

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
30th Annual General Meeting of
Biofil Chemicals & Pharmaceuticals Limited,
11/12, Sector E,
Sanwer Road,
Indore (M.P.)-452015

Dear Sir,

Subject: Scrutinizer's Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 for 30th Annual General Meeting of M/s. Biofil Chemicals & Pharmaceuticals Limited held on Thursday, 24th September, 2015.

I, L.N. Joshi, Practicing Company Secretary, had been appointed as the scrutinizer by the Board of Directors of Biofil Chemicals & Pharmaceuticals Limited ("the Company") in their Board Meeting held on 13th August, 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, to conduct the Remote Electronic Voting Process in respect of the below mentioned resolution(s), to be passed at the 30th Annual General Meeting of the Equity Shareholders of the Company to be held on Thursday, 24th September, 2015 at Registered Office of the company situated at 11/12, Sector E, Sanwer Road, Indore (M.P.)-452015

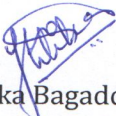
The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules in relation to Remote E-voting on the resolutions contained in the Notice to the 30th Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for E-voting process at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited.

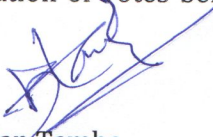
Further to the above, I submit my report as under:

- i. The Company has availed E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting Remote E-voting by the shareholders of the Company.
- ii. The Members of the Company as on the "Cut Off" date i.e. 17th September, 2015 were entitled to vote on the resolutions (Items Number 1 to 7 as set out in Notice of AGM of the Company).
- iii. The voting period for Remote E-voting commenced on Monday, 21st September, 2015 (9.00 A.M.) to Wednesday, 23rd September, 2015 (5.00 P.M.) and the CDSL E-voting platform was blocked thereafter.



- iv. The votes were unblocked on 24th September, 2015 at 5.47 P.M. in the presence of two witnesses, Ms. Hitika Bagaddeo and Mr. Bhushan Tambe who are not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.


Hitika Bagaddeo
304, Girnar Tower
2/5, New Palasia, Indore (M.P.)


Bhushan Tambe
306, Sterling Arcade,
15/3, Race Course Road, Indore (M.P.)

- v. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)

I now submit my Report as under on the result of the Remote E-voting in respect of below Resolutions.

Item No. 1-Ordinary Resolution

Receive, Consider, Approve & Adopt Audited Financial Statements for the financial year ended 31st March, 2015, the Report of the Board of Directors and Auditors thereon.

- (I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
83	6599390	100%

- (II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

- (III) Invalid Votes:

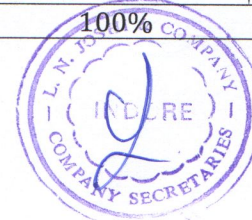
Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 2- Ordinary Resolution

Appoint a director in place of Mr. Romil Shah (DIN: 00326110) who retires by rotation & being eligible offers himself for re-appointment.

- (I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
75	916010	100%



(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 3-Ordinary Resolution

Appointment of M/s S.N. Gadiya & Company, Chartered Accountants,(FRN No 002052C) as Statutory Auditor of the Company.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
83	6599390	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 4 -Ordinary Resolution

Appointment of Subhash Chandra Swarnkar (DIN: 01658151) as an Independent Director of the Company

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
83	6599390	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL



(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 5- Special Resolution

Adoption of New Set of Articles of Association

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
83	6599390	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 6 -Special Resolution

Call remaining Rs. 3/- on reissue of 5712500 Forfeited Equity Shares.

(I) Voted in favour of resolution:

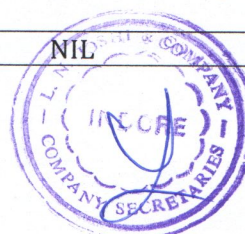
Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
70	316630	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL



Item No. 7 –Special Resolution

Approval of Material Related Party transaction u/s 188 of Companies Act, 2013.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
70	589930	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the chairperson considers, approves, signs the minutes of the aforesaid 30th Annual General Meeting.

Thanking you,

Yours Faithfully,

Scrutinizer

Name: L.N. Joshi

Practicing Company Secretary

FCS: 5201; CP: 4216

Place: Indore

Date: 26th September, 2015

To be Countersigned by Chairman

Ramesh Shah