



# 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: 01<sup>ST</sup> October 2020**

To,  
The Secretary,  
Corporate Relationship Department,  
**The BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 00

**The Secretary,**  
**National Stock Exchange of India Ltd.,**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E) Mumbai - 400 051

**Sub: - Submission of Consolidated Scrutinizer's Report on Remote E-voting and e-voting facility during the 35<sup>th</sup> Annual General Meeting of the Company.**

**Ref: BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**  
**(BSE Scrip Code: 524396; NSE Scrip Id: BIOFILCHEM; ISIN No. INE829A01014)**

Dear Sir,

The 35<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 29<sup>th</sup> September 2020 at 03.00 p.m. (IST) through video conference (VC) / other audio visual means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

In terms of the provisions of the Companies Act, 2013 and the Listing Regulations, the Company had provided remote e-voting facility and e-voting facility (Insta Poll) at the AGM. Mr. L. N. Joshi, Practicing Company Secretary scrutinized the remote e-voting process and e-voting (Insta Poll) at the AGM. The Scrutinizer's Report dated 29<sup>th</sup> September 2020 is attached as Annexure 1.

All resolutions as set out in the Notice of the AGM were approved by the shareholders with requisite majority.

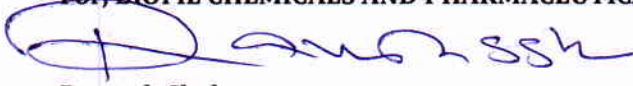
In terms of the provisions of Regulation 44 of the Listing Regulations, the details of the results of voting held through remote e-voting and e-voting at the AGM (Insta Poll) is attached as Annexure 2.

Kindly take the same on record.

Thanking You,

Yours Faithfully,

**For, BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**



**Ramesh Shah**  
**Managing Director**  
**(DIN: 00028819)**  
**Enc: a/a**



**L N JOSHI & CO.**

**PRACTISING COMPANY SECRETARY**

122, Krishna Business Centre, 11, P.U. 4, Next to Medanta Hospital,  
Rasoma Square, Indore - 452010 (M.P.) | Ph.: (0731) 4266708, 4959087

**Combined Scrutinizer's Report**

**L N Joshi**

M. Com., LL.B. (Hons), FCS  
Insolvency Professional

Cell

+91 94250 60308

E-mail

lnjoshics@gmail.com

[Pursuant to Sections 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administrations) Rules 2014 as amended]

To,  
The Chairman,  
35<sup>th</sup> Annual General Meeting of  
**BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED,**  
Registered office: 11/12, Sector E,  
Sanwer Road, Industrial Area,  
Indore-452015 (M.P.)

Dear Sir,

**SUB: Combined Scrutinizer's Report on Remote E-Voting and E-voting facility during the AGM to the members attending through Video Conferencing/Other Audio Visual Means (VC/OAVM) in respect of the 35<sup>th</sup> Annual General Meeting of Biofil Chemicals & Pharmaceuticals Limited held on Tuesday, 29<sup>th</sup> September, 2020 at 3.00 P.M. (IST).**

I, L. N. Joshi, Practising Company Secretary have been duly appointed as the Scrutinizer on 25<sup>th</sup> August, 2020 in the meeting of the Board of Directors of Biofil Chemicals & Pharmaceuticals Limited (hereinafter referred to as "**the Company**") for the purpose of scrutinizing remote e-voting process and e-voting at the 35<sup>th</sup> Annual General Meeting ("AGM"), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circulars No. 20/2020 dated 5<sup>th</sup> May, 2020, read with circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs ("MCA") and in accordance with the circular dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India ("SEBI") on the proposed resolutions contained in notice of 35<sup>th</sup> Annual General Meeting of the members of the Company dated 25<sup>th</sup> August, 2020 (the "notice").

