

BACIL PHARMA LIMITED

CIN: L24200MH1987PLC043427

Registered Office: G2 & G3, Samarpan Complex, Next to Mirador Hotel, Chakala, Andheri East, Mumbai - 400099; Tel: 22618452/22661541; Tel/Fax: 22618327;

Email Id: bacilpha@yahoo.com ; Website: www.bacilpharma.com

Date: 12/11/2024

To,
BSE Limited
P J Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir/Madam,

Script Code: 524516; Script ID: BACPHAR

ISIN - INE711D01018

Subject: Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the board meeting outcome held today i.e. Tuesday 12/11/2024 at 4:30 P.M. at its Registered office address at G2 & G3, Samarpan Complex, Next to Mirador Hotel, Chakala, Andheri East, Mumbai – 400099 and approved the matter.

Ref.: Submission of corrigendum/errata to the notice of EOGM Notice dated 15/10/2024 submitted on 23/10/2024.

Dear Sir/Madam,

We hereby inform you that meeting of the Board of Directors of the **Bacil Pharma Limited** held on **today i.e. Tuesday, 12th November, 2024** commence at 04:30 P.M. and concluded at 05:00 P.M at its **Registered office address at G2 & G3, Samarpan Complex, Next to Mirador Hotel, Chakala, Andheri East, Mumbai – 400099**, transacted and approved the following matters:

- 1) Noted the necessary correction in the Explanatory Statement of Resolution No. 2 and 3 of Notice of Extra Ordinary General Meeting dated 15th October, 2024 which was circulated to shareholders dated 23rd, October 2024, and approved corrigendum/errata to the notice of EOGM dated 12th November, 2024, for EOGM scheduled to be held on Thursday 14th November, 2024 with respect to the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter and Pre & post Shareholding pattern of the company in the EOGM Notice.

Further the Board of Directors also took on records that due to clerical mistake the date of Original Notice of EOGM was wrongly written as 23rd October, 2024 instead of 15th October, 2024, the board approve the correction and this shall be read as 15th October 2024.

- 2) Authorised to Managing Director/Directors to issue corrigendum/errata Notice of Extra Ordinary General Meeting of the Company scheduled to be held on 14th November, 2024 to the Shareholders and complete other necessary formalities in this respect.

Please take the same on record.

Thanking you,

Yours Faithfully,

For or Bacil Pharma Limited

MEHUL
HASMUKHBHAI SHAH
Digitally signed by MEHUL
HASMUKHBHAI SHAH
Date: 2024.11.12 17:28:19
+05'30'

Mehul Hasmukhbhai Shah

Director

DIN: 10753865

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CORRIGENDUM/ERRATA TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF BACIL PHARMA LIMITED WILL BE HELD ON THURSDAY, 14TH NOVEMBER, 2024 AT 11.00 A.M. THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”) to transact the business matters stated in the Original Notice of Extra-Ordinary General Meeting dated 15th October, 2024 and this corrigendum/errata to the Notice of Extra-Ordinary General Meeting issued by the Company to the Shareholders.

The Company is issuing this corrigendum/erratum in respect of the following matters forming part of Resolution no. 2 & 3 and its Explanatory Statement annexed hence the Notice of EOGM dated 15th October, 2024, shall be read along with this to the notice of EOGM.

This corrigendum/errata to the notice of EOGM is with respect to the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter and Pre & post Shareholding pattern of the company in the EOGM Notice, therefore the board of Directors in its meeting dated 12th November, 2024 has approved this corrigendum/errata to the notice of EOGM (providing current and proposed status of the allottees and Shareholding pattern in explanatory statement of Resolution No. 2 & 3 of the EOGM notice dated 15/10/2024) as per the query and observation received from BSE Ltd. against our In-principle application for preferential issue of Equity Shares as stated in the Resolution No. 2 & 3 and its explanatory statement given in the notice of EOGM, therefore the Board of directors approved the corrections/addition in the notice of EOGM and proposed to the Shareholder considering this information in the EOGM for passing the Resolution no. 2 & 3.

