

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN: L24233MP1985PLC002709

Registered Office: 11/12, SECTOR E SANWER ROAD INDORE MP 452015

Tel. 0731-2723016 | Email id- bcplcompliance@gmail.com | Website-www.biofilgroup.net

NOTICE OF 35th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of the Members of **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** will be held on **Tuesday 29th September, 2020 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:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Romil Shah (DIN: 00326110), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS :

3. APPOINTMENT OF MR. ASHOK KUMAR RAMAWAT (DIN: 08818263) AS AN 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 pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as may be amended from time to time, Mr. Ashok Kumar Ramawat (DIN: 08818263), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th August, 2020 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years 25th August, 2020 to 24th August, 2025, and he shall not be liable to retire by rotation."

4. APPOINTMENT OF MR. KETAN SHAH (DIN: 08818212) AS DIRECTOR AS WELL AS WHOLE TIME 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 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Ketan Shah (DIN: 08818212) who was appointed as an Additional Director of the Company pursuant to Section 161 of the Act and Articles of Association of the Company with effect from 25th August, 2020 and who holds office up to the date of this Annual General Meeting ('AGM') of the Company, and in respect of whom the Company has received a notice in writing from the Member under the provisions of Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ketan Shah (DIN: 08818212), be and is hereby appointed as Whole Time Director of the Company for the period of three years with effect from 25th August, 2020 to 24th August, 2023 on the following terms, conditions, salary and perquisites:

- a) Salary: Up to Rs. 2,50,000/- per month (Rupees Two Lakh Fifty Thousand Only)
- b) Perquisites: In addition to the above salary Mr. Ketan Shah (DIN: 08818212), Whole Time Director shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident and term insurance, leave and leave travel concession, club fees, provident

fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.

RESOLVED FURTHER THAT wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained.

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

Date : 25th August, 2020

Place : Indore

By Order of the Board of Directors
For BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
Sd/-

Biofil Chemicals and Pharmaceuticals Limited

CIN : L24233MP1985PLC002709

Registered Office: 11/12, SECTOR E SANWER ROAD INDORE
MP 452015 | Phone: 0731-2723016 | WEB: www.biofilgroup.net
EMAIL: bcplcompliance@gmail.com

Shikha Khilwani
Company Secretary
Membership No.: A43203

NOTES :-

1. In view of the COVID-19 Pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular no. 20/ 2020 dated May 5, 2020 has allowed the companies to conduct their Annual General Meeting (AGM), during the calendar year 2020, through Video Conferencing (VC) or any Other Audio Visual Means (OAVM) in a manner provided in General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by MCA. Accordingly, in compliance with the requirements of the aforesaid MCA General Circulars, the Company is convening its 35th AGM through VC/OAVM, without the physical presence of the Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 35th AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 28 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. The aforesaid MCA General Circular dated May 5, 2020 read with MCA General Circular dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 have granted relaxations to the companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to members. Accordingly, the Company will only be sending soft copy of the Annual Report 2019-20 and Notice convening 35th AGM via e-mail, to the members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or Depository Participant/ Depository as on the cut-off date Friday, 21st August, 2020.
4. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out is annexed with notice.
5. 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.
6. For Members who have not registered their e-mail address and those members who have become the members of the Company after Friday, 21st August, 2020 being the cut-off date for sending soft copy of the Notice of 35th AGM and Annual Report for the financial year 2019-20, 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 & www.nseindia.com. The relevant documents, if any, referred to in the Notice of 35th AGM and the Annual Report will also be available for inspection electronically on request by a member of the Company up to the date of the 35th AGM of the Company.
7. **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 35th 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.

8. Pursuant to the provisions of Sections 112 and 113 of the Act, body corporate 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.
9. 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 Wednesday 23rd September 2020 to Tuesday 29th September 2020 (both days inclusive) for the purpose of 35th Annual General Meeting.
10. In terms of Section 152 of the Companies Act, 2013, Shri Romil Shah (DIN: 00326110) Director of the Company retires by rotation at the AGM and being eligible, offers himself for re-appointment. 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 re-appointment at the AGM, forms integral part of the Notice.
11. 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.
12. The Members may kindly note that as per the amended Regulation 40 of the Listing Regulations w.e.f. April 1, 2019, transfer of the securities would be carried out in dematerialized form only. Accordingly, members holding shares in physical mode are advised to demat their physical share holdings at the earliest.
13. 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 DPs.
14. 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.
15. 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 seven days before the date of the meeting so that the required information can be made available at the meeting.
16. 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, will be available electronically for inspection by the members during the AGM.
17. 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.).
18. **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.
19. **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.
20. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Tuesday, September 29, 2020. Members seeking to inspect such documents are requested to write to the Company at bcplcompliance@gmail.com.
21. 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 system on the date of the AGM, in a fair and transparent manner.
22. 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 Tuesday, September 22, 2020, being the cut-off date.
23. A person who is not a Member as on Tuesday, September 22, 2020 should treat this Notice for information purposes only.
24. 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. Tuesday , September 22, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of AGM by following the procedure mentioned in this Notice.
25. 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.

