BIOFIL CHEMICALS & PHARMACEUTICALS LTD.

11/12, Sector-E, Sanwer Road, Industrial Area, Indore - 452 015. Fax : 0731-2723017
Tel. : 0731-2723016, 4066516 E-mail : biofilchemicals@yahoo.com / bcplcompliance@gmail.com
Admn. Office : B-12/B, Industrial Estate, Pologround, Indore - 452 015 (M.P.)
Tel. : 0731-2426700, 2420926, 2524003, Fax : 0731-2420926 ● **CIN : L24233MP1985PLC002709**

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1	Name of Company	**Biofil Chemicals And Pharmaceuticals Limited 11/12 Sector E Sanwer Road, Industrial Area, Indore 452015 M.P.**
2	Annual Financial Statement for the year ended	31.03.2015
3	Type of Audit observation	Un Qualified
4	Frequency of observation	Not Applicable
5	To be signed by:-	
	• CEO	Ramesh S Shah , Managing Director
	• CFO	Jitendra Kumar Sahu
	• Auditors of the Company	For S.N. Gadiya & Company (Reg No 002052C) S.N. Gadiya Chartered Accountant
	• Audit Committee Chairman	Shaila Jain

Place: Indore
Date: 13/08/2015

30th
Annual Report
2014 - 2015

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BIOFIL

Health for All

BIOFIL CHEMICALS
&
PHARMACEUTICALS LIMITED

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30th Annual Report
2014 - 2015

Board of Directors :

Shri Ramesh Shah	-	Chairman & Managing Director
Shri Romil Shah	-	Non Executive Director
Shri Ramesh Chimanlal Shah	-	Independent Director
Mrs. Shaila Jain	-	Independent Director
Shri Subhash Chandra Swarnkar	-	Additional Director (w.e.f 13.08.2015)

Chief Financial Officer
Mr. Jitendra Kumar Sahu

Company Secretary
Ms. Neha Shukla

Bankers :
State Bank of India,
Industrial estate Branch,
Indore.

IDBI Bank Ltd.,
Ratlam Kothi Branch,
Indore.

Statuory Auditors :
S.N. Gadiya & Co.,
Chartered Accountants
241, Apollo Towers
2, M.G. Road, Indore M.P.

Secretarial Auditor
L.N.Joshi & Co
Company Secretaries
306, Sterling Arcade
15/3, Race Course Road, Indore (M.P.)

Registered Office :
BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED
CIN : L24233MP1985PLC002709
11/12, Sector "E", Sanwer Road, Industrial Area,
Indore - 452015 M.P.
Email: bcplcompliance@gmail.com
Website: www.biofilgroup.net

Plant Location :
Plot No. 8, Sector-4, Kheda Industrial Estate,
Pithampur Dist. Dhar (M.P.)

Registrar & Share Transfer Agent
Ankit Consultancy Private Limited
Plot No. 60, Pardeshipura, Electronic Complex,
Indore-452010 (M.P.)
Phone: 0731-3198601-602 • Fax: 0731-4065798
Email ID: ankit_4321@yahoo.com

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30TH
ANNUAL GENERAL MEETING
Day : Thursday
Date : 24th Day of September, 2015
Time : 2:00 P.M.
Venue : 11/12, Sector 'E'
Sanwer Road Industrial Area,
Indore-452015 (M.P.)

NOTICE OF 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that 30th Annual General Meeting of the Members of **BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED** will be held on Thursday, **24th Day of September, 2015 at 2:00 P.M.** at the Registered office of the company situated at 11/12, Sector 'E' Sanwer Road, Industrial Area, Indore(M.P.)-452015, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015, the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Romil Shah (DIN: 00326110), who retires by rotation and being eligible offers himself for re-appointment.
3. 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 139, 142 and any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, including any statutory amendment(s) or re-enactment(s) thereof and as recommended by the Audit Committee, M/s. S. N. Gadiya & Co. Chartered Accountants, Indore registered with the Institute of Chartered Accountants of India vide ICAI Registration No. 002052C, who were appointed as the statutory Auditors of the Company in the Annual General Meeting held in the year 2014 for a period of three years (from the conclusion of 29th AGM up to the conclusion of 32nd AGM to be held in the year 2017 subject to ratification of their appointment at every AGM) be and are hereby reappointed to hold the office for the remaining term of two years i.e. up to the conclusion of 32nd Annual General Meeting on such remuneration as may be mutually agreed between the Board of Directors of the Company and the auditors.

SPECIAL BUSINESSES :

ITEM No. 4

APPOINTMENT OF SHRI SUBHASH CHANDRA SWARNKAR (DIN: 01658151) AS AN INDEPENDENT DIRECTOR.

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 clause 49 of the listing agreement as may be amended from time to time, Shri Subhash Chandra Swarnkar (DIN: 01658151), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th August, 2015 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 from 13th August, 2015 to 12th August, 2020, and he shall not be liable to retire by rotation."

ITEM No. 5

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.

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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 6 :

CALL REMAINING RS. 3/- ON REISSUED 5712500 FORFEITED EQUITY SHARES (REISSUED ON 31.03.2011) :

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 special resolution passed under Section 81(1A) of the Companies Act, 1956 by the shareholders of the Company in their Extra Ordinary General Meeting held on 23rd Day of March 2011 , for re-issue, of 57,12,500 forfeited equity shares on preferential basis of the Company at Rs. 7/- each for cash to promoters and Non promoters of the Company as per the list mentioned in explanatory statement attached to the notice convening this meeting, in such manner and on such terms and conditions as may be determined by the Board in its discretion, subject to the following:

a. The relevant date for purpose of determination of the price of the shares was thirty (30) days prior to the date of the Board meeting i.e., February 21, 2011.

b. The re-issued shares was ranked on pari - passu in all respects with the existing shares.

"RESOLVED FURTHER THAT the board be and are hereby ratify and pass a fresh resolution to call remaining amount of Rs. 3 per share for reissued of 57,12,500 forfeited equity shares of the Company at Rs. 10/- each for cash to the same person as allotted before. The list of persons has been mentioned in the explanatory statement."

"RESOLVED FURTHER THAT the difference amount of Rs. 3 (Three) be collected from the respective allottees"

ITEM NO 7 :

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges, consent of the members be and is hereby accorded for ratification / approval of material related party transactions entered/to be entered into by the Company with Cyano Pharma Private Limited up to maximum limit not exceeding Rs. 9 Crores per annum in aggregate as may be required by the Company on the terms as agreed / may be agreed between Board of Directors and related party, subject to condition that all such transactions shall be at arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and are hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

Place : Indore
Date : 13/08/2015

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

(Ramesh Shah)
Managing Director
DIN: 00028819

Biofil Chemicals & Pharmaceuticals Ltd.
CIN : L24233MP1985PLC002709
Reg Off: 11/12, Sector "E", Sanwer RoadIndustrial Area,
Indore - 452015 M.P.
Email: bcplcompliance@gmail.com Website: www.biofilgroup.net

Notes:-

- **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCMENT OF ANNUAL GENERAL MEETING.**
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice is annexed herewith.
- 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 Saturday 19th Day of September, 2015 to Thursday 24th Day of September, 2015 (both days inclusive) for the purpose of 30TH Annual General Meeting of the company.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the Registrar and Share Transfer Agent (R&STA). Members holding shares in demat mode are requested to register the details of PAN with their DPs.
- Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is furnished in Annexure A forms a part of the Notice.
- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2015 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.

Members who have not yet registered their e-mail id so far are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demate mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.

- Documents referred in the notice and the explanatory statement will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing annual general meeting.
- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- 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.
- The Members are requested to:
  a) Intimate changes, if any, in their registered addresses immediately.
  b) Quote their ledger folio/DPID number in all their correspondence.
  c) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  d) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2014-15 will also be available on the Company's website i.e www.biofilgroup.net.
- Route map for the venue of Annual General meeting is enclosed with this Report. The Prominent place is Chotha Sansar Square, Indore.
- The Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- Members are requested to send their queries relating to accounts and operations to the Company Secretary, if any at least 7 days in advance so that the information can be made available at the meeting.
- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
- 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.
- The Company has designated an exclusive email ID bcplcompliance@gmail.com 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.
- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by MCA vide its notification dated March 19, 2015, the company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

Instructions for shareholders voting through electronic means:

(i) The e-voting period begins on Monday, 21st September, 2015 from 09.00 A.M. and ends on Wednesday, 23rd September, 2015 at 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) Thursday 17th September, 2015, may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. 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 during the voting period

(iv) Click on "Shareholders" tab.

(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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(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* (Parmanent Account Number)	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is ADITYA SHARMA with sequence number 100 then enter AD00000100 in the PAN field.
DOB (Date of Birth)	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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. • 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) Members 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 Members 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 & Pharmaceuticals Ltd> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the 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 print out of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If 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) Note for Non - Individual Shareholders and Custodians

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 they have to create a user who would be able to link the account(s) for which they wish to vote on.
- The list of accounts 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, 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
- Mr. L.N. Joshi, Practicing Company Secretary (Membership No. 5201) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and

transparent manner.

- The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than three days from conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the companies share are listed.
- The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 24th September, 2015 subject to receipt of the requisite number of votes in favor of the Resolutions.

Relevant documents referred to in this Notice are open for inspection at the registered office of the Company on all working days (except Saturdays) between 11.00 a.m. to 1.00 p.m. up to the date of ensuing annual general meeting.

