

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN: L24233MP1985PLC002709

Registered Office : 11/12, Sector E, Sanwer Road, Indore - 452015 (M.P.)

Tel. 0731-2723016 • Email : bcplcompliance@gmail.com • Website-www.biofilgroup.net

NOTICE OF 36th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting (AGM) of the Members of BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED will be held on Monday 27th September, 2021 at 3.00 P.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purposes the Registered office of the company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESSES:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ketan Shah (DIN: 08818212), Whole-time Director who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES :

3. RE-APPOINTMENT OF MR. RAMESH SHAH (DIN: 00028819), AS A MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 190, 196, 197, 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of the Nomination & Remuneration Committee and Board of Directors, the consent of the members be and are hereby accorded for re-appointment of Mr. Ramesh Shah (DIN: 00028819) as a Managing Director of the Company for the period of five years with effect from 1st October, 2021 to 30th September, 2026 on the terms & condition as mutually decided between the Managing Director & the Board on without remuneration basis.

RESOLVED FURTHER THAT Mr. Ramesh Shah, Managing Director shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses incurred by him in connection with the Company's business.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution."

4. APPOINTMENT OF MR. SATISH BEOHAR (DIN: 09220291) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Satish Beohar (DIN: 09220291), who was appointed as an Additional Director (Independent and Non-Executive) of the Company with effect from 30th June, 2021 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 30th June, 2021 to 29th June, 2026."

Date : 13th August, 2021

Place : Indore

By Order of the Board of Directors

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN : L24233MP1985PLC002709

Reg. Off: 11/12, Sector "E", Sanwer Road Industrial Area, Indore - 452015 (M.P.)

WEB : www.biofilgroup.net • EMAIL: bcplcompliance@gmail.com • PHONE: 0731-2723016

Shikha Khilwani
Company Secretary
ACS 43203

Notes:-

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, and General Circular no. 02/2021 dated January 13, 2021 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 36th AGM of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 36th AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 31 of this Notice.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
3. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020 & MCA General Circular No. 02/2021 dated 13th January, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 & Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2021 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.
Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar and Share Transfer Agent by following due procedure.
4. For Members who have not registered their e-mail address and those members who have become the members of the Company after Friday 27th August, 2021 being the cut-off date for sending soft copy of the Notice of 36th AGM and Annual Report for the financial year 2020-21, in Portable Document Format (PDF), will also be available on the Company's website www.biofilgroup.net and website of CDSL i.e. www.evotingindia.com and on website of stock exchanges viz. www.bseindia.com and www.nseindia.com.
5. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
However, since the 36th AGM of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.
6. Pursuant to the provisions of Sections 112 and 113 of the Act, corporate/Institutional member can authorize their representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the AGM of the Company through VC/ OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at Injoshics@gmail.com with a copy marked to the Company at bcplcompliance@gmail.com.
7. Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company will remain closed during the period from Tuesday, 21st Day of September, 2021 to Monday 27th Day of September, 2021 (both days inclusive) for the purpose of 36th Annual General Meeting.
8. The Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto. Further additional information with respect to Item Nos. 3 & 4 is also annexed hereto.
The Board of Directors have considered and decided to include the Item Nos. 3 & 4 given above as Special Businesses in the forthcoming AGM, as they are unavoidable in nature.
9. In terms of the Article of Association of the Company read with Section 152 of the Companies Act 2013 Mr. Ketan Shah (DIN: 08818212), Whole Time Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment. Although his term is fixed and shall not break due to this retirement. The Board of the Directors of the Company recommends his reappointment.
10. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) in respect of the Director seeking appointment/re-appointment/retire by rotation at this AGM, forms integral part of the Notice.
11. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual

- General Meeting is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 32nd Annual General Meeting held on 25th September, 2017.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.
 13. Members who hold shares in dematerialized form and want to provide/change /correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
 14. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent.
 15. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY: As per Regulation 40 of the Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of transmission or transposition of securities. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialization, members are advised to dematerialize their shares held in physical form.
 16. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, may fill Form SH-13 and send the same to the office of the Company and/ or its RTA. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their respective Depository Participants.
 17. Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are advised to consolidate their holdings in single Demat account/ Folio.
 18. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 19. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.
 20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice of AGM will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Monday, September 27th, 2021. Members seeking to inspect such documents can send an email to bcplcompliance@gmail.com.
 21. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore (M.P.).
 22. Investor Grievance Redressal: The Company has designated an exclusive e-mail ID i.e. bcplcompliance@gmail.com to enable the investors to register their complaints / send correspondence, if any.
 23. Webcast: Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.
 24. The Company has appointed Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201; CP No.4216) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting during AGM (insta poll), in a fair and transparent manner.
 25. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Monday 20th September, 2021, being the cut-off date.
 26. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Monday 20th September, 2021 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM (insta poll) following the procedure mentioned in this Notice.
 27. A person who is not a Member as on Monday 20th September, 2021 should treat this Notice for information purposes only.
 28. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - www.biofilgroup.net as soon as possible after the Meeting is over.

29. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
30. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.
31. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:
- (i) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - (ii) The voting period begins on Friday 24th September, 2021 from 9.00 A.M. and ends on Sunday, 26th September, 2021 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday 20th September, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
 - (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

(vi) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For shareholders holding shares in Demat Form other than individual and Physical Form.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant company i.e. Biofil Chemicals And Pharmaceuticals Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Facility for Non - Individual Shareholders and Custodians - Remote Voting
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: bcplcompliance@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

32. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bcplcompliance@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bcplcompliance@gmail.com. These queries will be replied to by the company suitably by email.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
33. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 2. For Demat shareholders-, Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
34. DECLARATION OF RESULTS:
- A. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
 - B. Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
 - C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.biofilgroup.net and on the website of CDSL, i.e. www.evotingindia.com, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.
 - D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday 27th September, 2021 subject to receipt of the requisite number of votes in favour of the Resolutions.
35. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
36. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Date : 13th August, 2021
Place : Indore

By Order of the Board of Directors

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
CIN : L24233MP1985PLC002709
Reg. Off: 11/12, Sector "E", Sanwer Road Industrial Area, Indore - 452015 (M.P.)
WEB : www.biofilgroup.net • EMAIL: bcplcompliance@gmail.com • PHONE: 0731-2723016

Shikha Khilwani
Company Secretary
ACS 43203

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3:- RE-APPOINTMENT OF MR. RAMESH SHAH (DIN: 00028819), AS A MANAGING DIRECTOR OF THE COMPANY.

Mr. Ramesh Shah (DIN: 00028819) was re-appointed at the 33rd Annual General Meeting held on 27th September, 2018 as a Managing Director for a period of 3 years w.e.f. 1st October, 2018 to 30th September, 2021. Hence his tenure shall be over on 30th September, 2021, therefore it is required to reappoint the same as per requirement of Section 203 of the Companies Act, 2013 and rules made there under.

Mr. Ramesh Shah (DIN: 00028819) is eligible for re-appointment as Managing Director for period of five years after seeking approval of the members by passing Special resolution in accordance with the provisions contained in Section 190, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act 2013 on without any remuneration and terms and conditions as mentioned in item no. 3 of notice.

Considering the valuable contribution and experience the Nomination and Remuneration Committee and the Board at their meeting held on 12th August, 2021 considered that the Company needs to re-appoint Mr. Ramesh Shah (DIN: 00028819) as Managing Director for a further period of five years w.e.f. 1st October, 2021 to 30th September, 2026 and recommend to pass necessary special resolution at the Meeting.

Mr. Ramesh Shah (DIN: 00028819) is associated with Company since from incorporation and he is founder member of the Company. Mr. Ramesh Shah (DIN: 00028819), who in addition to being a B-Pharma has rich and diversified experience especially in Pharmaceuticals line. Looking to his total devotion and resultant progress made by the Company, Board of Directors proposed to re-appoint him as Managing Director for the further period of 5 years w.e.f. 1st October, 2021 to 30th September, 2026 in accordance with the provisions contained in Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act 2013 on without any remuneration and terms and conditions as mentioned in item No. 3 of notice and further he is also designated as Chairman of the Board and Company. Mr. Ramesh Shah has given consent to the Board that he shall not draw any remuneration from the company.

For this purpose Nomination & Remuneration Committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority, if any. This explanatory statement may also be read and treated as justification for appointment of Mr. Ramesh Shah (DIN: 00028819) as Chairman and Managing Director on attainment of age above 70 years in compliance with the requirements of Section 196(3)(a) of the Companies Act, 2013.

Further, re-appointment of Mr. Ramesh Shah (DIN: 00028819) as Managing Director is proposed on without any remuneration therefore applicable provisions of part II of Schedule V of the Companies Act, 2013 is not applicable.

The terms and conditions of his re-appointment and remuneration are set out in the resolution proposed to be passed, including following:

- The term of Managing Director's re-appointment is for period of five years with effect from 1st October, 2021 to 30th September, 2026 and not liable to retire by rotation.
- The re-appointment of the Managing director shall be without remuneration basis and further no sitting fee shall be payable to the Managing Director during his tenure for attending any meeting of the Board and committee thereof.
- Managing Director shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses incurred by him in connection with the Company's business.
- Each party may terminate the above said appointment/re-appointment with three months notice in writing.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ramesh Shah (DIN: 00028819) as a Managing Director under Section 190 of the Companies Act, 2013.

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

Save and except Mr. Ramesh Shah and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice. Mr. Ketan Shah, Whole Time Director and Mr. Romil Shah, Non Executive Non Independent Director are related to Mr. Ramesh Shah, Chairman and Managing Director of the Company.

