

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

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

NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting of the members of **BIOFIL CHEMICALS AND PHARMACEUTICALS LTD** will be held on Saturday, 28th September, 2013 At 2.00 P.M. at 11/12, Sector E, Sanwer Road, Industrial Area, Indore M.P.

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the profit & Loss Account for the year ended on same date and the Reports of Board of Directors & Auditors thereon.
2. To appoint Director in place of Shri Ramesh Chimanlal Shah, who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4.To consider and if, thought fit, to pass with or without modification(s) the following resolution as special resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309 and other applicable provisions, if any, and in terms of Schedule XIII of the Companies Act, 1956 as amended up to date, Shri Ramesh Shah, be and is hereby re-appointed as Managing Director of the Company for a period of further 5 years with effect from 1st October, 2013 to 30th September, 2018 on the following terms, conditions, salary and perquisites:

- a. **Salary:** Rs.25,000/- (Rupees Twenty Five Thousand only) per month.
- b. **Commission:** a commission based on the net profit of the company as may be determined by the Board, subject to overall ceiling laid down in section 198 and 309 of the Companies Act, 1956 and provided, however, the commission will be paid on pro-rata basis in the event of earlier cessation or termination of appointment.
- c. **Perquisites:** In addition to the above salary Shri Ramesh Shah , Managing 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 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 25% of annual salary."

"RESOLVED FURTHER THAT where in any financial year the Company has no profits during the term of office of Shri Ramesh shah in that case no remuneration shall be paid to Shri Ramesh Shah."

"RESOLVED FURTHER that the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, the terms and conditions of appointment and remuneration of Shri Ramesh Shah subject to the limit laid down under the applicable provisions of the Companies Act, 1956 and subject to the requisite approvals, if any, being obtained"

"RESOLVED FURTHER THAT for this purpose of giving effect to this resolution, the board of directors be and is hereby authorized to do all such acts, deeds, matters and things as may in their absolute discretion deem necessary, expedient, usual and proper."

Place ; Indore
Date : 13.08.2013

By Order of the Board.
For Biofil Chemicals & Pharmaceuticals Ltd.

Sd/-
(Ramesh Shah)
Managing Director

NOTES:

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO VALID MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 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.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the special business set out in the Notice is annexed hereto.
- Register of the members and share transfer books of the company will remain closed from Monday 23rd Day of September 2013 to Saturday, 28th Day of September, 2013 (both days inclusive) in terms of section 154 of the Companies Act, 1956.
- Details under clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking re-appointment at the Annual General Meeting is given in corporate governance report forming part of this annual report.
- Members are requested to send their queries, if any at least 10 days in advance so that the information can be made available at the meeting and to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
- The Company has designated an exclusive email ID biofil@sancharnet.in, which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
- Members are requested to contact the Registrar and Share Transfer Agent for all matters connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore -452010 M.P.
- SEBI has made it mandatory for every participant in the securities/ capital market to furnish the detail of Income Tax Permanent Account Number (PAN). Accordingly, all shareholders holding shares in the physical form are requested to submit details of PAN along with a photocopy of both the sides of the PAN Card, duly attested, to the Registrar and Share Transfer Agent.
- Pursuant to Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).
- In all correspondence with the Company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DP ID number.
- Members who wish to dematerialize the shares or seek any information regarding transfer of shares are requested to contact the Company Registrar and Share Transfer Agent.
- The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its Members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to the depositories who are holding their

shares in demat form and the members who are holding their shares in physical form may send the duly filed form to our Registrar Ankit Consultancy Private Limited, 60, Electronics Complex, Pardeshi Pura Indore-452010 M.P. for sending the document in electronic form. The form is enclosed with Annual Report.

Place ; Indore
Date : 13.08.2013

By Order of the Board.
For Biofil Chemicals & Pharmaceuticals Ltd.

Sd/-
(Ramesh Shah)
Managing Director

Explanatory Statement

Pursuant to section 173(2) of the Companies Act,1956

Shri Ramesh Shah is associated with Company since from incorporation and he is founder of the company. Shri Ramesh Shah, who in addition to being a B-Pharma has rich and diversified experience especially in Pharmaceuticals line. Further to comply the requirement of section 269 of Companies Act, 1956 and looking in to his wide experience and contribution made by him, it is proposed to re-appoint as Managing Director of the Company for the period from 1st October, 2013 to 30th September, 2018 on remuneration as mentioned in said resolution.

Except proposed appointee and Shri Romil Shah no other Director is concerned or interested in the proposed resolution. The contents of resolution along with explanatory statement and details contains therein shall be deemed to be abstract of the terms and conditions of re-appointment of Shri Ramesh Shah under section 302 of the Companies Act, 1956 and memorandum of interest in that behalf.

Place ; Indore
Date : 13.08.2013

By Order of the Board.
For Biofil Chemicals & Pharmaceuticals Ltd.

Sd/-
(Ramesh Shah)
Managing Director