26. 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.

27. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Saturday 26th September 2020 from 9.00 a.m. to Monday 28th September 2020 till 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 Tuesday , September 22, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholder holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m- Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.
- (xx) Note for Non - Individual Shareholders and Custodians
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - 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.

28. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
7. Members are permitted to join the AGM through VC/OAVM, 15 minutes before the scheduled time of commencement of AGM and during the AGM, by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a 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 any restrictions pertaining to joining the AGM on a first come first served basis. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM.

29. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i. 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**.

- ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

30. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b) 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.
- c) 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.
- d) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

31. 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 favour 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 48 hours 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, 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. 29th September, 2020 subject to receipt of the requisite number of votes in favour of the Resolutions.
32. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 : 25th August, 2020

Place : Indore

By Order of the Board of Directors of
For BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
Sd/-

Biofil Chemicals and Pharmaceuticals Limited

CIN : L24233MP1985PLC002709

Registered Office: 11/12, SECTOR E SANWER ROAD INDORE
MP 452015 | Phone: 0731-2723016 | WEB: www.biofilgroup.net
EMAIL: bcplcompliance@gmail.com

Shikha Khilwani
(Company Secretary)
Membership No.: A43203

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013
ITEM No. 3:- APPOINTMENT OF MR. ASHOK KUMAR RAMAWAT (DIN: 08818263) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Ashok Kumar Ramawat, was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 25th August, 2020 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). He holds office as a Director up to the date of the forthcoming Annual General Meeting.

The Board of Directors, based on the recommendation of Nomination & Remuneration Committee, considers that your Company would be benefited from the rich and varied experience of Mr. Ashok Kumar Ramawat and accordingly, proposes appointment of Mr. Ashok Kumar Ramawat as Independent Director of the Company to hold office for a term of five years from 25th August, 2020 to 24th August, 2025.

In the opinion of the Board, Mr. Ashok Kumar Ramawat fulfils the conditions specified both under 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. Ashok Kumar Ramawat for the office of Independent Director of the Company.

Keeping in view of the experience and expertise of Mr. Ashok Kumar Ramawat the Board of Directors considers it desirable that the Company should avail his services and accordingly recommends the resolution as set out in Item no. 3 for approval of the members.

Mr. Ashok Kumar Ramawat (DIN: 08818263), being appointee is considered as interested in the resolution, except that none of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested financially or otherwise in the Resolution.

The brief profile of the director who is proposed to be appointed as independent director is annexed herewith separately with this notice.

ITEM No. 4:- APPOINTMENT OF MR. KETAN SHAH (DIN: 08818212) AS DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY.

The Board of Directors of the Company in their meeting held on 25th August, 2020, upon recommendation of Nomination & Remuneration Committee, approved the appointment of Mr. Ketan Shah (DIN: 08818212) as an Additional Director of the Company to hold office up to the date of the Annual General Meeting. In terms of Section 160 of the Companies Act, 2013 ('the Act'), the Company has received a notice in writing from the Member proposing his candidature for the office of Director of the Company.

Further, Board of Directors of the Company in their meeting held on 25th August, 2020, based upon recommendation of Nomination & Remuneration Committee also approved appointment of Mr. Ketan Shah as Whole Time Director on the Board of the Company with effect from 25th August, 2020 in accordance with the provisions contained in Sections 196, 197 and 198 read with Section 203 of the Companies Act, 2013 and Schedule V of the Companies Act 2013 subject to the approval of the shareholders at the forthcoming Annual General meeting.

Mr. Ketan Shah is belongs to promoter group of the Company and also in employment with company since from 1986 as a chief operating officer and having rich and diversified experience in Pharma Sector. His vast knowledge, experience and his ability to gain the confidence of stakeholders and customers about the manufacturing division has proved to be very much helpful for the company and his guidance is making company achieve success consistently. Keeping in view the contribution made by him in all round progress of the Company Board recommends the adoption of resolution proposed under Item No. 4. Accordingly, it is proposed to appoint him as Whole Time Director w.e.f. 25th August, 2020 on remuneration as mentioned in Item No. 4 of notice for which Nomination and Remuneration Committee, Audit committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority if any.

