventures, the accounts of which are to be consolidated and as such there are no consolidated financial statements.

For SARANG SHIVAJIRAO CHAVAN AND ASSOCIATES
Chartered Accountants
FRN.: 159649W

Sd/-
CA Sarang Shivajirao Chavan
Proprietor
Place: Ahmedabad
Membership No.: 142576
Date: 22/05/2026
UDIN: 26142576TGAVZE4617

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members BACIL PHARMA LIMITED on the financial statements for the year ended March 31, 2026

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

We have audited the internal financial controls over financial reporting BACIL PHARMA LIMITED ('the Company') as of March 31, 2026, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

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

Auditor's responsibility

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

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

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

Meaning of internal financial controls over financial reporting

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

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

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

Inherent limitations of internal financial controls over financial reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SARANG SHIVAJIRAO CHAVAN AND ASSOCIATES
Chartered Accountants
FRN.: 159649W

CA Sarang Shivajirao Chavan
Place: Ahmedabad
Membership No.: 142576
Date: 22/05/2026
UDIN: 26142576TGAVZE4617

Balance Sheet as at 31st March, 2026

(Amount in LAKH)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
I. ASSETS			
1 Non-Current Assets			
Property, Plant and Equipments	3	0	0
Assets Classified as held for sale			
Property Plant and Equipments		0	0
Financial assets			
(a) Investments	4	2424	2135.6582
(b) Loans	5	78.10	128.2551
Deferred tax assets (net)	6	61.89	5.3609
2 Current assets			
Financial assets			
(a) Investments		-	-
(b) Trade Receivable		118	-
(c) Cash and cash equivalents	7	56.85	285.7289
Other current assets	8	38.73	5.0186
Total		2777.57	2560.0218
II. EQUITY AND LIABILITY			
1 Equity			
Equity Share Capital	9	1435.30	1397.0150
Other Equity	10	1084.24	1146.1159
2 Non-Current Liabilities			
Financial Liabilities		-	-
Deferred tax liabilities(net)		-	-
3 Current liabilities			
Financial liabilities			
(a) Borrowings	11	0	16.3930
(b) Trade Payable	12	1.97	0.4117
(c) Other financial liabilities		18.00	
Other Current Liabilities	13	0	0.0861
Provisions	14	238.06	0
Total		2777.57	2560.0218

Summary of Significant Accounting Policies 2

See other notes to Accounts

Notes referred to above form part of Balance Sheet

As per our report of even date attached.
For SARANG SHIVAJIRAO CHAVAN AND ASSOCIATES
Chartered Accountants
Firm Registration No. : 159649W

Sd/-

CA SARANG SHIVAJIRAO CHAVAN
Proprietor
Membership No.: 142576
UDIN: 26142576GDUVVAEST3
Place: Ahmedabad
Date: 22/05/2026

For and on behalf of the Board

Sd-
Dinesh Notiyal
(Director)
DIN: 10289995

Sd-
Chaitali K Shah
(Director & CFO)
DIN: 11167778

Statement of Profit and Loss for the year ended 31st March, 2026

(Amount in LAKH)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
I. Revenue from operations		0	0
II. Other Income	15	123.52	66.1446
Total Revenue(I+II)		123.52	66.1446
III. Expenses			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		0	0
Employee benefit expense	16	4.89	13.8426
Depreciation and amortization expenses	3	0	0.0739
Other expenses	17	19.61	11.4727
Total Expenses		24.50	25.3893
IV. Profit/(Loss) before exceptional items and tax		99.02	40.7553
V. Exceptional Items		0	0
VI. Profit /(Loss) after exceptional item before tax (IV+V)		99.02	40.7553
VII. Tax Expenses:			
Current Tax		0	0
MAT		0	0
Deferred Tax		56.53	(0.3446)
VIII. Profit/(Loss) for the year after tax (VI-VII)		155.55	40.4107
IX. Other Comprehensive Income			
(A) Items that will not be reclassified to profit or loss			
(i) Gain/(loss) recognized on fair valuation of financial assets		(217.43)	(0.4855)
(ii) Income Tax relating to items that will not reclassified to profit or Loss		0	0.1262
(B) Items that may be reclassified to profit or loss			
(i) Provision for change in value of investments		0	0
(ii) Income Tax relating to items that may be reclassified to profit or Loss		0	0
Reclassification of loss on Asset held for Sale		0	0
Total Other Comprehensive Income (A(i)+(ii))		(217.43)	(0.3593)
X. Total Comprehensive Income for the period (VIII)+(IX)		(61.88)	40.0514
XII. Earning per equity share of Rs. 10 each:			
(1) Basic and Diluted		1.11	0.64