Place : Indore
Date : 13/08/2015

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

Biofil Chemicals & Pharmaceuticals Ltd.
CIN : L24233MP1985PLC002709
Reg Off: 11/12, Sector "E", Sanwer RoadIndustrial Area,
Indore - 452015 M.P.
Email: bcplcompliance@gmail.com Website: www.biofilgroup.net

(Ramesh Shah)
Managing Director
DIN: 00028819

Statement Pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO 4 :

Shri Subhash Chandra Swarnkar, was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 13th August, 2015 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 Company has received notice in writing under the provisions of Section 160 of the Act, from the member along with the fee of Rupees One Lakh proposing the candidature of Shri Subhash Chandra Swarnkar.

Shri Subhash Chandra Swarnkar has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director.

Section 149(10) of the Act provided that an independent director shall hold office for a term of upto five consecutive years on the Board. Further, section 149(13) of the Act, states that the provision relating to retirement of directors by rotation shall not apply to the appointment of independent directors. In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Shri Subhash Chandra Swarnkar as an independent director of the Company to hold office for a term up to 12th August, 2020.

His brief resume and other particulars have been given below under the heading 'Details of Directors seeking appointment/ re-appointment'.

A copy of the draft letter of appointment of Shri Subhash Chandra Swarnkar as an Independent Director, setting out the terms and conditions, is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 am to 1:00 pm up to the date of the AGM.

The Board recommends the Ordinary Resolution at Item No. 4 for approval of the members.

Save and Except Shri Subhash Chandra Swarnkar, none of the Directors or Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested financially or otherwise in the Resolution.

ITEM NO. 5 :

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of the Companies Act, 2013 including Rules framed there under. In terms of section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. In addition, the proposed draft Articles of Association is also available on the Company's website www.biofilgroup.net. for perusal by the Members.

The Board recommends the Special Resolution as set out at Item No.5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 5 of the Notice.

Item No 6:-

Members are aware that company had conveyed an Extra Ordinary General Meeting of the Company on 23rd March 2011 for

the purpose of reissue of 57, 12,500 forfeited equity shares to promoters and non promoters @ Rs. 7 per share on a preferential basis, members approved the same by passing special resolution. However BSE limited has not granted the trading and listing approval of the shares stating/mentioning that shares are not issued on par i.e. on Rs 10, now in order to complete the process and get the 57,12,500 shares listed, your company is proposing the resolution for calling of remaining amount of Rs. 3/- per shares from the shareholders with whom previously Rs. 7/- per shares have been received. Detail regarding the previous explanatory statement is mentioned as follows:-

Explanatory Statement (Form part of the Notice of General Meeting held on 23rd March 2011 which was issued along with Notice on 21/02/2011)

Your Directors at their meeting held on 27th January 2001 forfeited 57,12,500 equity shares for non-payment of outstanding allotment/call money due. Prior to the forfeiture, your company had mailed final notice of forfeiture on 19th December 2000 to shareholders in respect of 57,12,500 equity shares. Shareholders for these shares have not remitted the outstanding call/allotment money due and their shares now stand forfeited. This was apart from notice being mailed earlier at regular intervals.

Article 46 of the Articles of Association of the Company provides that any share forfeited, shall be deemed to be the property of the Company and the Board may sell, re-allot or otherwise dispose of the same in such manner as it thinks fit .

Your Directors now propose to re-issue the 57,12,500 forfeited equity shares of the face value of Rs.10/- each on preferential basis to promoters and non promoters at an issue price determined as per the Guidelines for Preferential Issue of Shares under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 and price shall not less than the unpaid balance of shares forfeited.

Pursuant to the provisions of Section 81(1A) of the Companies Act, 1956, any offer or issue of shares in a company made to persons other than the holders of the equity shares of a company requires prior approval of the shareholders in a general meeting by a Special Resolution. The Listing Agreements executed by the company with the Stock Exchanges also provide that the company shall, in the first instance, offer all forfeited Securities for subscription on pro rata basis to the existing Shareholders unless the Shareholders in a general meeting decide otherwise.

As per regulation of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as applicable from time to time, the required details are furnished as under:

a. **Objects of the issue through preferential offer:**
   Since the number of forfeited equity shares available for re-issue, being less and not adequate to offer to all the shareholders on rights basis, it is proposed to reissue the said shares on preferential basis to interested promoters and non promoters

b. **Pricing:**
   The pricing of the Shares shall not be lower than the price determined in accordance with SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 - Guidelines for Preferential Issues. The subscriber to the re-issue has agreed to pay the price determined in accordance with Guidelines for Preferential Issue of Shares

c. **Intention of Promoters/Directors/KMP to subscribe to the offer:**
   The Core Promoters of the Company have consented to subscribe to the re-issue of forfeited equity shares being offered on Preferential basis. Shri Ramesh Shah, Managing Director and Shri Romil Shah, Director of the Company may be deemed to be interested in the resolution. Theyare personally not subscribing to the reissue of shares. Other Directors and Key Management personnel are not interested in this item andthey do not intend to subscribe to the offer.

d. **Relevant Date:**
   The Relevant Date for purpose of determination of the price of the shares shall be thirty (30) days prior to the date of the general body meeting i.e., 21st February, 2011

e. **Shareholding Pattern of the Company before and after the issue**
   The Shareholding Pattern before and after the proposed re-issue of forfeited equity shares would be as under:

Category of Shareholders	Pre-Issue Equity Holdings	% of the Pre-Issue Equity holding	Post Issue Equity holdings	% of the Post-Issue Equity holding
A. Promoters Holding				
1. Indian Promoter:				
Individual	3304500	31.29	3304500	20.31
Body Corporate	1151700	10.90	2051700	12.61
Foreign Promoters	-	-	-	-
2. Persons acting in concert	**-**	**-**	**2262500**	**13.90**
Sub Total	**4456200**	**42.19**	**7618700**	**46.82**
B. Non-Promoters Holding				
1. Institutional Investors	-	-	-	-
2. Mutual Funds and UTI	-	-	-	-
3. Bank, Financial Institution, Insurance Companies [Central / State Govt. institutions, Non Government Institutions]	113900	1.08	113900	0.70

Category of Shareholders	Pre-Issue Equity Holdings	% of the Pre-Issue Equity holding	Post Issue Equity holdings	% of the Post-Issue Equity holding
4. FIIs	-	-	-	-
5. Others				
Private Corporate Bodies	1811719	17.15	4361719	26.80
6. Individuals				
> Holding up to Rs. 1.00 lacs	2932464	27.77	2932464	18.02
> Holding up to Rs. 1.00 lacs	1035617	9.81	1035617	6.36
7. NRIs/OCBs	209100	1.98	209100	1.29
8. Any other [please specify]	2300	0.02	2300	0.01
Sub Total	**6105100**	**57.81**	**8655100**	**53.18**
GRAND TOTAL	**10561300**	**100**	**16273800**	**100**

f. Proposed time within which the allotment shall be completed:

As per SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, the allotment of equity shares shall be completed within 15 days from the date of passing of the above Resolution.

g. The identity of the proposed allottees and the percentage of the preferential issue that may be held by the allottees:

Name of Allotees	PAN	Category	Pre-Issue Equity Holdings	% of the Pre-Issue Equity holding	Post Issue Equity holdings	% of the Post-Issue Equity holding
Scope Finance Company P. Ltd.	AACCS3082P	Promoter	Nil	Nil	22,62,500	13.90%
Mid (India) Pharmaceuticals P. Ltd	AABCM1880G	Promoter	2,75,250	2.61%	11,75,250	7.22%
Starline Equifin Pvt. Ltd.	AAOCS9781K	Non Promoters	1,27,900	1.21%	18,27,900	11.23%
Libra healthcare Pvt. Ltd.	AABCL8593P	Non Promoters	Nil	Nil	8,50,000	5.22%

h. Auditor's Certificate

A certificate as required under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, certifying that the proposed issue is being made in accordance with the requirements contained in SEBI Guidelines shall be obtained from the Auditors of the company.

i. Lock-in:

The equity shares to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI Guidelines in this behalf.

The Board recommends the Special Resolution as set out at Item No.6 of the Notice for approval by the Members.

Shri Ramesh Shah, Managing Director, Shri Romil Shah, Directors of the company are interested or concerned in the resolution to the extent the equity shares proposed to be allotted to their relatives. Except them None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No 6 of the Notice.

Item No 7:

Your Company Biofil Chemicals and Pharmaceuticals Limited (BCPL), has entered into tri-party agreement with Cyano Pharma Private Limited and HLL Lifecare Limited (Formerly Hindustan Latex Limited) for providing job work facility to HLL Lifecare Limited. In order to give effect to agreement BCPL and Cyano Pharma Private Limited undertake the activity of sell and purchase of raw material and finished goods with each other and for rendering and providing services to each other , although the transaction are entered in to ordinary course of business and on arm length basis.

But this agreement is continuing one and as per the provision of Clause 49(VII), a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statement of the Company.

The proposed activity of the Company with respect to give effect to said agreement, company may need to enter into transaction of sale and purchase with Cyano Pharma Private Limited which may exceed 10% of annual consolidated turnover of the Company as per the last audited financial statement of the Company for the year 2014-15. Thus, in terms of Clause 49(VII) and Company's policy on Materiality of and dealing with Related Party Transactions and pursuant to all other applicable provisions of the Companies Act, 2013 and Rules made there under, these transactions would require the approval of members by way of a Special Resolution.