Further the Board of Directors also took on records that due to clerical mistake the date of Original Notice of EOGM was wrongly written as 23rd October, 2024 instead of 15th October, 2024, the board approve the correction and this shall be read as 15th October 2024.

SPECIAL BUSINESS:

ITEM NO. 2:

ISSUANCE OF 15,62,500 EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION IN CASH TO ENTITIES BELONGING TO THE NON-PROMOTER CATEGORY:

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board

of India ('SEBI'), Reserve Bank of India ('RBI'), stock exchange and/ or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 15,62,500 equity shares of the Company of face value of Rs. 10/- each ("Equity Shares"), in dematerialized form, on Preferential allotment basis, to non- promoters at a price of Rs. 32/- (Rupees Thirty-Two Only) (including premium of Rs. 22/-) as determined in accordance with Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time ("SEBI ICDR Regulations"), to the following persons, for consideration in cash, total consideration of Rs. 5,00,00,000/- (Rupees Five Crore Only), on such terms and conditions as follows:

Sr. No	Name of the proposed Allottee	Status of Allottee Individual/Body Corporate/Trust /HUF	Nature of persons who are the ultimate beneficial Owner	No. Equity Shares proposed to be allotted	Category Promoter / Non-Promoter	Allottee is QIB/ MF/ FI/ Trust/ Banks
1	NILESH D JAIN HUF	HUF: Nilesh D Jain (Karta)	HUF: Nilesh D Jain (Karta)	50,000	Non-promoter	Not applicable
2	NILESH DHARAMCHAND JAIN	Individual	N	50,000	Non-promoter	Not applicable
3	HARIPRASAD SUKHARI GUPTA	Individual	NA	50,000	Non-promoter	Not applicable
4	SUSHEELA HARIPRASAD GUPTA	Individual	NA	50,000	Non-promoter	Not applicable
5	MADHUBEN DAHYABHAI PATEL	Individual	NA	2,00,000	Non-promoter	Not applicable
6	SHUSHILABEN KAUSHIKBHAI SHAH	Individual	NA	1,00,000	Non-promoter	Not applicable
7	KALPTARU BHOGILAL SHAH	Individual	NA	1,00,000	Non-promoter	Not applicable
8	NISHA PANCHAL	Individual	NA	1,00,000	Non-promoter	Not applicable
9	NAVIN KESHRI MAL MEHTA	Individual	NA	2,50,000	Non-promoter	Not applicable
10	DEEPA NAVIN MEHTA	Individual	NA	2,50,000	Non-promoter	Not applicable

11	KALPESHKUMAR RAMABHAI PATEL	Individual	NA	2,00,000	Non-promoter	Not applicable
12	GAUTAMCHAND SANTOKCHAND MEHTA	Individual	NA	62,500	Non-promoter	Not applicable
13	ARNOLD HOLDINGS LIMITED	Body Corporate:	being a Listed Company there is no Ultimate Beneficial	1,00,000	Non-promoter	Not applicable
	TOTAL			15,62,500		

“RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 15th October 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra Ordinary General Meeting i.e. Thursday 14th November, 2024 to approve this offer.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- b) The equity shares to be allotted on preferential basis shall be locked in for such period as prescribed in Regulation 167 of Chapter V of SEBI (ICDR) Regulations;
- c) No partly paid-up Equity Shares shall be issued and allotted;
- d) Allotment of the Equity Shares shall only be made in dematerialized form;
- e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
- f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of consideration in cash; and
- g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

“RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from M/S LAXMIKANT KABRA CO LLP (Practicing Chartered Account) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT the equity shares to be allotted, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Mehul Shah, Director and /or Mr. Prakash shah, Director & KMP’s, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

ITEM NO. 3:

ISSUANCE OF 82,90,500 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP BASIS):

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company, (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), stock exchange and/or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which

may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 82,90,500 (Eighty-Two Lakh Ninety Thousand Five Hundred) equity shares of the Company of face value of Rs. 10/- each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to the shareholders of M/s CNX Corporation Limited (“CCL”) non-promoters of the company at a price of Rs. 32/- (including premium of Rs. 22/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap basis), being discharge of total purchase consideration of Rs. 26,52,96,000/- (Rupees Twenty-Six Crores Fifty-Two Lakhs Ninety-Six Thousand Only) (“Purchase Consideration”) for the acquisition of 55,27,000 equity shares (“Sale Shares”) of M/s CNX Corporation Limited (“CCL”) from the Proposed Allottees at a price of Rs. 48/- (Rupees Forty-Eight Only) per equity share of CCL, on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