Notes referred to above form part of Balance Sheet

As per our report of even date attached.
For SARANG SHIVAJIRAO CHAVAN AND ASSOCIATES
Chartered Accountants
Firm Registration No. : 159649W

Sd/-

CA SARANG SHIVAJIRAO CHAVAN
Proprietor
Membership No.: 142576
UDIN: 26142576GDUVVAEST3
Place: Ahmedabad
Date: 22/05/2026

For and on behalf of the Board

Sd-	**Sd-**
Dinesh Notiyal	**Chaitali K Shah**
(Director)	**(Director & CFO)**
DIN: 10289995	**DIN: 11167778**

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2026

(Amount in LAKH)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net (loss) / profit before tax	**3.89**	**40.76**
Adjustments for		
Depreciation	**0**	**0.07**
Loss on Sale of Fixed Asset	**0**	**0.55**
Increase in DTA	**-56.53**	**0.00**
Interest & Dividend Income	**0**	**(2.94)**
Operating profit before working capital changes	**-52.64**	**38.43**
Working capital adjustments :-		
Increase / (Decrease) in Trade and Other Payables	**1.55**	**0.05**
Increase / (Decrease) in Borrowings	**-16.39**	**6.55**
Increase / (Decrease) in Provisions	**238.06**	**0.26**
Increase / (Decrease) in Other Financial Liabilities	**14.1**	**(0.85)**
Increase / (Decrease) in Other Current Liabilities	**(0.09)**	**(0.15)**
(Increase) / Decrease in Trade Receivable	**-118.00**	**0.00**
(Increase) / Decrease in Other Current Assets	**4.57**	**(3.96)**
Cash generated from / (used in) operations	**71.16**	**40.08**
Direct taxes paid (Net of Refunds)	**-**	**-**
Net cash (used in) / from generated from operating activities	**71.16**	**40.08**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	**0.00**	**0.00**
Proceeds Purchase/ Sale of investments	**0.00**	**30.73**
Interest & Dividend Income	**0.00**	**2.94**
Increase in Investment	**-288.31**	**0.00**
Decrease in Loans	**50.15**	**0.00**
Net cash (used in) / generated from investing activities	**-238.16**	**33.67**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease)of Unsecured Loan	**0.00**	**(68.17)**
Proceeds from Preferential Allotment of Shares	**0.00**	**276.00**
Increase/(Decrease) of Other Equity	**-61.88**	**0.00**
Net cash (used in) / generated from financing activities	**-61.88**	**207.83**
D. Net Increase/ decrease in cash and cash equivalents (A+B+C)	**-228.88**	**281.58**
Cash and cash equivalents at the beginning of the year	**285.73**	**4.15**
Cash and cash equivalents at the end of the year	**56.85**	**285.73**

Notes referred to above form part of Balance Sheet

As per our report of even date attached. For SARANG SHIVAJIRAO CHAVAN AND ASSOCIATES
Chartered Accountants
Firm Registration No. : 159649W

Sd/-

CA SARANG SHIVAJIRAO CHAVAN
Proprietor
Membership No.: 142576 UDIN: 26142576GDUVVAEST3
Place: Ahmedabad
Date: 22/05/2026

For and on behalf of the Board

Sd-
Dinesh Notiyal
(Director)
DIN: 10289995

Sd-
Chaitali K Shah
(Director & CFO)
DIN: 11167778

NOTES FORMING PART OF THE BALANCE SHEET AS AT 31.3.2026

Notes to Financial Statements for the year ended 31st March, 2026

1. Corporate Information

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

The financial statements were authorized for issue in accordance with the Board resolution passed on 26th May, 2025.

2. Significant Accounting Policies

2.1 Compliance with IND-AS

The Company has prepared financial statements for the year ended March 31, 2026 in accordance with Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) together with the comparative period data as at and for the year ended March 31, 2026.