The particulars of the contracts / arrangements / transactions as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 as amended, are as under:

Particulars	Informations
Name of the Related Party	Cyano Pharma Private Limited
Name of Director(s) or Key Managerial Personnel who is related	Mr. Ramesh S Shah, Managing Director; Mr. Romil Shah, Non Executive Director
Nature of relationship	Relatives of Mr. Ramesh Shah and Mr. Romil Shah are director and member of Cyano Pharma Pvt Ltd
Nature of Contract	Sale and Purchase of Raw Material/ Finished Goods for providing job work facility to HLL Lifecare Limited
Material terms/ Particular of Contract	As per the Tri-Party Agreement entered between the parties. These transactions are in the ordinary course of business and conducted on an arm's length basis.
Monetary Terms	Approx: 9.00 Crores.
Whether the transactions have been approved by the Audit Committee.	Yes
Any other information relevant or important for the Members to make a decision on the proposed transaction.	Nil

As per Clause 49(VII)(E) of the Listing Agreement, all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not wherein approval of material Related Party Transactions is sought from shareholders. Accordingly, all related parties of the Company, and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Your Directors recommend passing of the Resolution at Item No. 07 of the Notice, as a Special Resolution for approval by the unrelated shareholders.

Except Mr. Ramesh S Shah and Mr. Romil Shah ,none of the other Director or any Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested, in the Special Resolution as set out at Item No 7 of the Notice.

Place : Indore
Date : 13/08/2015

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

(Ramesh Shah)
Managing Director
DIN: 00028819

Biofil Chemicals & Pharmaceuticals Ltd.
CIN : L24233MP1985PLC002709
Reg Off: 11/12, Sector "E", Sanwer RoadIndustrial Area,
Indore - 452015 M.P.
Email: bcplcompliance@gmail.com Website: www.biofilgroup.net

Annexure A

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Equity Listing Agreement:

Name of Directors	**Mr. Romil Shah (Din No. 00326110)**	**Mr. Subhash Chandra Swarnkar (DIN: 01658151)**
Date of Birth	07/04/1985	01/07/1948
Date of Appointment	30/07/2005	13/08/2015
Expertise / Experience in specific functional areas	8 Year experience in the field of financing and administration of the affairs of the Co.	More than 30 Year experience in the field of Pharmaceuticals and Chemicals.
Qualification	B.E., M.B.A	BSC (Pharma)
No. & % of Equity Shares held in the Company	382550 (2.35 %)	Nil
List of outside Company's directorship held	Sedate Mercantile Pvt. Ltd.	MPPMO ANALYTICAL AND RESEARCH CENTRE Private Limited
Chairman / Member of the Committees of the Board of Directors of the Company	1. Nomination and Remuneration Committee 2. Stakeholder Relationship Committee 3. Audit Committee	-
Salary or Sitting fees paid	Nil	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil
Relationship between directors inter-se	Mr. Romil Shah is the Brother's Son of Mr. Ramesh Shah	Not in relationship with any other Director of the Company.

BOARD'S REPORT

To
The Members of
Biofil Chemicals and Pharmaceuticals Limited

Your Directors presenting the 30th Annual Report of your company together with the Audited Financial Statement for the year ended on 31st March, 2015.

1. STATE OF AFFAIRS, FINANCIAL PERFORMANCE AND FUTURE OUTLOOK:

1.1 FINANCIAL HIGHLIGHTS AND SUMMARY

The performance highlights and summarized financial results of the Company are given below:

(Rs. In Lacs)

PARTICULARS	Year ended 31/03/2015	Year ended 31/03/2014
Total Income	632.34	723.15
Total Expenditure	558.80	658.09
Profit/Loss Before Tax	73.54	65.06
Provision for taxation		
Income Tax	14.01	12.39
Deferred Tax Assets/Liability	0.00	0.00
Item Related to Earlier Year	0.81	0.99
Profit/Loss after tax	58.72	51.68
Paid up Equity Share Capital	1627.38	1627.38
Earnings Per Share (Rs. 10/- each) Basic & Diluted (in Rs.)	0.36	0.32

1.2 OPERATIONAL AND STATE OF COMPANY'S AFFAIRS:

During the financial year your company has achieved the turnover of Rs. 632.34 Lacs only in comparison to previous year's turnover of Rs. 723.15 Lacs and net profit of the company is Rs. 58.71 lacs in comparison to previous net profit of Rs. 51.68 lacs, Turnover of the Company has been reduced due to non-availability of major raw material folic acid, production was adversely impacted which result into reduce in turnover of the Company.

1.3 CHANGE IN NATURE OF BUSINESS

Company is dealing in Pharmaceuticals and Chemicals and it also diversified its business activity and dealing Plastic and allied Products. During the year there was no change in business activity of the company.

1.4 SHARE CAPITAL

The Paid Up Equity Share Capital as at 31st March 2015 stood at 16.27 Crore. During the year under review, the company has not issued shares with differential voting rights nor has granted any stock option or sweat equity. As on 31st March 2015, none of Directors of the company hold instruments convertible into equity shares of the Company. The total number of shares include 5712500 reissued of forfeited shares on 31/03/2011 but pending for corporate action and listing confirmation from stock exchange. The Company is in process to get the trading approval for the same.

2. EXTRACT OF ANNUAL RETURN

The detail forming part of extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this report as **Annexure 1** and forms an integral part of this report.

3. BOARD MEETINGS AND ANNUAL GENERAL MEETING

During the Financial Year 2014-15, meetings of the Board of Directors of the Company were held Six times. The gap between two Meetings did not exceed one hundred and twenty days. Further Annual General Meeting was held on 23rd September, 2014. Detailed information on the meetings of the Board, its Committees and the AGM is included in the Report on Corporate Governance, which forms part of Annual Report.

4. DIVIDEND

To conserve the resources of profit and accumulated losses, your directors not recommended any dividend for the year.

5. AMOUNTS TRANSFERRED TO RESERVES

Due to accumulated losses company has not transferred any amount in reserve account.

6. FIXED DEPOSITS

During the financial year 2014-15, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

7. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES:

The Company does not have any subsidiary, joint venture or associate company.

8. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board in its meeting held on 13th August, 2015 has appointed Shri Subhash Chandra Swarnkar as an Additional Director as well as independent Director of the Company, not liable to retire by rotation. To hold office upto ensuing AGM

The Company has received notice in writing from the members as required under section 160 of the Companies Act, 2013 for proposal of appointment of Shri Subhash Chandra Swarnkar as a Director as well as independent director of the Company at the ensuing Annual General Meeting.

In the opinion of the Board the above said director fulfills the conditions specified in the Act and the Rules made there under as per the Clause 49 of the Listing Agreement

In accordance with provisions of Section 152 of the Companies Act, 2013 and the Company's article of association, Shri Romil Shah, Director retires by rotation at the forthcoming annual general meeting and being eligible offers himself for re-appointment.

At the Annual General Meeting held on 23rd September, 2014 Mrs. Shaila Jain and Mr Ramesh C Shah were appointed as an independent director of the Company pursuant to section 149 of the Companies Act, 2013 for a term of five consecutive years. None of the Independent Directors are due for re-appointment.

Mr. Ramesh S Shah Managing Director; Mr. Jitendra Kumar Sahu Chief Financial Officer and Ms. Neha Shukla (w.e.f. 30.05.2014) of the Company are designated as a Key Managerial Persons of the Company as per the provisions of the Companies Act, 2013.

DISQUALIFICATIONS OF DIRECTORS

During the year declarations received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for holding office as director.

9. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they fulfill the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

The following Directors are independent in terms of Section 149(6) of the Act and Clause 49 of the Listing Agreement:

i) Shri Ramesh C Shah
ii) Mrs. Shaila Jain
iii) Shri Subhash Chandra Swarnkar

10. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013, the Directors confirm that::

a) In the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards and Schedule III of the Companies Act, 2013 have been followed and there are no material departure from the same;
b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended 31st March 2015 and of the profit of the Company for year ended on that date.
c) The proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
d) The annual accounts have been prepared on a 'going concern' basis;
e) Proper internal financial controls laid down by the directors were followed by the company and that such internal financial controls are adequate and were operating effectively; and
f) Proper system to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

11. FAMILIARIZATION OF INDEPENDENT DIRECTORS

The details of familiarization programme for Independent Directors have been disclosed on website of the Company www.biofilgroup.net.

12. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors met once during the year under review. The Meeting was conducted in an informal manner without the presence of the Managing Director, the Non-Executive Non-Independent Directors and the Chief Financial Officer.

13. COMMITTEES OF THE BOARD OF DIRECTORS

The Company has various committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. Your Company has an adequately qualified and experienced Audit Committee with Mrs. Shaila Jain (Chairman),

Mr. Ramesh C Shah and Mr. Romil Shah, as Members. The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review.

The other Committees of the Board are:

(i) Nomination and Remuneration Committee

(ii) Stakeholders Relationship Committee

(iii) Internal Complain Committee under The Sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details with respect to the composition, powers, roles, terms of reference, Meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Annual Report.

14. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS DIRECTORS, AND THAT OF ITS COMMITTEES

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, performance evaluation of the Board, it's Committee and the Independent Directors was carried out time to time. The manner in which the evaluation is carried out has been explained in the Corporate Governance Report.

15.. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

The Company has not provided any loans & guarantee and not made any investment pursuant to Section 186 of the Companies Act, 2013

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year 2014-15, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued there under and Clause 49 of the Listing Agreement. During the financial year 2014-15, there were no transactions with related parties which qualify as material transactions under the Listing Agreement. Thus, disclosure in Form AOC-2 is not required. Details of related party transaction referred in Notes to Financial Statement

17. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3) (m) of section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under :

(A) Conservation of Energy

The steps taken or impact on conservation of energy :

(i) Considering the production of the company there is no substantial expenditure on the consumption of energy, although adequate measures have been initiated to reduce energy consumption.