Sr. No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	Nature of persons who are the ultimate beneficial Owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/MF/FI/T rust/ Banks
1	MANUBHAI AMRUTLAL SHAH	Individual	NA	30,00,000	Non-Promoter	Not applicable
2	MANMOHAN JAGDISHPRASAD GHUWALEWALA	Individual	NA	6,00,000	Non-Promoter	Not applicable
3	NIKITA HIREN PATEL	Individual	NA	30,00,000	Non-Promoter	Not applicable
4	HEMANG RAJENDRA DOSHI	Individual	NA	75,000	Non-Promoter	Not applicable
5	RUPALI RAJESH MUNOT	Individual	NA	40,500	Non-Promoter	Not applicable
6	GB HOSPITALITY (INDIA) PRIVATE LIMITED	Body Corporate	Prashant Lakhani	15,75,000	Non-Promoter	Not applicable
	TOTAL			82,90,500		

“RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 15th October 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra- Ordinary General Meeting i.e. Thursday 14th November, 2024 to approve this offer.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-

- principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- b) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
 - c) No partly paid-up Equity Shares shall be issued and allotted;
 - d) Allotment of the Equity Shares shall only be made in dematerialized form;
 - e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
 - f) The Equity Shares shall be allotted to the Proposed Allottees subject to the terms of the Share Purchase with the proposed allottees for purchase of 55,27,000 Equity Shares from Shareholders of M/s CNX Corporation Limited ("CCL") i.e. on Share Swap basis, the said allotment will be on consideration other than cash basis (Share Swap Basis); and
 - g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

“RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from M/S LAXMIKANT KABRA CO LLP (Practicing Chartered Account) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Mehul Shah, Director and /or Mr. Prakash shah, Director & KMP’s of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board/committee of the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

Place: Mumbai

Date: 12th November, 2024

On behalf of the Board of Directors

For Bacil Pharma Limited

REGISTERED OFFICE:

AT G2 & G3 Samarpan Complex,
Next To Mirador Hotel, Chakala,
Andheri East, Mumbai - 400099

Sd/-

Mehul Hasmukhbhai Shah

Director

DIN: 10753865

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

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

ITEM NO: 2 & 3

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

1. Objects of this issue:

To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, Investment in good business entities, Investment in any company for creating group/associate companies, exploring new initiatives, diversification of the Business model, Inter body corporate loans in the requirements of business, mode of working capital and to acquire 55,27,000 equity shares of M/s CNX Corporation Limited ("CCL") equivalent to 30.75% of paid-up share capital of CCL.

2. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

None of the Director/KMP, promoter of the Company intends to subscribe in the proposed issue of Equity Shares.

3. Maximum number of specified securities to be issued:

The Company intends to issue equity shares of face value Re. 10/- per share at a price of Rs. 32/- (including premium of Rs. 22/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018 as follows:

- i) 15,62,500 EQUITY SHARES on preferential basis to the non-promoters (Public) investors for consideration in cash;**
- ii) 82,90,500 equity shares on preferential basis to the non-promoters (Public) through Share Swap for consideration other than cash to pay purchase consideration of 55,27,000 Equity share acquisition from the shareholders of CNX Corporations Limited "CCL".**

4. The shareholding pattern before and after completion of the proposed preferential issue would be as under: -

S.No	Category	Pre-issue*		Post-Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding:				
	Individual	9,26,230	15.73	9,26,230	5.88
	Body-Corporate	2,93,101	4.98	2,93,101	1.86
	Subtotal (A)	12,19,331	20.70	12,19,331	7.75
B	Non Promoters' holding:		0.00		0.00
	Individual	3511191	59.61	11639191	73.93