The Management of the Company is responsible to ensure the compliance of the requirements of the Act, Rules and circulars issued by Ministry of Corporate Affairs and SEBI relating to remote e-voting and e-voting during the 35<sup>th</sup> AGM on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the 35<sup>th</sup> AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting

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Report of Scrutinizer on Remote E-Voting and E-Voting at the 35<sup>th</sup> AGM of BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED

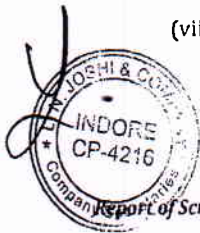
system provided by Central Depositories Services (India) Limited (CDSL), the agency authorized under the Rules and engaged by the Company to provide platform for voting through remote e-voting and e-voting during the 35<sup>th</sup> AGM and platform for VC/OAVM facility for participation in the 35<sup>th</sup> AGM.

As mentioned in the Notice the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company and the same was deemed to be the venue of AGM.

I do hereby submit my Report as under:-

- (i) The Company had appointed Central Depositories Services (India) Limited (CDSL) as the **service provider**, for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the meeting.
- (ii) Ankit Consultancy Private Limited is the Registrar and Transfer Agent ("RTA") of the Company.
- (iii) CDSL had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted in the 35<sup>th</sup> AGM of the Company, which was held on Tuesday, 29<sup>th</sup> September, 2020.
- (iv) The voting rights were reckoned on Tuesday, 22<sup>nd</sup> September 2020, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting during the 35<sup>th</sup> Annual General Meeting.
- (v) Remote E-Voting platform remained open from Saturday, 26<sup>th</sup> September 2020 (9.00 A.M.) up to Monday, 28<sup>th</sup> September 2020 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform provided by CDSL.
- (vi) As prescribed in clause 3(A)(IV) of the Circular dated 5<sup>th</sup> May, 2020 issued by MCA, which is forming part of the MCA & SEBI CIRCULARS, the Company had released an advertisement prior to sending Notice of AGM to the Members which was published in English language in Free Press Indore & Mumbai and in Hindi language in Choutha Sansar Indore, both on 27<sup>th</sup> August, 2020.
- (vii) As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Free Press Indore & Mumbai and in Hindi language in Choutha Sansar Indore, both on 6<sup>th</sup> September, 2020.
- (viii) At the end of the voting period on 28<sup>th</sup> September 2020 at 5.00 P.M. (IST), the voting portal of service provider was blocked.

Cont....3





- (ix) CDSL provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- (x) At the 35<sup>th</sup> AGM of the Company held through VC/OAVM, on Tuesday, 29<sup>th</sup> September 2020, after considering all the items of the business, the facility to vote electronically through Instapoll was provided to facilitate those members who are attending the meeting through VC/OAVM but did not participate in the Remote E-voting to cast their votes. On 29<sup>th</sup> September 2020, after tabulating the votes cast electronically by the system provided by CDSL, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Shweta Verma and Ms. Sakshi Rai who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014. After the voting by electronic means the votes cast through remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

I submit my Combined Scrutinizer's Report on the results of voting through remote e-voting and e-voting during the 35<sup>th</sup> AGM as under:

**Item No. 01 - Ordinary Resolution**

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Reports of the Board of Directors and Auditors thereon.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	48	11016950	100%	0	0	0	11016950	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
Total	48	11016950	100%	0	0	0	11016950	0	0

**Item No. 2- Ordinary Resolution**

To appoint a Director in place of Shri Romil Shah (DIN: 00326110), who retires by rotation and being eligible offers himself for re-appointment.

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Report of Scrutinizer on Remote E-Voting and E-Voting at the 35<sup>th</sup> AGM of BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$\frac{4}{(3/8)*100}$	5	6	$\frac{7}{(6/8)*100}$	8=(3+6)	9	10
Remote E-voting	33	3398190	100	0	0	0	3398190	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
Total	33	3398190	100	0	0	0	3398190	0	0

#### Item No. 3-Ordinary Resolution

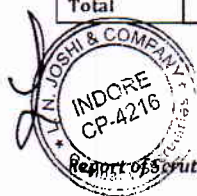
**Appointment of Mr. Ashok Kumar Ramawat (DIN: 08818263) as an Independent Director of the company.**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$\frac{4}{(3/8)*100}$	5	6	$\frac{7}{(6/8)*100}$	8=(3+6)	9	10
Remote E-voting	48	11016950	100%	0	0	0	11016950	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
Total	48	11016950	100%	0	0	0	11016950	0	0