(ii) The capital investment on energy conservation equipments: Nil

(B) Technology Absorption :

(i) The efforts made towards technology absorption : Nil.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution : Nil.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): Nil.

(iv) Company has not incurred any expenditure on Research and Development during the year under review.

Further there was neither inflow nor outflow of foreign exchange during the year.

18. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company has an Internal Control System commensurate with the size of the Company and nature of its business and the complexities of its operations. The audit committee of the board of directors actively review the adequacy & effectiveness of the internal control system and suggest improvements to strengthen the same. The audit committee of the board of directors and statutory auditors apprised of the internal audit finding and corrective action taken.

The audit committee of the board of directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The company has a robust management information system, which is an integral part of the control mechanism.

The audit committee of the board of directors, statutory auditors and the business heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of director. Significant audit observations and corrective actions taken by the management are presented to the audit

committee of the board. To maintain its objectivity and independence, the internal audit function reports to the chairman of the audit committee.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Provisions of section 135 of the Companies Act, 2013 does not apply to the Company, therefore Company has not constituted Corporate Social responsibility (CSR) committee as required under the Act.

20. REMUNERATION POLICY / DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and Clause 49 of the Listing Agreement, the Board of Directors formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. Details of policy covering these requirements has disclosed in corporate governance report.

Information required under Section 197 of the Companies Act, 2013 read with Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 attached as **ANNEXURE 2**.

During the year none of the employee of the company is drawing remuneration of more than Rs.60,00,000/- per annum or Rs.5,00,000/- per month for the part of the year, therefore Particulars of the employees as required under Section 197 of Companies Act, 2013 read with rule 5 (2) & rule 5 (3) of Companies (Appointment and Remuneration) Rules 2014 are not applicable.

Further Company did not have any holding or subsidiary company therefore receipt of the commission or remuneration from holding or subsidiary company of the company as provided under section 197 (14) of Companies Act, 2013 is not applicable.

21. REPORTS ON MANAGEMENT DISCUSSION ANALYSIS REPORTS ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANALYSIS

Pursuant to clause 49 of the listing agreement with stock exchanges, a separate section titled "Report on Corporate governance and Management discussion and Analysis" forms part of this Annual Report.

Certificate received from statutory auditor regarding confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement also forms parts of the Annual Report.

22. DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a whistle blower policy to report genuine concerns or grievances. The details of establishment of the reporting mechanism are disclosed on the website of the Company (www.biofilgroup.net). No Person has been denied access to the Audit Committee

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY.

There are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company.

24. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s. L.N. Joshi & Co., Practicing Company Secretary, to undertake as the Secretarial Audit of the company. The Secretarial Audit report is included as ANNEXURE-3 and forms an integral part of this Report. With respect to the observations of the Secretarial Auditor, the Board replies hereunder:-

Non Payment of Listing Fees with National Stock Exchange Limited:

The Company is suspended from the National Stock Exchange Limited and matter is still pending for revocation of suspension; hence no invoice is generated from NSE with respect to filling of listing fees. Although company is in compliance with the clauses of listing agreement and duly submitted all the necessary documents as per listing agreement in a prescribed frame of time.

Non Publication of Notice of Board meeting and Quarterly Results in news paper:

The Company immediately intimated about the Schedule of Board meeting and Quarterly Results to both the Stock Exchanges i.e. BSE Limited and National Stock Exchange Limited and same got published on the web portal of BSE Limited and also uploaded on the Website of the Company www.biofilgroup.net. Further, Audited Results of the Company and Notice Calling board meeting thereof got published in Hindi and English newspaper.

Trading Approval for Reissue of 5712500 Forfeited Shares: The same has been explained in Point No 1.4 of Board Report.

25. STATUTORY AUDITORS

Pursuant to the provision of section 139 of the Act and the rules framed there under, M/s. S. N. Gadiya & Co, Chartered Accountants, were appointed as the statutory auditors of the Company from the conclusion of the 29th Annual General Meeting of the Company held on September 23, 2014 till the conclusion of the 32nd Annual General Meeting to be held in the year 2017, subject to ratification of their appointment at every Annual General Meeting held thereafter.

A resolution for reappointment of M/s. S.N.Gadiya & Co., Chartered Accountants, as auditors for the remaining period from the conclusion of the ensuing 30th AGM till the conclusion of the 32nd AGM and for fixation of their remuneration for the year 2015-16 is being proposed in the notice of the ensuing AGM for the approval of the members. The Company has received from M/s. S.N.Gadiya & Co, Chartered Accountant a written consent for ratification of their appointment

from the conclusion of the 30th AGM till the conclusion of the 32nd AGM and a certificate to the effect that their appointment shall be in accordance with the prescribed conditions and that the firm is not disqualified under the Companies Act, 2013.

EXPLANATION TO AUDITOR'S REMARKS

The Auditors in their report have referred to the notes forming part of the Accounts which are self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer.

Further there was no fraud in the Company, which was required to report by statutory auditors of the Company under sub-section (12) of section 143 of Companies Act, 2013.

26. COST AUDIT

The company does not falls within the provisions of Section 148 of Company's Act, 2013 read with the Companies (Cost records & Audit) Rules, 2014, therefore no such records required to be maintained and company is not required to appoint cost auditor for the financial year 2015-16. Further Cost Audit Report for Financial Year 2013-14 submitted by the Company.

27. CODE OF CONDUCT

The Company has laid down a code of conduct for all Board Members and senior management and independent directors of the Company. All the Board members including independent directors and senior management personnel have affirmed compliance with the code of conduct. Declaration on adherence to the code of conduct is forming part of the Corporate Governance Report.

28. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Board of Directors has adopted risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

29. MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year to which the financial statements relate and the date of this boards report.

30. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy required conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

31. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress the Complaint received regarding sexual harassment. There was no case of sexual harassment reported during the year under review.

32. LISTING OF SHARES

Company's shares listed on Bombay Stock Exchange Limited & National Stock Exchange Ltd. The company has paid annual listing fee for financial year 2015-16 to Bombay Stock Exchange. Further listing of Shares has been suspended on National Stock Exchange Ltd. and matter is still pending for revocation of suspension.

33. INSURANCE:

The Company's assets are adequately insured against the loss of fire and other risk, as considered necessary by the Management from time to time. The Company has also taken adequate insurance cover for all movable & immovable assets and for all such types of risks, as considered necessary by the management from time to time.

34. BUSINESS RESPONSIBILITY REPORT:

Business responsibility reporting as required by clause 55 of the listing agreement with stock exchange is not applicable to your company for the financial year ending 31st March 2015.

35. DEPOSITORY SYSTEM

Your Company's shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositaries i.e. National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL). In view of the numerous advantage offered by the Depository System, members are requested to avail of the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

36. INDUSTRIAL RELATIONS:

Company's Industrial relations continued to be healthy, cordial and harmonious during the period under review.

37. ACKNOWLEDGMENT

Your director wish to place on record their appreciation for the contribution made by employees at all levels and only due to their hard work, solidarity and Support Company is on growth path. Your directors also wish to thank the customers, dealers, agents. Suppliers, banks and other stakeholders for their continued support and faith respond in the Company. We look forward to their continued support in the future.

For and on behalf of the Board of Directors
Biofil Chemicals & Pharmaceuticals Ltd.

	Ramesh S. Shah	Romil Shah
	Managing Director	**Director**
Place : Indore	(DIN: 00028819)	(DIN: 00326110)
Date : 13/08/2015		

ANNEXURE 1
FORM NO. MGT-9

Extract of Annual Return As on financial year ended on 31st March 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1	CIN	L24233MP1985PLC002709
2	Registration Date	04/01/1985
3	Name of the Company	Biofil Chemicals and Pharmaceuticals Limited
4	Category / Sub-Category of the Company	Public Company limited by shares/Indian Non-government Company
5	Address of the Registered office and contact details	11/12, Sector E, Sanwer Road, Industrial Area, Indore (M.P.) 452015, Ph: 0731-2723016, 4066516; Mob: +91-8889912313 FAX: 0731-2723017, Email: bcplcompliance@gmail.com; Website: www.biofilgroup.net
6	Whether listed company Yes/ No	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel.:0731-2551745, 2551746, Fax:0731-4065798

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (ALL THE BUSINESS ACTIVITIES CONTRIBUTING 10 % OR MORE OF THE TOTAL TURNOVER OF THE COMPANY SHALL BE STATED)

S. No.	Name and Description of Main Products/ Services	NIC Code of the Products/ Services	% of Total Turnover of the Company
1	Pharmaceutical and Chemical Product	2423	86.78%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address Of the Company	CIN/GLN	Holding / Subsidiary / Asscoiate	% of Shares Held	Applicable Section
-	-	-	-	-	-

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(I) CATEGORY WISE SHARE HOLDING

Category of Shareholders	No. of Shares Held at the begining of the year (As on 01st April 2014)				No. of Shares Held at the end of the year (As on 31st March 2015)				% Change during the year
	Demat	Physical	Total	% of total Share	Demat	Physical	Total	% of total Share	
A. Promoter's									
(1) Indian									
a) Individual/ HUF	3074680	229820	3304500	20.31	3074680	229820	3304500	20.31	0.0
b) Central Govt	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
c) State Govt(s)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
d) Bodies Corp.	2051700	2262500	4314200	26.51	2051700	2262500	4314200	26.51	0.0
e) Banks / FI	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
f) Any other	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Sub-Total (A) (1)	**5126380**	**2492320**	**7618700**	**46.82**	**5126380**	**2492320**	**7618700**	**46.82**	**0.0**
(2) Foreign									
a) NRI- Individual	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
b) Other- Individual	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
c) Bodies Corp.	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
d) Banks / FI	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
e) Any other	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Sub Total (A) (2)	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**