ITEM NO. 4:- APPOINTMENT OF MR. SATISH BEOHAR (DIN: 09220291) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Satish Beohar (DIN: 09220291), was appointed as an Additional Director as well as Non-Executive Independent Director of the Company at the meeting of the Board of Directors held on 30th June 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). He holds office as an additional Director up to the date of the forthcoming Annual General Meeting. Board of Directors in their meeting held on 30th June, 2021 has appointed Mr. Satish Beohar (DIN: 09220291) as an Non Executive Independent Director for a term of 5 years w.e.f. 30th June, 2021 to 29th June, 2026.

Mr. Satish Beohar (DIN: 09220291) has been possesses good knowledge and experience of 30 years mainly in the area of Sales and Marketing. The Board of Directors, based on the recommendation of Nomination & Remuneration Committee is of the view that your Company would be greatly benefited from the rich and varied experience of Mr. Satish Beohar (DIN: 09220291) and accordingly recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

In the opinion of the Board, Mr. Satish Beohar (DIN: 09220291) fulfils the conditions specified under the Section 149(6) of the Act and under the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and he is independent of the management.

The Company has also received notice in writing from member under Section 160 of the Act, proposing the candidature of Mr. Satish Beohar (DIN: 09220291) for the office of Independent Director of the Company.

Keeping in view of the experience and expertise of Mr. Satish Beohar (DIN: 09220291) the Board of Directors considers it desirable that the Company should avail his services and accordingly recommends the Ordinary resolution as set out in Item no. 4 of the notice for approval of the members.

The brief profile of Mr. Satish Beohar (DIN: 09220291) who is proposed to be appointed as independent director is annexed herewith separately with this notice.

Except proposed appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 4 of the Notice.

Date : 13th August, 2021
Place : Indore

By Order of the Board of Directors

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
CIN : L24233MP1985PLC002709

Reg. Off: 11/12, Sector "E", Sanwer Road Industrial Area, Indore - 452015 (M.P.)

WEB : www.biofilgroup.net • EMAIL: bcplcompliance@gmail.com • PHONE: 0731-2723016

Shikha Khilwani
Company Secretary
ACS 43203

Additional Information of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and pursuant to secretarial standard of General Meeting:

Name of Directors	Mr. Ketan Shah	Mr. Ramesh Shah	Mr. Satish Beohar
DIN	08818212	00028819	09220291
Date of Birth	21st July 1961	17th October, 1936	24th December, 1969
Date of Appointment	25th August, 2020	04th January, 1985	30th June, 2021
Expertise / Experience in specific functional areas	35 years Experience in Pharmaceutical Industry	64 years experience in pharmaceutical industry	30 years Experience in the field of Sales and Marketing
Qualification	B.Sc	B. Pharma	M.Sc
No. & % of Equity Shares held in the Company	3,40,800 (2.09%)	7,93,940 (4.88%)	0
List of outside Company's directorship held	Sanprabha Welfare Foundation	1) Cyano Finance and Sales Private Limited 2) Cyano IT Services Private Limited 3) Sanprabha Welfare Foundation	Nil
Salary or Sitting fees paid	17.40 Lacs p.a. (Salary)*	Nil	Nil
Chairperson/ Member of the Committees of the Board of Directors of the Company	Nil	Nil	Member of Stakeholders, Relationship Committee, Audit Committee and Nomination & Remuneration Committee w.e.f. 30th June, 2021
Chairperson/ Member of the Committees of the Board of Directors of other Companies in which he is director	Nil	Nil	Nil
Relationship between directors inter-se	Mr. Ketan Shah is son of Mr. Ramesh Shah, Chairman and Managing Director of the Company	Mr. Ramesh Shah is father of Ketan Shah and Mr. Romil Shah (brother's son)	None
Attendance at Board Meetings	After their appointment on the Board as Additional Directors on 25th August, 2020, 2 Board Meetings of the Company were held during his tenure till 31st March 2021 and Mr. Ketan Shah had attended these two Meetings .	During the year 1st April, 2020 to 31st March, 2021, 4 Board Meetings of the Company were held and Mr. Ramesh Shah had attended all the Meetings.	Not Applicable He was appointed after 31st March, 2021

*Mr. Ketan Shah was appointed as additional director as well as Whole Time Director of the Company w.e.f. 25th August, 2020, however he draws remuneration from company as Chief Operating Officer up to the above said date.

Date : 13th August, 2021

Place : Indore

By Order of the Board of Directors

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN : L24233MP1985PLC002709

Reg. Off: 11/12, Sector "E", Sanwer Road Industrial Area, Indore - 452015 (M.P.)

 WEB : www.biofilgroup.net • EMAIL : bcplcompliance@gmail.com • PHONE: 0731-2723016

 Shikha Khilwani
 Company Secretary
 ACS 43203