The limits specified in resolution are the maximum limits and the Nomination and Compensation Committee / Board may in its absolute discretion pay to the above mentioned Director lower remuneration and revise the same from time to time within the maximum limits stipulated above.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

1	Nature of industry	The Company is engaged in the business of manufacture of pharmaceutical bulk drugs.
2	Date or expected date of commencement of commercial production	September 1993
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

4	Financial Performance based on given indicators	Figures In lacs		
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit /(loss) after Tax
	2018-19	2312.85	59.83	48.23
	2017-18	1236.00	58.82	47.07
	2016-17	1345.44	231.04	179.42
5	Foreign investments or collaborations, if any	The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.		

II. Information about the appointee:

1	Background details	Mr. Ketan Shah aged 59 years and belongs to promoter group of the Company. After completing B.Sc. he joined his family business of Pharmaceuticals. He is having vast experience of 34 years in the field of Pharma sector.
2	Past remuneration	N.A.
3	Recognition or awards	None
4	Job profile and his suitability	Shri Ketan Shah is associated with the Company in year 1986 and presently holds post of Chief Operating Officer. He completed his B. Sc in the year 1980 and has rich and diversified knowledge and experience in Pharmaceutical Industry.
5	Remuneration proposed	Up to Rs. 2,50,000/- per month
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into the account the size of the company, industry benchmark in general, profile, position, responsibility born by him and involvement of Mr. Ketan shah in the Company, the proposed remuneration is reasonable. The industry profile, position, responsibility born by him and involvement of Mr. Ketan shah in standard and Board level positions held in similar sized and similar positioned businesses usually offers Rs. 3,00,000/- per month to Rs 5,00,000/- per month for such profiles.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	He belongs to promoter group of the company and son of Shri Ramesh Shah, Managing Director. He also hold a post of Chief Operating officer of the Company and was drawing remuneration of Rs. 1,45,000/-per month. Except this there is no pecuniary relationship directly or indirectly with company or key managerial personnel.

III. Other information :

1	Reasons of loss or inadequate profits	<ul style="list-style-type: none"> - Economic slowdown - Tough Competition - Non utilisation of maximum production capacity. - Strict compliance by regulatory Authorities
2	Steps taken or proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance/ liquidity, including cost control measures have been put in place.
3	Expected increase in productivity and profits in measurable terms	Expected 1-2% rise in profit from current level.

The disclosure as required under Part-II of Schedule V of Companies Act, 2013, is covered under Corporate Governance Report forming part of Annual Report.

Except Shri Ramesh Shah Managing Director of the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives, in any way is concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 4 of the Notice.

Date : 25th August, 2020
Place : Indore

By Order of the Board of Directors of
For BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
Sd/-

Biofil Chemicals and Pharmaceuticals Limited
CIN : L24233MP1985PLC002709
Registered Office: 11/12, SECTOR E SANWER ROAD INDORE
MP 452015 | Phone: 0731-2723016 | WEB: www.biofilgroup.net
EMAIL: bcplcompliance@gmail.com

Shikha Khilwani
(Company Secretary)
Membership No.: A43203

Additional Information of Director 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 Secretarial Standard of General Meeting:

Name of Directors	Shri Romil Shah (DIN: 00326110)	MR. KETAN SHAH (DIN: 08818212)	MR. ASHOK KUMAR RAMAWAT (DIN: 08818263)
Date of Birth	07th April, 1985	21st July 1961	27th September 1952
Date of Appointment / re-appointment	30th July, 2005	25th August, 2020	25th August, 2020
Expertise / Experience in specific functional areas	13 years of experience in the field of technical and administration	34 years Experience in Pharmaceutical Industry	40 years Experience in Pharmaceutical Industry
Qualification	B.E., MBA	B.Sc	B.Sc
No. & % of Equity Shares held in the Company	382550 (2.35%)	340800 (2.09%)	Nil
List of outside Company's directorship held	1. Sedate Mercantile Pvt. Ltd., 2. Formo Plast Pvt.Ltd 3. MID (India) Pharmaceuticals Pvt Ltd.	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
Salary or Sitting fees paid	Nil	Nil	Nil
Chairperson/ Member of the Committees of the Board of Directors of other Companies in which he/she is director	Nil	Nil	Nil
Relationship between directors inter-se	Shri Romil Shah is Brother's Son of Shri Ramesh Shah,	Ketan shah is son of Mr Ramesh Shah	None