Category of Shareholders	No. of Shares Held at the begining of the year (As on 01st April 2014)				No. of Shares Held at the end of the year (As on 31st March 2015)				% Change during the year
	Demat	Physical	Total	% of total Share	Demat	Physical	Total	% of total Share	
Total shareholding of promoter (A) = (A)(1)+(A) (2)	**5126380**	**2492320**	**7618700**	**46.82**	**5126380**	**2492320**	**7618700**	**46.82**	**0.00**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	300	300	0.0018	0	300	300	0.0018	0.0
b) Banks / FI	20000	87300	107300	0.66	20000	87300	107300	0.66	0.0
c) Central Govt	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
d) State Govt(s)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
e) Venture Capital Funds	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
f) Insurance Companies	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
g) FIIs	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
h) Foreign Venture Capital Funds	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
i) Others (specify)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Sub total (B) (1)	**20000**	**87600**	**107600**	**0.66**	**20000**	**87600**	**107600**	**0.66**	**Nil**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3618272	456800	4075072	25.04	3573344	456800	4030144	24.76	(0.28%)
ii) Overseas	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
b) Individuals	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2110898	756610	2867508	17.62	2097329	751810	2849139	17.51	(0.11%)
ii) Individual shareholders holding nominal share capital in excess of Rs1 lakh	1344670	66800	1411470	8.67	1407767	66800	1474567	9.06	0.39%
c) Others (specify)									
Non Resident Indians & Overseas Corporate Bodies	25450	167700	193150	1.19	26950	166700	193650	1.19	0.0
Foreign Nationals	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Clearing Members	300	0	300	0.0018	0.0	0.0	0.0	0.0	(0.0018%)
Trusts	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Foreign Bodies - D R	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Sub-total (B)(2):-	**7099590**	**1447910**	**8547500**	**52.52**	**7105390**	**1442110**	**8547500**	**52.52**	**0.0**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**7119590**	**1535510**	**8655100**	**53.18**	**7125390**	**1529710**	**8655100**	**53.18**	**0.0**
C. Shares held by Custodian for GDRs & ADRs	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Grand Total (A+B+C)	**12245970**	**4027830**	**16273800**	**100**	**12251770**	**4022030**	**16273800**	**100**	**0.0**

II) SHAREHOLDING OF PROMOTER :

S. No.	Share Holder's Name	No. of Shares Held at the Beginning of the year As on 01st April, 2014			No. of Shares Held at the End of the year As on 31st March 2015			% Change during the year
		No. of Shares	% of total shares of the company	% of the Share Pledge / encumbered to total shares	No. of Shares	% of total shares of the company	% of the Share Pledge / encumbered to total shares	
1	RAMESH SHAH	653320	4.01	0.0	653320	4.01	0.0	0.0
2	SCOPE FINANCE COMPANY PVT.LTD.	2262500	13.90	0.0	2262500	13.90	0.0	0.0
3	MID (INDIA) PHARMACEUTICALS Pvt. LTD	1175250	7.22	0.0	1175250	7.22	0.0	0.0
4	SMITESH SANALAL SHAH	1082680	6.65	0.0	1082680	6.65	0.0	0.0
5	CYANO FINANCE AND SALES PVT. LTD	876450	5.39	0.0	876450	5.39	0.0	0.0
6	ROMIL SHAH	382550	2.35	0.0	382550	2.35	0.0	0.0
7	KETAN SHAH	340800	2.09	0.0	340800	2.09	0.0	0.0
8	SULOCHANA SHAH	140620	0.86	0.0	140620	0.86	0.0	0.0
9	MEENA SHAH	140600	0.86	0.0	140600	0.86	0.0	0.0
10	SANDEEP SHAH	106600	0.66	0.0	106600	0.66	0.0	0.0
11	TRUPTI SHAH	101750	0.63	0.0	101750	0.63	0.0	0.0
12	RITU SHAH	87100	0.53	0.0	87100	0.53	0.0	0.0
13	MEET SHAH	78100	0.48	0.0	78100	0.48	0.0	0.0
14	ROHAN SHAH	65500	0.40	0.0	65500	0.40	0.0	0.0
15	KIRAN SHAH	63100	0.39	0.0	63100	0.39	0.0	0.0
16	PRAGNESH SHAH	52680	0.32	0.0	52680	0.32	0.0	0.0
17	NIYATI SHAH	5200	0.03	0.0	5200	0.03	0.0	0.0
18	RAGINI SHAH	1950	0.01	0.0	1950	0.01	0.0	0.0
19	JAI KUMAR SHAH	1000	0.01	0.0	1000	0.01	0.0	0.0
20	REKHA SHAH	950	0.01	0.0	950	0.01	0.0	0.0
	Total	**7618700**	**46.82**	**0.0**	**7618700**	**46.82**	**0.0**	**0.0**

III) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

S. No.	Share Holder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	At the beginning of the year	7618700	46.82	7618700	46.82
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	7618700	46.82	7618700	46.82

IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS:
(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

S. No.	Name of Top 10 Share Holder's	Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	**STARLINE EQUIFIN PRIVATE LIMITED**				
	At the beginning of the year	1700000	10.45	1700000	10.45
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.00	0.00	0.00	0.00
	At the end of the year	1700000	10.45	1700000	10.4
2.	**LIBRA HEALTHCARE PRIVATE LIMITED**				
	At the beginning of the year	850000	5.22	850000	5.22
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.00	0.00	0.00	0.00
	At the end of the year	850000	5.22	850000	5.22
3.	**KSL AND INDUSTRIES LIMITED**				
	At the beginning of the year	306665	1.88	306665	1.88
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	306665	1.88	306665	1.88
4.	**TEJAL KEYUR SHAH**				
	At the beginning of the year	257721	1.58	257721	1.58
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	257721	1.58	257721	1.58
5.	**CACTUS SOFTWARE PVT. LTD.**				
	At the beginning of the year	202100	1.24	202100	1.24
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	202100	1.24	202100	1.24
6.	**KISHOR HIMMATSINH JHALA**				
	At the beginning of the year	200000	1.23	200000	1.23
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	200000	1.23	200000	1.23
7.	**GOM INDUSTRIES LTD**				
	At the beginning of the year	180800	1.11	180800	1.11
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	180800	1.11	180800	1.11
8	**RUDRA SECURITIES AND CAPITAL LTD.**				
	At the beginning of the year	129300	0.79	129300	0.79
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	129300	0.79	129300	0.79
9	**INDRATA INVESTMENT (P) LTD**				
	At the beginning of the year	105600	0.65	105600	0.65
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	105600	0.65	105600	0.65
10	**RASHMI CHANDRAKANT SHAH**				
	At the beginning of the year	102100	0.63	102100	0.63
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	102100	0.63	102100	0.63

V) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	**Ramesh Shah (MD, KMP)**				
	At the beginning of the year	653320	4.01	653320	4.01
	Date wise Increase / Decrease in Promoters Shareholding during during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	653320	4.01	653320	4.01
2	**Romil Shah (NED)**				
	At the beginning of the year	382550	2.35	382550	2.35
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	382550	2.35	382550	2.35
3	**Shaila Jain (ID)**				
	At the beginning of the year	0.0	0.0	0.0	0.0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	0.0	0.0	0.0	0.0
4	**Ramesh C Shah (ID)**				
	At the beginning of the year	0.0	0.0	0.0	0.0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	0.0	0.0	0.0	0.0
5	**Jitendra Sahu (CFO, KMP)**				
	At the beginning of the year	0.0	0.0	0.0	0.0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	0.0	0.0	0.0	0.0
6	**Neha Shukla (CS, KMP)**				
	At the beginning of the year	0.0	0.0	0.0	0.0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0.0	0.0	0.0	0.0
	At the end of the year	0.0	0.0	0.0	0.0

V) INDEBTEDNESS - INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

(Amount in Rs.)

Details / Particulars / Description	Secured Loans Exclusing deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	28705158	Nil	28705158
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	**Nil**	**28705158**	**Nil**	**28705158**
Change in Indebtedness during the financial year				
* Addition	Nil	1095438	Nil	1095438
* Reduction	Nil	Nil	Nil	Nil
Net Change	**Nil**	**1095438**	**Nil**	**1095438**
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	29800596	Nil	29800596
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	**Nil**	**29800596**	**Nil**	**29800596**

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

S. No.	Particulars of Remuaneration	Name of MD / WTD / MANAGER	TOTAL AMOUNT
		Ramesh Shah	
1	Gross salary	0.0	0.0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.0	0.0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.0	0.0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.0	0.0
2	Stock Option	0.0	0.0
3	Sweat Equity	0.0	0.0
4	Commission	0.0	0.0
	- as % of profit		
	- others, specify…		
5	Others, please specify	0.0	0.0
	Total (A)	0.0	0.0
	Ceiling as per the Act	0.0	0.0

B. REMUNERATION TO OTHER DIRECTORS

S.No.	Particulars of Remuaneration	Name of Director				Total Amount
1	**Independent Directors**	Shaila Jain		Ramesh C. Shah		
	Fee for attending board committee meetings	0.0	0.0	0.0	0.0	0.0
	Commission	0.0	0.0	0.0	0.0	0.0
	Others, please specify	0.0	0.0	0.0	0.0	0.0
	Total (1)	0.0	0.0	0.0	0.0	0.0
2	**Other Non - Executive Directors**	Romil Shah				
	Fee for attending board committee meetings	0.0	0.0	0.0	0.0	0.0
	Commission	0.0	0.0	0.0	0.0	0.0
	Others, please specify	0.0	0.0	0.0	0.0	0.0
	Total (2)	0.0	0.0	0.0	0.0	0.0
	Total (B)=(1+2)	0.0	0.0	0.0	0.0	0.0
	Total Managerial Remuneration	0.0	0.0	0.0	0.0	0.0
	Overall Ceiling as per the Act	0.0	0.0	0.0	0.0	0.0