2.2 Basis of preparation and presentation

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

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

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

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

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

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

b) Property, Plant and Equipment:

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

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

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

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

Depreciation:

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

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

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

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

c) Fair Value Measurement:

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

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

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

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

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

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

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

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

d) Financial instruments:

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

FINANCIAL ASSETS

Initial recognition and measurement-

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

Subsequent measurement-

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

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

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

Derecognition

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

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

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

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

FINANCIAL LIABILITIES:

Initial Recognition and Measurement:

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

Subsequent Measurement:

This is dependent upon the classification thereof as under:

Loans and Borrowings:

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

Derecognition:

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

Equity Instruments:

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

e) Revenue Recognition:

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

Other Operating Revenue:

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

Interest Income:

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

Dividend Income:

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

f) Employee Benefits:

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

g) Borrowing Costs:

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

h) Taxes on Income:

Current Income Taxes:

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

Deferred Taxes:

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

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

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

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

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

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

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

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

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

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

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

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

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

l) Statement of Cash Flow:

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

m) Segment Reporting:

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

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

n) Significant Accounting Judgements, Estimates and Assumptions:

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

i) Estimation of current tax expense and deferred tax:

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

ii) Recognition of deferred tax assets/ liabilities:

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

iii) Estimated fair value of Financial Instruments:

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

Note 3: Property Plant and Equipments:

Particulars	Gross Block				Depreciation			WDV as on 31st March 2026	WDV as on 31st March 2025
	Opening as on 01.04.2025	Additions during the year	Deduction/ diminution in value during the year**	Closing As at 31.03.2026	Opening as on 01.04.2025	during the year	Closing as at 31.03.2026		
Fixed Assets									
Office Equipment	0.6507	-	-	0.6507	0.6507*	0	0.6507*	0	0
Furniture and Fixture	3.8103	-	-	3.8103	3.8103*	0	3.8103*	0	0
Computer & Printers	1.4267	-	-	1.4267	1.4267*	0	1.4267*	0	0
Total	**5.8877**	**-**	**-**	**5.8877**	**5.8877***	**0**	**5.8877***	**0**	**0**
Previous Year	**5.8877**	**-**	**-**	**5.8877**	**4.8654**	**0**	**4.8654**	**0**	**0**

*** Balance amount of Depreciation Block has been written-off during the Financial Year 2025-26.**

Note 4: Non-Current Investments

(Amount in LAKH)

Particulars	As at 31.03.2026	As at 31.03.2025
Investment measured at Fair Value through Other Comprehensive Income		
Investments in Equity Instruments		
65,700 Equity Shares, Mayur Flooring Limited	**0.00**	**2.5623**
2,10,000 Equity Shares Khemsum Apparels Overseas Limited	**0.00**	**21.0000**
Investment in GB Logistics	**80.00**	**0.00**
Investment in Shree Krishna Infra	**187.69**	**0.00**
Purchase/Sales of Investment	**18.20**	**0.00**
CNX Corporation Ltd.	**2105.76**	**2105.7600**
Purchase of Investment	**32.32**	**6.3359**
TOTAL	**2423.97**	**2135.6582**

Note 5: Non Current Assets – Loans

(Amount in LAKH)

Particulars	As at 31.03.2026	As at 31.03.2025
Unsecured Considered Good		
Loan to Others	**78.10355**	**128.2551**
TOTAL	**78.10355**	**128.2551**

Note 6: Deferred Tax Assets (Net)

(Amount in LAKH)

Particulars	As at 31.03.2026	As at 31.03.2025
Opening Deferred Tax	**5.3609**	**5.5793**
Liability/(Asset) occurred on change in value of investments	**56.53**	**(0.2184)**
Liability/(Asset) occurred due to Fixed Assets Depreciation	**-**	**-**
TOTAL	**61.8909**	**5.3609**

Note 7: Cash & Cash Equivalents

(Amount in LAKH)

Particulars	As at 31.03.2026	As at 31.03.2025
Balance with Bank (Current Account)	**54.270**	**278.2135**
Cash in Hand	**2.577**	**7.5154**
TOTAL	**56.85**	**285.7289**

Note 8: Other Current Assets

(Amount in LAKH)

Particulars	As at 31.03.2026	As at 31.03.2025
MSEB Deposit	**0**	**0**
TDS Receivable	**0**	**0.2986**
GST Receivable	**0.46**	**0**
Sundry Debtors	**0**	**4.7200**
Others	**38.27**	**0**
TOTAL	**38.73**	**5.0186**