	Body-Corporate	998817	16.96	2673817	16.98
	Others (including HUF, NRI, Trust)	160661	2.73	210661	1.34
	Sub Total (B)	4670669	79.30	14523669	92.25
	GRAND TOTAL (A+B)	58,90,000	100	1,57,43,000	100

5. Proposed time with in which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

6. The Identity of the proposed Allottee and the percentage of post preferential issue capital That may be held by them:

A) Equity Allottee (Consideration in Cash):

Sr. No.	Name of the proposed allottee	The name of natural persons who are ultimate beneficial owner	Pre-Issue			Number of Equity Shares proposed to be Allotted	Post-Issue		
			Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1	NILESH D JAIN HUF	HUF: NILESH DHARAMC HAND JAIN (Karta)	Non-Promoter	0	0	50000	Non-Promoter	50000	0.32
2	NILESH DHARAMCHAND JAIN	Individual	Non-Promoter	0	0	50000	Non-Promoter	50000	0.32
3	HARIPRASAD SUKHARI GUPTA	Individual	Non-Promoter	0	0	50000	Non-Promoter	50000	0.32
4	SUSHEELA HARIPRASAD GUPTA	Individual	Non-Promoter	0	0	50000	Non-Promoter	50000	0.32
5	MADHUBEN DAHYABHAI PATEL	Individual	Non-Promoter	0	0	200000	Non-Promoter	200000	1.27
6	SHUSHILABEN KAUSHIKBHAI SHAH	Individual	Non-Promoter	0	0	100000	Non-Promoter	100000	0.64
7	KALPTARU BHOGILAL SHAH	Individual	Non-Promoter	0	0	100000	Non-Promoter	100000	0.64
8	NISHA PANCHAL	Individual	Non-Promoter	0	0	100000	Non-Promoter	100000	0.64
9	NAVIN KESHRIIMAL MEHTA	Individual	Non-Promoter	61,801	1.05	250000	Non-Promoter	311801	1.98
10	DEEPA NAVIN MEHTA	Individual	Non-Promoter	0	0	250000	Non-Promoter	250000	1.59
11	KALPESHKUMAR RAMABHAI PATEL	Individual	Non-Promoter	0	0	200000	Non-Promoter	200000	1.27

12	GAUTAMCHAND SANTOKCHAND MEHTA	Individual	Non-Promoter	0	0	62500	Non-Promoter	62500	0.40
13	ARNOLD HOLDINGS LIMITED	Body Corporate: (being a Listed Company there is no Ultimate Beneficial	Non-Promoter	0	0	100000	Non-Promoter	100000	0.64
TOTAL						1562500			

B) Equity Allottee {Consideration other than cash (Share Swap)}:

Sr. No.	Name of the proposed allottee	The name of natural persons who are ultimate beneficial owner	Pre-Issue			Number of Equity Shares proposed to be Allotted	Post-Issue		
			Category (Promoter/ Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter/ Non-Promoter)	No. of Shares	Percentage holding (%)
1	MANUBHAI AMRUTLAL SHAH	Individual	Non-Promoter	103000	1.75	3000000	Non-Promoter	3103000	19.71
2	MANMOHAN JAGDISHPRASAD GHUWALEWALA	Individual	Non-Promoter	0	0.00	600000	Non-Promoter	600000	3.81
3	NIKITA HIREN PATEL	Individual	Non-Promoter	0	0.00	3000000	Non-Promoter	3000000	19.06
4	HEMANG RAJENDRA DOSHI	Individual	Non-Promoter	0	0.00	75000	Non-Promoter	75000	0.48
5	RUPALI RAJESH MUNOT	Individual	Non-Promoter	0	0.00	40500	Non-Promoter	40500	0.26
6	GB HOSPITALITY (INDIA) PRIVATE LIMITED	Body Corporate: Prashant Lakhani	Non-Promoter	500000	8.49	1575000	Non-Promoter	2075000	13.18
TOTAL						8290500			

7. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company. Post-Preferential issue there will be no change in the promoters, promoters will remain same.