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S. No.	Particulars of Remuaneration	Key Managerial Personnel		Total Amount
		CS - Neha Shukla	CFO - Jitendra Sahu	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	180000	155000	335000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	**180000**	**155000**	**335000**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

TYPE	Section of the Companies Act	Brief Description	Details of Panalty / Punishment / Compounding fees imposed	Authority (RD/ NCLT / COURT)	Appeal made, if any (give details)
A. COMPANY					
Penalty	0.0	0.0	0.0	0.0	0.0
Punishment	0.0	0.0	0.0	0.0	0.0
Compounding	0.0	0.0	0.0	0.0	0.0
B. DIRECTORS					
Penalty	0.0	0.0	0.0	0.0	0.0
Punishment	0.0	0.0	0.0	0.0	0.0
Compounding	0.0	0.0	0.0	0.0	0.0
C. OTHER OFFICERS IN DEFAULT					
Penalty	0.0	0.0	0.0	0.0	0.0
Punishment	0.0	0.0	0.0	0.0	0.0
Compounding	0.0	0.0	0.0	0.0	0.0

NIL

For and on behalf of the Board of Directors
Biofil Chemicals & Pharmaceuticals Ltd.

Ramesh S. Shah
Managing Director
(DIN: 00028819)

Romil Shah
Director
(DIN: 00326110)

Place : Indore
Date : 13/08/2015

ANNEXURE - 2

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(I). The Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the financial year :

S. No.	Name of Director	Ration to median Remunerationan
	Not applicable as non of the director receiving any remuneration	Nil

(II) The percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year 2014-15 is as follows:

(Amount in Rs.)

S. No.	Name of Person	Designation	Ration to median Remunerationan
1	Rameh Shah	Managing Director	Nil
2	Romil Shah	Director	Nil
3	Shaila Jain	Independent Director	Nil
4	Ramesh C Shah	aIndependent Director	Nil
5	Jitendra sahu	CFO	Nil
6	Neha Shukla	CS	Nil

Note : (i) None of the Director receiving any remuneration hence no comments required.
(ii) This is the first year appointment of CS & CFO, hence % increase in remuneration is not reported.

(III). The Percentage increase in the median remuneration of all employees in the financial year: 25.53 %

(IV) The Number of permanent employees on the rolls of the Company

Total Number of Employees: 33 (Thirty Three)

(V). The explanation on the relationship between average increase in remuneration and Company Performance:

The increase in remuneration is in line with the market trend/cost of living adjustment/inflation rate and other factors.

(VI). Comparison of the remuneration of the Key Managerial Personnel against the performance of your Company:

(Amount in Rs.)

Particulars	Amount
Remuneration of KMP during the financial year 2014-15 (aggregated)	335000
Revenue from operations	58615361
Remuneration (as % of revenue)	0.57%
Profit before tax (PBT)	7354488
Remuneration (as % of PBT)	4.55%

(VII). Variation in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year.

Particulars	As at 31st March 2015	As at 31st March 2014	Variation
Closing rate of share at BSE (Rs)	2.58	1.92	0.34%
EPS (Rs)	0.36	0.32	12.5%
Market capitalization (Rs in lacs)	419.86 lacs	312.45 lacs	34.37%
Price Earnings Ratio	7.16	6.00	19.33%

Percentage increase /decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with last public offer (in the year 1996 at 22.50):- Percentage decrease in 88.53% since last public offer.

(VIII) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justifica tion thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year is 92.04% and further none of the managerial person was drawing any salary during the preceding financial year hence reporting under this rule is not applicable on the company.

(IX) Comparison of each remuneration of the Key Managerial Personnel against the performance of the company

(Amount in Rs.)

Particulars	Managing Director	Chief Financial Officer	Company Secretary
Remuneration	0.0	155000	180000
Revenue	63234171	63234171	63234171
Remuneration (as % of revenue)	0.00	0.24%	0.28%
Profits before tax (PBT)	7354488	7354488	7354488
Remuneration (as % of PBT)	0.00	2.10%	2.44%

(X) The key parameters for any variable component of remuneration availed by the directors; Not applicable

(XI) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; None

(XII) Affirmation:

The Company affirms remuneration is as per remuneration policy of the Company.

For and on behalf of the Board of Directors
Biofil Chemicals & Pharmaceuticals Ltd.

	Ramesh S. Shah	Romil Shah
	Managing Director	**Director**
	(DIN: 00028819)	(DIN: 00326110)

Place : Indore
Date : 13/08/2015

ANNEXURE - 3

SECRETARIAL AUDIT REPORT
Form No. MR-3

For the financial year ended on 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
BIOFIL CHEMICALS AND PHARMACEUTICLAS LIMITED
CIN: L24233MP1985PLC002709
Registered Office :
11/12, Sector E, Sanwer Road, Indore(M.P.) -452015

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Biofil Chemicals and Pharmaceuticals Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Biofil Chemicals and Pharmaceuticals Limited for the financial year ended on 31 March, 2015 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under and Companies Act, 1956 and rules made there under to the extent applicable;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under. (not applicable to the company during the audit period)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (not applicable to the company during the audit period) ;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (not applicable to the company during the audit period);

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the company during the audit period);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (not applicable to the company during the audit period);

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the company during the audit period);

(vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and Regulations to the Company. The laws, regulations, directions, orders applicable specifically to the Company are as follows:

1. Drugs and Cosmetics Act, 1940
2. Drugs (Pricing Control) Order, 2013

I have also examined compliance with the applicable clauses of the following:

(i) The compliance of Secretarial Standards issued by the Institute of Company Secretaries of India was not applicable during the period under review.

(ii) The Listing Agreements entered into by the Company with Stock Exchanges.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws) since the same have been subject to review and audit by the Statutory Auditors of the Company.

During the period under review the Company has materially complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

a) News Paper publications with regards to Notice of Board Meeting and quarterly unaudited financial Results were not produced before us

b) Company had not paid listing fee to National Stock Exchange.

c) Company had reissued 5712500 Forfeited Equity Shares in year 2011 but still trading approval pending from stock exchange.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and there were no dissenting views by any members of the Board during the period under review.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

(i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.

(ii) Redemption/buy-back of securities.

(iii) Merger/ amalgamation/ reconstruction etc.

(iv) Foreign technical collaborations.

For L.N. Joshi & Company
Company Secretaries
L.N. Joshi
Proprietor
FCS: 5201; C P No 4216

Place : Indore
Dated : 13th August, 2015

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
BIOFIL CHEMICALS AND PHARMACEUTICLAS LIMITED
CIN: L24233MP1985PLC002709
Registered Office :
11/12, Sector E, Sanwer Road, Indore(M.P.) -452015

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For L.N. Joshi & Company
Company Secretaries
L.N. Joshi
Proprietor
FCS: 5201; C P No 4216

Place : Indore
Dated : 13th August, 2015

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC SCENARIO

GLOBAL ECONOMIC SCENARIO:

Global growth will receive a boost from lower oil prices, which reflect to an important extent higher supply. But this boost is projected to be more than offset by negative factors, including investment weakness as adjustment to diminished expectations about medium-term growth continues in many advanced and emerging market economies. Global growth in 2015-16 is projected at 3.5 and 3.7 percent, downward revisions of 0.3 percent relative to the October 2014 as per the view of World Economic Outlook (WEO).

The global pharmaceutical sales grew by 8.3% in the year 2014 and key growth drivers continue to be shift towards use of generic medicines accompanied by patent expiries mainly in the regulated market and higher growth in Pharmerging markets. The Pharmerging markets will grow at a compounded annual growth rate of 8-11% through 2018, a slower pace than over the past five years, which averaged 13.6% growth. Implementation of health reforms are increasing demand for medicines, while pricing regulations are being used more frequently to manage overall growth levels. Over 80% of growth in Pharmerging markets will be attributed to non-branded medicines.

INDIAN ECONOMIC AND INDUSTRY SCENARIO :

The improving macro factors have resulted in improvement in the overall growth with GDP growth in 2014-15 estimated at 7.4% against 6.9% in 2013-14. The Indian Pharmaceutical industry is estimated to grow at 20 per cent compound annual growth rate (CAGR) over the next five years. The expected growth of the domestic pharma market is 10-12 per cent in FY15 as compared to 9 per cent in FY14, as per a recent report from Centrum Broking.

The Indian Pharmaceuticals Industry currently tops the chart amongst India's science based industries with wide ranging capabilities in the complex field of drug manufacture & technology.

OPPORTUNITIES

The growth in Indian domestic market will be on back of increasing consumer spending, rapid urbanization, and raising healthcare insurance. The Union Cabinet has given its approval to amend the existing FDI policy in the pharmaceutical sector in order to cover medical devices. The Cabinet has allowed FDI up to 100 per cent under the automatic route for manufacturing of medical devices subject to specified conditions. Government has offered fiscal incentives to R&D units in pharma sector. Government has also come up with two new schemes specially targeted at drugs & pharmaceutical research. These are: 'The New Millennium Indian Technology Leadership Initiative' (NMITLI) and the 'Drugs and Pharmaceuticals Research Programme' (DPRP).

