



BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED

Regd. Office : 11/12, Sector-E, Sanwer Road, Industrial Area, Indore - 452 015.

Tel. : 0731-2723016 E-mail : biofilchemicals@yahoo.com / bcplcompliance@gmail.com

Factory : Plot No. 8, Sector - III, Kheda Industrial Area, Pithampur Distt. Dhar (M.P.) PIN - 454 775

Admn. Office : B-12/B, Industrial Estate, Pologround, Indore - 452 015 (M.P.)

Tel. : 0731-2426700, 2426718 • CIN : L24233MP1985PLC002709

Date: 14th August, 2023

To,
Mrs. Gayatri Padiyar (DIN: 10260173)
114, Bramhabag Colony, Marimata Chouraha,
Indore (M.P.) 452006

Subject: Appointment as an Additional Director in the category of Non-Executive Independent Director on the Board of Directors of the Company.

Dear Ma'am,

With reference to the above captioned subject, we are pleased to inform you that upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their Meeting held on Monday, 14th August, 2023, have approved your appointment as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 14th August, 2023 for a term of five years subject to approval of members in their ensuing 38th Annual General Meeting.

Your appointment would be subject to the following terms and conditions:

Appointment

In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director of the Board for a term of 5 years from the date of your appointment i.e. 14th August, 2023 to 13th August, 2028. Your appointment is subject to the approval of shareholders.

Role of the Board

The Board's role is to effectively represent, and promote the interests of, shareholders with a view to adding long-term value to the company's shares. Having regards to its role the Board of Directors, and supervises the management of the business and affairs of the company including, in particular:

1. ensuring that the company's goals are clearly established, and that strategies are in place for achieving them;
2. establishing policies for strengthening the performance of the company including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new projects and the development of its business capital;
3. monitoring the performance of management;
4. deciding on whatever steps are necessary to protect the company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
5. ensuring that the company's financial statements are true and fair and otherwise conform with law;

6. ensuring that the company adheres to high standards of ethics and corporate behavior; and
7. ensuring that the company has appropriate risk management/regulatory compliance policies in place.

However, day to day management of the company is left to management of the Company.

Board Committees

The Board may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that may be set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

Board and Individual Director Evaluation Processes

The performances of the Board as a whole, its committees and individual directors are evaluated annually. If, in the meantime, there are any matters which cause you concern about your role you should discuss them with the Chairman of the Board as soon as appropriate.

Confidentiality & Others

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

We look forward to your association with us.

Thanking you,

Yours Faithfully

FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

KETAN SHAH
WHOLETIME DIRECTOR
DIN: 08818212

I accept the aforesaid terms and conditions for my appointment as Additional Director in the category of Non Executive Independent Director of the Company and agreed to accept the position of director w.e.f. 14.08.2023 and authorize the Company and the professional to certify and file Form DIR-12 along with all the enclosure and accepted copy of the above said letter with the Registrar of Companies.

GAYATRI PADIYAR
INDEPENDENT DIRECTOR
DIN: 10260173