The Current and proposed status of the Proposed Allottees Post and preferential Issues namely, Promoter or Non-promoter:

Sr. No.	Name of Allottees	Current Status	Post Status
1	NILESH D JAIN HUF	Non-Promoter	Non-Promoter
2	NILESH DHARAMCHAND JAIN	Non-Promoter	Non-Promoter
3	HARIPRASAD SUKHARI GUPTA	Non-Promoter	Non-Promoter

4	SUSHEELA HARIPRASAD GUPTA	Non-Promoter	Non-Promoter
5	MADHUBEN DAHYABHAI PATEL	Non-Promoter	Non-Promoter
6	SHUSHILABEN KAUSHIKBHAI SHAH	Non-Promoter	Non-Promoter
7	KALPTARU BHOGILAL SHAH	Non-Promoter	Non-Promoter
8	NISHA HASMUKH PANCHAL	Non-Promoter	Non-Promoter
9	NAVIN KESHRIKAL MEHTA	Non-Promoter	Non-Promoter
10	DEEPA NAVIN MEHTA	Non-Promoter	Non-Promoter
11	KALPESHKUMAR RAMABHAI PATEL	Non-Promoter	Non-Promoter
12	GAUTAMCHAND SANTOKCHAND MEHTA	Non-Promoter	Non-Promoter
13	ARNOLD HOLDINGS LIMITED	Non-Promoter	Non-Promoter
14	MANUBHAI AMRUTLAL SHAH	Non-Promoter	Non-Promoter
15	MANMOHAN JAGDISHPRASAD GHUWALEWALA	Non-Promoter	Non-Promoter
16	NIKITA HIREN PATEL	Non-Promoter	Non-Promoter
17	HEMANG RAJENDRA DOSHI	Non-Promoter	Non-Promoter
18	RUPALI RAJESH MUNOT	Non-Promoter	Non-Promoter
19	GB HOSPITALITY (INDIA) PRIVATE LIMITED	Non-Promoter	Non-Promoter

Note that, Post-preferential issue there will be no change in the existing promoters and promoters will remain same.

8. Change in the control, if any:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment, promoters will remain same.

9. Price of the issue: -

The offer price of equity shares of face value Rs. 10/- (Rupees Ten only) per equity share is Rs. 32/- (Rupees Thirty-Two Only) per share (including premium of Rs. 22/- per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at www.bacilpharma.com.

As per Regulation 164 SEBI, ICDR

Method	in INR	
90 trading days' volume weighted average price (*)	A	23.50
10 trading days' volume weighted average price (*)	B	30.99
Higher of A & B	C	30.99

Relevant Date: Based on valuation exercise Fair Value of the Equity Shares as on 15th October 2024 is as under:

Method	in INR		
As per Regulation 164 SEBI, ICDR	A		30.99

Price determined from the independent registered valuer (Annexure 2)	B		30.99
Higher of A & B	C		30.99

Method	Value per share	Weight	Product
Asset Approach (*)	2.00	0	0.00
Market Approach- CCM (*)	4.63	0	0.00
Market Approach - Market Price	30.99	1	30.99
Income Approach (*)	-1.02	0	0.00
	Weighted Average Value per share		30.99

(*) Value per share as per Asset approach and Income approach is lower than Market approach and not reflecting true potential of the company, hence no weightage is considered for Asset approach and Income approach.

As our allotment price is Rs. 32/- each, which is higher than the price arrived as per the applicable regulations and guidelines.

10. The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 15th October, 2024.

11. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the M/S LAXMIKANT KABRA CO LLP (Practicing Chartered Account) certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.bacilpharma.com

12. Undertakings

- The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

13. Willful Defaulter or Fraudulent Borrower:

Neither the issuer nor any of its promoters or directors are wilful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e- voting.

The Board recommends the Special Resolution set out at Item No. 2 & 3 of the Notice for approval of Members.

Place: Mumbai

Date: 12th November, 2024

**On behalf of the Board of Directors
For Bacil Pharma Limited**

REGISTERED OFFICE:

AT G2 & G3 Samarpan Complex,
Next To Mirador Hotel, Chakala,
Andheri East, Mumbai - 400099

**Sd/-
Mehul Hasmukhbhai Shah
Director
DIN: 10753865**