Further, agreement with leading pharmaceutical Central Public Sector Enterprises, Bengal Chemicals and Pharmaceuticals Limited for providing C&F facility and HLL Lifecare Limited for providing job work facility will also benefit company in its growth path.

THREATS

Major challenge in front of Indian Pharma market is non availability of raw Material or highly increased cost of available raw material, sudden hike in cost of Major raw material Folic Acid proved as biggest threat for the company as company is mainly dealing in Manufacturing of Iron and Folic Acid Tablets. Further, at present 348 bulk drugs and 654 formulations are covered under National List of Essential Medicines (NLEM). It is likely that the government may bring more drugs and formulations under price control or change the mechanism of calculating the ceiling price of the Drugs which are under the ambit of the revised policy, which in turn will affect the net margins of the Company. The Company manages its product portfolio so as to minimize the product weight age of drugs under price control. In certain developed and pharmerging nations, there has been a rise in the use of tariff and non-tariff barriers to support domestic manufacturers against foreign competition and include raising import duties, prohibiting certain imports and creating price differentiation and other interventions to promote locally manufactured products this is also considered as a barrier to competition.

INTERNAL CONTROL SYSTEM

The Companies Internal control/supervisory system is established to ensure that board and management are able to achieve their business objectives in a prudent manner, safeguarding the interest of Companies shareholders and other stakeholders whilst minimizing the key risk such as fraud, misleading financial statements, breach of legal and contractual obligation, unauthorized business activity. The management duly considers and takes appropriate action on recommendations made by the statutory auditors, internal auditors and the independent Audit Committee of the Board of Directors.

HUMAN RESOURCES

Your Company follows a strategy of attracting and retaining the best talent and keep employees engaged, motivated and innovative. The Company continues to have cordial relations with its employees and provide personnel development opportunities for all round exposure to them.

CAVEAT:

Some of the Statements in Management discussion and Analysis describing companies objective may be "forward looking statement" within the meaning of applicable Securities law and Regulations. Actual results may differ substantially or materially from those expressed or implied. Important factors that could influence companies operation include various global and domestic economic factors. materially from those expressed or implied. Important factors that could influence companies operation include various global and domestic economic factors.

REPORT ON CORPORATE GOVERNANCE

A report of the financial year ended 31st March, 2015 on the compliance by the company with the corporate governance requirement under clause 49 of the Listing agreement, is furnished below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good corporate governance leads to long term shareholders value and enhances interest of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board of align and direct the actions of the organization towards creating wealth and shareholder value.

The company's essential character is shaped by the value of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views corporate governance in its widest sense. The main objective is to create and adhere to corporate culture of integrity and consciousness, transparency and openness. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on corporate governance is guided by the company's philosophy of knowledge, action and care.

A. BOARD OF DIRECTORS

i) The Company is fully compliant with the Corporate Governance norms in the terms of constitution of the Board of Directors ("the Board"). The Company's policy is to maintain an optimum combination of Executive and non Executive Independent directors. The Composition of your Company's Board, which comprises of five directors, is given in the table below and is in conformity with clause 49 of the listing agreement with stock exchange.

As will be seen from the following table, none of the directors holds office as a director, including as alternate director, in more than 20 companies at the same time. None of them has directorships in more than 10 public companies, None of the directors serves as an independent director in more than seven listed companies or in more than three listed companies in case he is a whole time director in any listed company nor is any of them a member of more than ten committees of the prescribed nature or holds chairmanship of more than five such committee across all public limited companies in which they are directors. The Board does not have any nominee director representing any institution.

Name of Directors	Category	No. of Board Meeting Attended	Date of Joining the Board	Whether attended last AGM held on 23.09.2014	No. of Directorship (including this Company)		No. of Committee membership Position (including this Company)	
					Chairman	Member	Chairman	Member
Shri Ramesh S Shah (Din No.00028819)	MD	6	04.01.1985	Yes	1	2	-	-
Shri. Shaila Jain (Din No. 00326130)	ID,NED	6	31.01.2003	Yes	-	1	3	3
Shri. Romil Shah (Din No. 00326110)	NED	6	30.07.2005	Yes	-	2	-	3
Shri. Ramesh C Shah (Din No. 00188784)	ID,NED	6	29.04.2006	Yes	-	1	-	3
Shri Subhash Chandra Swarnkar (Din No. 01658151)	ID,NED	Nil	13.08.2015	No	-	2	-	

MD = Managing Director, ID = Independent Director, NED = Non executive Director

Note : This includes directorship in Public Limited Companies, subsidiary of public limited companies and directorship in Private Limited Companies but excluding, overseas companies, companies under Section 8 of the Companies Act, 2013 and alternate directorship if any.

All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

The Board has appointed Shri Subhash Chandra Swarnkar as an Additional Director as well as independent Director of the Company to hold office up to the date of ensuing annual general meeting. The Company has received notice in writing from the member as required under section 160 of the Companies Act, 2013 for proposal for appointment of Shri Subhash Chandra Swarnkar as a Director as well as independent director of the Company at the ensuing Annual General Meeting.

The notice of every board meeting is given in writing to each director. The agenda along with the relevant information such as financial results, capital expenditure proposals and statutory dues, among others, are as a matter of routine, placed before the Board for its approval/information. Board Meetings are governed by a structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

The Company Secretary in consultation with the Senior Management prepares the detailed agenda for the meetings.

The necessary quorum remained present in all the meetings. Leave of absence is granted to the concerned directors who could not attend the respective Board Meeting. In Financial year 2014-15 six Board Meetings were held and the gap between two meetings did not exceed 120 days. The dates on which the said Meetings were held are as follows:

30/05/2014	14/08/2014	14/11/2014	02/01/2015	14/02/2015	30/03/2015

None of the Independent Directors have any material pecuniary relationship or transactions with the Company.

Independent Directors Meeting

Pursuant to the clause 49 of the Listing Agreement and schedule IV of the Companies Act, 2013, the independent directors of the Company shall hold at least one meeting in a year without attendance of non-independent directors and members of the Management. Accordingly, independent directors of the Company met on 30th March 2015 to consider the following business as required under clause 49 of the Listing Agreement and the Companies Act, 2013:-

(a) Review the performance of Non-Independent Directors and the Board as a whole;

(b) Review the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors and;

(c) Assess the quality, quantity and timelines of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the independent directors were present for the meeting.

Performance evaluation of Independent Directors

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. Well-defined and structured questionnaires were prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, areas of responsibility, execution and performance of specific duties, obligations and governance, compliance, oversight of Company's subsidiaries, etc.

The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. Qualitative comments and suggestions of Directors were taken into consideration by the Chairman of the Board and the Chairman of the Nomination and Remuneration Committee. The Directors have expressed their satisfaction with the evaluation process..

Familiarization of Independent Directors

The details of familiarization programme for Independent Directors have been disclosed on website of the Company www.biofilgroup.net.

ii) Inter-se relationship among directors

Mr. Romil Shah is Brother's Son of Mr. Ramesh S Shah.

iii) Role of Independent Director

Independent Directors play a key role in the decision making process of the Board and in shaping various strategic initiatives of the Company. The Independent directors are committed to act in what they believe to be in the best interest of the Company and its stakeholders. The Independent Directors are professionals, with expertise and experience in general corporate management, public policy, finance, financial services and other allied fields. The Company benefits immensely from their inputs in achieving its strategic direction.

iv) Shareholding of Non-executive Director

The Number of equity shares held by Non-Executive Directors as on 31.03.2015 was as under:

Name of the Director	DIN No.	No. of Shares
Mr. Romil Shah	00326110	382550
Mrs. Shaila Jain	00326130	-
Mr. Ramesh C Shah	00188784	-
Shri Subhash Chandra Swarnkar	01658151	-

Except Mr Ramesh S Shah and Mr Romil Shah, no other directors and their relatives hold any share in the Company.

v) Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting as per Clause 49(1)(A) of the Listing Agreement..

Brief resume(s) of the Directors proposed to be appointed / re-appointed are given in the Notice convening the Annual General Meeting in separate Annexure A.

vi) Board Procedure

A detailed agenda folder is sent to each Director in advance of Board and Committee meetings. To enable the Board to discharge its responsibilities effectively, the Chairman briefs the Board at every meeting on the overall Company performance and compliance of the company wherever applicable

COMMITTEES OF THE BOARD

(I) Audit Committee (Mandatory Committee)

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report. As required under Section 177 of the Companies Act, 2013 ("the Act") read with the provisions of Clause 49 of the Listing Agreement(s), the Board has constituted an Audit Committee consisting of Mrs. Shaila Jain Independent Director, Mr Ramesh C Shah Independent Director, and Mr. Romil Shah Non Executive Directors. Majority of the members of the committee, including committee chairman are independent director. All the members of the committee are financial literate.

(i) Meeting and Composition

The Composition of Audit Committee as on 31.03.2015 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	DIN	Category	Status	No. of Meetings Attended	
				Held during tenure	Attended
Mrs. Shaila Jain	00326130	Non executive Independent Director	Chairman	4	4
Mr. Ramesh C Shah	00188784	Non executive Independent Director	Member	4	4
Mr. Romil Shah	00326110	Non executive Director	Member	4	4

During the year the committee met on four occasions during the year on following dates namely:

30/05/2014	14/08/2014	14/11/2014	14/02/2015

As mandated by clause 49 of the Listing Agreement:

1. The representatives of statutory and internal auditors of the company are also invited in the audit committee meetings.
2. The gap between two audit committee meetings was not more than 120 days.
3. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company.