#### Item No. 4-Special Resolution

**Appointment of Mr. Ketan Shah (DIN: 08818212) as director as well as Whole Time Director of the company.**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$\frac{4}{(3/8)*100}$	5	6	$\frac{7}{(6/8)*100}$	8=(3+6)	9	10
Remote E-voting	33	3398190	100	0	0	0	3398190	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
Total	33	3398190	100	0	0	0	3398190	0	0



Report of Scrutinizer on Remote E-Voting and E-Voting at the 35<sup>th</sup> AGM of BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED

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Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.

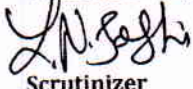
Based on the above information, you may kindly announce the result of remote e-voting prior and during the AGM.

All relevant record of electronic voting prior and during the 35<sup>th</sup> AGM will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of 35<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the Company Secretary of the company for safe keeping.

The Company is hereby instructed to put up the results on its website and also that of the service provider and inform to the stock exchange accordingly not later than 48 hours of conclusion of 35<sup>th</sup> Annual General Meeting.

Thanking you,

Yours Faithfully,



Scrutinizer


Name: L.N. Joshi

Practicing Company Secretary

FCS: 5201; CP: 4216



To be Countersigned by the Chairman



Ramesh Shah

Place: Indore

Date: 29<sup>th</sup> September, 2020

UDIN: F005201B000811380

The following were the witnesses to the unblocking the vote cast through remote E-voting.



Ms. Shweta Verma



Ms. Sakshi Rai

<b>General information about company</b>	
Scrip code	524396
NSE Symbol	BIOFILCHEM
MSEI Symbol	
ISIN	INE829A01014
Name of the company	BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-09-2020
Start time of the meeting	03:00 PM
End time of the meeting	03:15 PM



<b>Scrutinizer Details</b>	
Name of the Scrutinizer	L.N. JOSHI
Firms Name	L.N. JOSHI & COMPANY
Qualification	CS
Membership Number	5201
Date of Board Meeting in which appointed	25-08-2020
Date of Issuance of Report to the company	29-09-2020

<b>Voting results</b>	
Record date	22-09-2020
Total number of shareholders on record date	10619
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	12
b) Public	30
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			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					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7618760	7618760	100	7618760	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7618760	7618760	100	7618760	0	100
Public-Institutions	E-Voting	87300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		87300	0	0	0	0	0
Public- Non Institutions	E-Voting	8567740	3398190	39.6626	3398190	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8567740	3398190	39.6626	3398190	0	100
Total		16273800	11016950	67.6975	11016950	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			To appoint a Director in place of Shri Romil Shah (DIN: 00326110), who retires by rotation and being eligible offers himself for re-appointment.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7618760	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7618760	0	0	0	0	0
Public-Institutions	E-Voting	87300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		87300	0	0	0	0	0
Public- Non Institutions	E-Voting	8567740	3398190	39.6626	3398190	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8567740	3398190	39.6626	3398190	0	100
Total		16273800	3398190	20.8814	3398190	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			APPOINTMENT OF MR. ASHOK KUMAR RAMAWAT (DIN:08818263) AS AN INDEPENDENT DIRECTOR OF THE COMPANY					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7618760	7618760	100	7618760	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7618760	7618760	100	7618760	0	100
Public-Institutions	E-Voting	87300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		87300	0	0	0	0	0
Public- Non Institutions	E-Voting	8567740	3398190	39.6626	3398190	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8567740	3398190	39.6626	3398190	0	100
Total		16273800	11016950	67.6975	11016950	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			APPOINTMENT OF MR. KETAN SHAH (DIN: 08818212) AS DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7618760	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7618760	0	0	0	0	0
Public-Institutions	E-Voting	87300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		87300	0	0	0	0	0
Public- Non Institutions	E-Voting	8567740	3398190	39.6626	3398190	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8567740	3398190	39.6626	3398190	0	100
Total		16273800	3398190	20.8814	3398190	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