Note 9: Equity Share Capital

Particulars	As at 31 March 2026		As at 31 March 2025	
	No. of Shares	Amount	No. of Shares	Amount
(A) Share Capital				
Authorised Capital				
At the beginning of the Year	2,00,00,000	20,00,00,000	80,00,000	8,00,00,000
Additions During the Year	-	-	1,20,00,000	12,00,00,000
	2,00,00,000	20,00,00,000	2,00,00,000	20,00,00,000
(B) Issues, Subscribed and Paid up:				
Equity Shares of Rs.10/- each.	1,43,53,000	14,53,30,000	65,27,200	6,52,72,000
Additions During the Year	0	0	84,63,000	6,80,58,500
Add: Shares Forfeited*	0	0	6,37,200	63,72,000
Total	1,43,53,000	14,53,30,000	1,43,53,000	13,97,02,500

- **In previous Annual Report , FY 2024-25 figure of issues , subscribed and paid up capital in Note 9 was given wrong which is corrected in this report.**

Note 10: Other Equity

(Amount in LAKH)

Particulars	As at 31.03.2026	As at 31.03.2025
Surplus (Profit and Loss Account)		
Opening Balances	**1146.1159**	**(531.3955)**
Add/Less: Provision for change in value of investments	**0**	**(0.3593)**
Add/Less: Tax adjustment	**0**	**0**
Add/Less: Profit/(Loss) of the year	**-61.88**	**40.4107**
Add/Less: Securities Premium	**0**	**1637.4600**
Balance as at end of the year		
TOTAL	**1084.2359**	**1146.1159**

Note 11: Current Borrowings

(Amount in LAKH)

Particulars	As at 31.03.2026	As at 31.03.2025
Borrowings from Director	**0.00**	**16.3930**
TOTAL	**0.00**	**16.3930**

Note 12: Current Liabilities- Trade Payables

(Amount in LAKH)

Particulars	**As at 31.03.2026**	As at 31.03.2025
Total outstanding dues of Micro Enterprises and Small Enterprises	**0.00**	**0**
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	**1.97**	**0.4117**
TOTAL	**1.97**	**0.4117**

Note 13: Other Current Liabilities

(Amount in LAKH)

Particulars	**As at 31.03.2026**	As at 31.03.2025
TDS on Professional Fees	**0**	**0.0861**
Audit Fees Payable	**0**	**0**
TOTAL	**0**	**0.0861**

Note 14: Current Liabilities- Provisions

(Amount in LAKH)

Particulars	**As at 31.03.2026**	As at 31.03.2025
Provision for Audit Fees	**0**	**0**
Provision for Expenses	**0**	**0**
Provisions for changes in value of Investments	**238.06**	**0**
TOTAL	**238.06**	**0**

Note 15: Other Income

(Amount in LAKH)

Particulars	**As at 31.03.2026**	**As at 31.03.2025**
Consulting Fees	**0.00**	**4.0000**
Dividend	**0.00**	**0.1440**
Interest	**23.52**	**8.1800**
Interest on Income Tax Refund	**0.00**	**0.0010**
Commision Income	**100.00**	**0.0000**
Profit on sale of Investment	**0.00**	**53.8196**
TOTAL	**123.52**	**66.1446**

Note 16: Employee Benefit Expenses

(Amount in LAKH)

Particulars	**As at 31.03.2026**	**As at 31.03.2025**
Salary & Wages	**4.77**	**13.2600**
Staff Welfare Expenses	**0.12**	**0.5826**
TOTAL	**4.89**	**13.8426**

Note 17: Other Expenses

(Amount in LAKH)

Particulars	**As at 31.03.2026**	As at 31.03.2025
Amount written off	**5.18**	**0.0000**
BSE Listing & Regul. Exp	**3.30**	**0.0000**
Annual Custody Fees	**0.66**	**0.2655**
Audit Fees	**0.50**	**0.5900**
Bank Charges	**0.00**	**0.0054**
Books & Periodicals	**0.01**	**0.0260**
Conveyance	**0.13**	**0.2442**
Demat Charges	**0.00**	**0.0059**
Electricity Charges	**0.07**	**0.1786**
Filing Fees - R.O.C.	**0.01**	**0.0490**
Interest on Delay Payment	**0.00**	**0.0660**
Listing Fees	**0.00**	**3.8350**
Miscellaneous Expenses	**0.07**	**0.3648**
NSDL Fees	**2.27**	**0.3422**
Office Expenses	**0.11**	**0.6020**
Postage & Telegram	**0.00**	**0.0140**
Printing & Stationery	**0.09**	**0.2753**
Professional Fees	**5.90**	**0.6521**
Publication Charges	**0.05**	**0.2690**
R & T Exp	**0.53**	**0.4925**
Secretarial Audit Fees	**0.00**	**0.1500**
Telephone Charges	**0.03**	**0.0411**
Travelling Expenses	**0.00**	**0.2641**
Profit/(Loss) on sale of Investments	**0.00**	**0.0000**
Website Expenses	**0.30**	**0.1239**
Office Rent	**0.30**	**0.0000**
Advertising	**0.08**	**0.0000**
TOTAL	**19.61**	**8.8566**

