

**General information about company**

Scrip code	524396
NSE Symbol	BIOFILCHEM
MSEI Symbol	NOTLISTED
ISIN	INE829A01014
Name of the entity	BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

No

Whether Chairperson is related to MD or CEO

No

PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
AHCPS6091A	00028819	Executive Director	Chairperson	MD	17-10-1936	NA		04-01-1985	01-10-2018			1	0	0	0
AYRPS6913K	00326110	Non-Executive - Non Independent Director	Not Applicable		07-04-1985	NA		30-07-2005	30-07-2005			1	0	0	0
AHCPS6094F	08818212	Executive Director	Not Applicable		21-07-1961	NA		25-08-2020	25-08-2020			1	0	0	0
AGKJPJ2577P	00326130	Non-Executive - Independent Director	Not Applicable		22-11-1966	NA		31-01-2013	01-04-2019		84	1	1	2	2

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
5	Mr	SUBHASH CHANDRA SWARNKAR	AGTPS5694R	01658151	Non-Executive - Independent Director	Not Applicable		01-07-1948	Yes	26-09-2019	13-08-2015	13-08-2020		68	1	1
6	Mr	ASHOK KUMAR RAMAWAT	AAKPR3792G	08818263	Non-Executive - Independent Director	Not Applicable		27-09-1952	NA		25-08-2020	25-08-2020		8	1	1

**Text Block**

Textual Information(1)

Company does not have any permanent Chairperson of the Company. However Chairperson is elected in every Board Meeting by Board Members, amongst directors present in the Board Meeting.

Further for successful validation of this Report Category 2 of Ramesh Shah is selected as chairman

**Annexure 1**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory	Textual Information(1)
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**Annexure 1 Text Block**

Textual Information(1)

Date of Appointment of Mrs. Shaila Jain as mentioned in Composition of Committees is date of her re-appointmnet as Independent Director for second term of five years.

Date of Appointment of Shri Subhash Chandra Swarnkar as mentioned in Composition of Committees is date of his re-appointmnet as Independent Director for second term of five years.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08818263	ASHOK KUMAR RAMAWAT	Non-Executive - Independent Director	Member	25-08-2020		
2	00326130	SHAILA JAIN	Non-Executive - Independent Director	Chairperson	01-04-2019		
3	01658151	SUBHASH CHANDRA SWARNKAR	Non-Executive - Independent Director	Member	13-08-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08818263	ASHOK KUMAR RAMAWAT	Non-Executive - Independent Director	Member	25-08-2020		
2	00326130	SHAILA JAIN	Non-Executive - Independent Director	Chairperson	01-04-2019		
3	01658151	SUBHASH CHANDRA SWARNKAR	Non-Executive - Independent Director	Member	13-08-2020		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08818263	ASHOK KUMAR RAMAWAT	Non-Executive - Independent Director	Member	25-08-2020		
2	00326130	SHAILA JAIN	Non-Executive - Independent Director	Chairperson	01-04-2019		
3	01658151	SUBHASH CHANDRA SWARNKAR	Non-Executive - Independent Director	Member	13-08-2020		





Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	11-11-2020				Yes	6	3
2		12-02-2021	92		Yes	6	3

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	11-11-2020				Yes	3	3
2	Audit Committee	12-02-2021	92			Yes	3	3
3	Stakeholders Relationship Committee	15-10-2020				Yes	3	3
4	Stakeholders Relationship Committee	23-11-2020	38			Yes	3	3
5	Stakeholders Relationship Committee	18-12-2020	24			Yes	3	3
6	Stakeholders Relationship Committee	19-12-2020				Yes	3	3

**Annexure 1****IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	08-02-2021	50			Yes	3	3
8	Stakeholders Relationship Committee	03-03-2021	22			Yes	3	3

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)



**Text Block**

Textual Information(1)

Company has entered transactions with related parties in ordinary course of business and arms length basis.

Textual Information(2)

Statement and Declaration of Material Related Party Transactions only  
for the Quarter as well as year ended on 31.03.2021

A. Details of Contract or Arrangements or Transactions entered or to be entered by the company which are at arms length basis:

S. No.	Name of the Related Party	Nature of Relation with the Directors/ KMP/ Company	Nature of contract or arrangement or transaction	Transactions during the quarter from 01.01.2021 to 31.03.2021	Cumulative Value of the transaction during the quarter 01.04.2020 to 31.03.2021	Reference for the approval of the ACM and their remarks if any.
1.	Cyano Pharma Private Limited	Relative of Directors are Director in the Company	Sale/purchase of goods and services in ordinary course of business and on arms length basis	8581309/-	65447573/-	24-09-2015

## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	SHIKHA KHILWANI
2	Designation	Company Secretary and Compliance Officer

**Text Block**

Textual Information(1)

Due to non availability of information and documents from the proposed director, the composition of Board having for six director as per Regulation 17 (1) (c ) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 was compiled on 25th August, 2020.

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.biofilgroup.net">www.biofilgroup.net</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.biofilgroup.net">www.biofilgroup.net</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.biofilgroup.net">www.biofilgroup.net</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.biofilgroup.net">www.biofilgroup.net</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.biofilgroup.net">www.biofilgroup.net</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.biofilgroup.net">www.biofilgroup.net</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.biofilgroup.net">www.biofilgroup.net</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.biofilgroup.net">www.biofilgroup.net</a>

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.biofilgroup.net
11	email address for grievance redressal and other relevant details	Yes		www.biofilgroup.net
12	Financial results	Yes		www.biofilgroup.net
13	Shareholding pattern	Yes		www.biofilgroup.net
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.biofilgroup.net
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.biofilgroup.net
21	Materiality Policy as per Regulation 30	Yes		www.biofilgroup.net
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.biofilgroup.net

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	



**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	SHIKHA KHILWANI
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	SHIKHA KHILWANI
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	SHIKHA KHILWANI
Designation of person	Company Secretary and Compliance Officer
Place	INDORE
Date	14-04-2021

