

# BACIL PHARMA LIMITED

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

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

## PROCEEDINGS OF POSTAL BALLOT OF BACIL PHARMA LIMITED, RESULT OF WHICH WERE DECLARED ON 8<sup>TH</sup> JUNE, 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT 71, LAXMI BUILDING 4TH FLOOR, SIR P. M. ROAD, FORT, MUMBAI - 400001

The results on the voting by the postal ballot by Bacil Pharma Limited, pursuant to section 110 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, amended from time to time on the Special Resolution as set out in the postal ballot notice dated 27<sup>th</sup> April, 2017 were declared on 8<sup>th</sup> June, 2017 at the Registered office of the company at 71, LAXMI BUILDING 4TH FLOOR, SIR P. M. ROAD, FORT, MUMBAI – 400001

### Present

Shri. Prakash Shah	Director
Shri. Shirish Suryakant Shetye	Director
Shri. Lalit Jain	Director
Shri. Man Mohan Ghildyal	Manager
Shri. Jayesh Ramchandra Patil	Chief Financial Officer

### Special Invitee:

Shri. Suhas S. Ganpule	Practicing Company Secretary and Scrutinizer
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The Director informed that a notice dated 27<sup>th</sup> April, 2017 under section 110 of the companies Act, 2013 read with the companies (Management & Administration) Rules, 2014, amended from time to time, for obtaining the consent of the members by means of a postal Ballot was circulated, dispatch of which was done on 05<sup>th</sup> May, 2017, in order to pass the following resolutions:





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## **Special Resolution No. 1: Sale of Undertaking under Section 180(1)(a) of the Companies Act, 2013**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), Section 110 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors or any Committee of Directors, as may be authorised by the Board in this regard (hereinafter referred to as “The Board”) to sell / transfer / dispose off or to create charge, mortgage/ Pledge/ Security and/ or hypothecate the whole or substantially the whole of the undertaking(s) of the Company where undertaking (both present and future) shall have the meaning as stated in explanation to clause (a) of Sub- Section (1) of Section 180 of Companies Act, 2013 on such terms and condition as the Board may deem fit, on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company.

**RESOLVED FURTHER THAT** in connection with the aforesaid Resolution, the Board shall give the power to mortgage or otherwise offer as collateral substantial property, assets and/ or undertakings of the Company in certain events, to Banks/ Financial Institutions, other lending agencies, and/ or trustees for the holders of Debentures/ bonds/ other instruments , to secure rupee loan and/ or the issue of debentures whether partly or full convertible or non- convertible and/ or securities linked to equity shares and/ or rupee/ foreign currency convertible bonds and/ or bonds with share warrants attached thereto.





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**RESOLVED FURTHER THAT** Mr. Prakash Shah, or any other Director duly authorized by the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary, incidental or ancillary including finalising the terms and conditions, methods and modes of payment in respect thereof, and finalising and executing necessary documents including agreements, deeds of assignment, conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, to give effect to this Resolution.”

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things as may required or necessary in this matter for sending the Notice to the shareholders, making submissions at Stock Exchanges, Registrar of Companies and all such authorities in this regard.”

Mr. Prakash Shah, Director of the Company, then announced the Result of the Postal ballot as per Scrutinizer report summarized as under

Item no. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.
<b>Item No. 1:</b> Sale of Undertaking under Section 180(1)(a) of the Companies Act, 2013 (As a Special Resolution)	31,18,848	99.99	202	0.01	--

Accordingly the Resolutions as set out in the postal ballot Notice dated 27<sup>th</sup> April, 2017 were duly approved vide Postal ballot by the members with requisite Majority.

For Bacil Pharma Limited



  
Prakash Shah  
Director  
DIN: 01136800

Date: 08<sup>th</sup> June, 2017  
Place: Mumbai