Note 20: Other Notes to Accounts

I. Related Party Information & Transactions with Related Parties:
The Company has not entered into any related party transactions during the financial year 2025-2026.

II. Segment Reporting:
The Company has no separate reporting segment.

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

(a) Financial Assets and Liabilities

The carrying values of financial instruments by categories as at 31st March, 2026 are as follows:

(Amount in LAKH)

Particulars	Note No.	Fair Value through Profit /Loss	Fair Value Through OCI	Amortized Cost	Total carrying Value
Financial Assets					
Non-current					
Investment	**4**	**2423.97**	**-**	**-**	**2423.97**
Loans & Advances	**5**	**-**	**-**	**78.10355**	**78.10355**
Current					
Investment	**7**	**-**	**0**	**-**	**32.31775**
Trade Receivables		**-**	**-**	**-**	**-**
Cash and cash equivalents	**8**	**-**	**-**	**56.85**	**56.85**
TOTAL		**2423.97**	**0**	**134.9536**	**125.3457**
Financial Liabilities					
Current					
Trade Payables	**12**	**-**	**-**	**1.97**	**1.97**
Other Financial Liabilities	**13**	**-**	**-**	**0**	**0**
Other Current Liabilities	**14**	**-**	**-**	**238.06**	**238.06**
TOTAL		**-**	**-**	**240.03**	**240.03**

The carrying values of financial instruments by categories as at 31st March, 2025 are as follows:

(Amount in LAKH)

Particulars	Note No.	Fair Value through Profit /Loss	Fair Value Through OCI	Amortized Cost	Total carrying Value
Financial Assets					
Non-current					
Investment	4	32.3178	-	-	32.3178
Loans & Advances	5	-	-	60.0858	60.0858
Current					
Investment	7	-	28.7944	-	28.7944
Trade Receivables	8	-	-	-	-
Cash and cash equivalents	9	-	-	4.1477	4.1477
TOTAL		**32.3178**	**28.7944**	**64.2335**	**125.3457**
Financial Liabilities					
Current					
Trade Payables	13	-	-	0.3588	0.3588
Other Financial Liabilities	14	-	-	0	0
Other Current Liabilities	15	-	-	0.2399	0.2399
TOTAL		-	-	**0.5987**	**0.5987**

Fair Value Hierarchy

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

Level1: Inputs are quoted prices (unadjusted) inactive markets for identical assets and liabilities.

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

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

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

(Amount in LAKH)

As at 31st March, 2026	**Level1**	**Level2**	**Level3**	**Total**
Financial Assets: *Investments measured at Fair value through Other Comprehensive Income*				
Investments in Quoted Equity Shares	32.31755	-	-	**32.31755**
Investments measured at Fair value through Profit & Loss				
Investments in Quoted Shares	**32.31755**	**-**	**-**	**32.31755**

(Amount in LAKH)

As at 31st March, 2025	**Level1**	**Level2**	**Level3**	**Total**
Financial Assets: *Investments measured at Fair value through Other Comprehensive Income*				
Investments in Quoted Equity Shares	28.7944	-	-	**28.7944**
Investments measured at Fair value through Profit & Loss				
Investments in Quoted Shares	28.7944	-	-	**28.7944**

Notes referred to above form part of Balance Sheet

As per our report of even date attached. For SARANG SHIVAJIRAO CHAVAN AND ASSOCIATES
Chartered Accountants
Firm Registration No. : 159649W

Sd/-

CA SARANG SHIVAJIRAO CHAVAN
Proprietor
Membership No.: 142576 UDIN: 26142576GDUVVAEST3
Place: Ahmedabad
Date: 22/05/2026

For and on behalf of the Board

Sd-
Dinesh Notiyal
(Director)
DIN: 10289995

Sd-
Chaitali K Shah
(Director & CFO)
DIN: 11167778