Terms of reference of the Audit Committee

The terms of reference of Audit Committee are as under:

- Examination of Financial statement and statutory Auditor's Report thereon and discussion of any related issues with the internal Auditor's Report & statutory Auditors and the management of the Company.
- Review of Financial statement before their submission to the Board, including Director's Responsibility Statement, changes in accounting policies and practices, statutory compliances and qualification in draft audit report.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Recommending the appointment and removal of external auditor, fixation of audit fee and approval of payment of any other services:
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with management, the annual financial statement before submission to the Board for approval, with particular reference to:
  a. Matters required to be included in the Directors responsibility statement to be included in the board's report as per Section 134(3)(c) of the Companies Act, 2013.
  b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings.
  c. Significant adjustments made in the financial statements arising out of audit findings.
  d. Compliance with listing and other legal requirements relating to financial statements.
  e. Disclosure of any related party transactions & Approval or any subsequent modification of transactions of the company with related parties.
- Discussing with external auditors before the audit commences on the nature and scope of audit, as well as having post-audit discussion to ascertain any area of concern,
- Reviewing the management discussion and analysis of the financial conditions and results of operations.
- Reviewing the Company's financial and risk management policies;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Scrutiny of inter-corporate loans and investments;

- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Undertake such other functions as may be entrusted to it by the Board from time to time.
- The Chairman of the Committee to attend the Annual General Meeting to respond to the queries of shareholders.

(II) Stakeholders' Relationship Committee

As required under Section 178(5) of the Companies Act, 2013 ("the Act") read with the provisions of Clause 49 of the Listing Agreement(s), the Board has constituted Stakeholders Relationship Committee which comprises of three Directors of Mrs. Shaila Jain Independent Director, Mr Ramesh C Shah Independent Director, and Mr. Romil Shah Non Executive Directors. The constitution and terms of reference of Stakeholders' Relationship Committee of the Company are in compliance with provisions of Companies Act, 2013 and the Listing Agreement.

(i) Meeting and Composition

The Composition of Committee as on 31.03.2015 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	DIN	Category	Status	No. of Meetings Attended	
				Held during tenure	Attended
Mrs. Shaila Jain	00326130	Non executive Independent Director	Chairman	4	4
Mr. Ramesh C Shah	00188784	Non executive Independent Director	Member	4	4
Mr. Romil Shah	00326110	Non executive Director	Member	4	4

During the year the committee met on four occasions during the year on following dates namely:

30/05/2014	14/08/2014	14/11/2014	14/02/2015

(ii) During the year under review 5 (Five) complaints were received from shareholders and all were disposed off, there were no complaints pending unresolved as at the end of the year.

(iii) Share transfer in physical form are registered by the Registrar and returned to respective Transferee/person within a period ranging from one to two weeks provided the documents lodged with Registrar /Company are clear in all respects.

(iv) Name, designation and address of Compliance Officer:-

Ms. Neha Shukla, Company secretary and Compliance officer

Regd. Office : 11/12, Sector 'E'

Sanwer Road Industrial Area, Indore - 452015 (M.P.)

- **Email:** bcplcompliance@gmail.com
- **Website :** www.biofilgroup.net

Telephone and Fax : 0731 - 2426700 & 2426718

Terms of Reference:

The Board has clearly defined the terms of reference for this committee, which meets in regular intervals and looks into the matters of shareholders/investors grievances along with other matter listed below:

- Approval of transfer of shares and issue of duplicate/split/consolidation/sub-division of shares certificates.
- Monitor redressal of investors' / shareholders' / security holders' grievances.
- Oversee the performance of the Company's Registrar and Transfer Agents.
- Recommend methods to upgrade the standard of services to investors.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and e-mail addresses to facilitate prompt action.

(III) Nomination and Remuneration Committee

Pursuant to Clause 49 of the Listing Agreement and Section 178 of the Act, the Board has constituted and renamed the Remuneration Committee as Nomination and Remuneration Committee and adopted new terms of reference.

The terms of reference for the Nomination and Remuneration Committee includes:

To formulate a Nomination and Remuneration Policy on:

- Determining qualifications, positive attributes and independence of a director.
- Guiding remuneration of Directors, Key Managerial Personnel ("KMP") and other employees and Board diversity.
- Recommend Nomination and Remuneration Policy to the Board.
- Identify candidates who are qualified to become Directors.
- Identify persons who are qualified to become Senior Management (Senior Management of the Company means employees of the Company who are Divisional Heads and Corporate Functional Heads).
- Recommend to the Board the appointment and removal of Directors and Senior Management.
- Lay down the process for evaluation of the performance of every Director on the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.

During the period under review, the Nomination and Remuneration Committee met one time 14/08/2014. Constitution of the Nomination and Remuneration Committee and attendance details during the financial year ended March 31, 2015 are given below:

Name of the Member	DIN	Category	Status	No. of Meetings Attended	
				Held during tenure	Attended
Mrs. Shaila Jain	00326130	Non executive Independent Director	Chairman	1	1
Mr. Ramesh C Shah	00188784	Non executive Independent Director	Member	1	1
Mr. Romil Shah	00326110	Non executive Director	Member	1	1

Remuneration of directors

- None of the director drawing any salary from the company.
- No sitting Fees was paid to any Director of the Company during the financial year
- The company does not have any service contract with any of its directors.
- The company has not granted any stock option to any of its director/employees.

The Nomination and Remuneration Committee at its meeting held on 14/08/2014 approved the Nomination and Remuneration Policy and the methodology for conducting the performance appraisal of the Board, the Board Committees and the Directors. The details of Nomination and Remuneration Policy and methodology for conducting the performance appraisal of the Board, the Board Committee and the Directors is given below:

Nomination and Remuneration Policy

Pursuant to Clause 49 of the Listing Agreement and Section 178 of the Act, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which provides guidance on:

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.

b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

In respect of an independent director, in addition to the above he/she should fulfill the criteria for being appointed as an independent Director prescribed under section 149 of the Companies Act, 2013 read with schedule IV to the said Act and the provisions of clause 49 of the Listing agreement as amended from time to time.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) **Remuneration to Managing Director / Whole-time Directors:**
   a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
   b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.
2) **Remuneration to Non- Executive / Independent Directors:**
   a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
   b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
   c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
   d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
      i) The Services are rendered by such Director in his capacity as the professional; and
      ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
3) **Remuneration to Key Managerial Personnel and Senior Management:**
   a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
   b) The Fixed pay shall include monthly remuneration, as decided from to time.
   c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

SUBSIDIARY COMPANY

The Company does not have any subsidiary company.

MANAGEMENT

A. **The Management discussion and analysis report**

   The Annual Report has a detailed chapter on Management Discussion and Analysis.

B. **Disclosure by Management to the Board**

   All details relating to the financial and commercial transactions where directors may have a potential interest are provided to the Board, and the interested Directors neither participate in the discussion, nor do they vote on such matters.

C. **Compliance with Mandatory / Non Mandatory Requirements.**

   The Company has complied with all the applicable mandatory requirement of clause 49 of the listing agreement.

The following non-mandatory requirements have been adopted by the Company:

(a) Half yearly financial result including summary of the significant events are presently not being sent to the shareholders of the company.

(b) Auditor's Report does not contain any qualifications.

(c) The Company has appointed Shri Ramesh Shah to the posts of Chairman and Managing Director.

(d) The Internal Auditors report directly to the Audit Committee.

DISCLOSURES

A. There were no material transactions of the Company with its promoters, directors, and management on their relatives that may have conflict with the interest of the Company at large.

B. The particulars of transactions between the Company and its related parties in accordance with the accounting standard are set out in Annual Report. These transactions are in the ordinary course of business, on arm length basis and are not likely to have any conflict with the interest of the Company.

C. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, and in conformity, in all respects, with the generally accepted accounting principles and standards in India. The estimates/ judgments made in preparation of these financial statements are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.

D. The Company has well defined management policies to manage the risk inherent in the various aspects of business. The Board is regularly informed about the business risks and the steps taken to mitigate the same.

E. During the last three years, there were no strictures or penalties imposed on the company by the stock exchange or SEBI or any statutory authority, on any matter related to capital markets.

F. During the year under review Company has not issued any type of securities. No GDR/ADR issued by the Company.

G. The company has established a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

H. Pursuant to section 177(9) and (10) of the Companies Act, 2013 and clause 49 of the listing agreement, the Company has formulated Whistle Blower policy for vigil mechanism for directors and employees to report to the management about the unethical behavior, fraud or violation of company code of conduct.

I. Business risk evaluation and management is an ongoing process within the company. The assessment is periodically examined by the Board.

J. The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. During the year no complaints of sexual harassment were received.

K. As per clause 5AII of the listing agreement there is no unclaimed shares in the company.

SHAREHOLDER'S INFORMATION

Means of Communication

Presently, the quarterly/half yearly financial result is not sent individually to the shareholders. However as required under the listing agreement, the same are published in the Free Press Journal (English) & Chotha Sansar (Hindi).

The approved financial results are forthwith send to the Stock exchanges and posted on website of the Company.

The Company's financial results and official press releases, shareholding patterns, and all other corporate communication are displayed on company's website www.biofilgroup.net and same has been send to stock exchanges for their up gradation.

A separate dedicated section under "Investor Relations" on the Companies Website gives the information on quarterly Compliances with stock exchange and other relevant information of interest to the investor's public.

Sections 20 & 129 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 permit companies to service delivery of documents electronically on the registered members'/ shareholders' email addresses. The Company, during the year under review sent documents, such as notice calling the general meeting, audited financial statements, Board's Report, Auditors' Report etc. in electronic form at the email addresses provided by the shareholders and made available by them to the Company through the depositories. Shareholders desiring to receive the said documents in physical form continued to get the same in physical form, upon request.

The Company also files the following information, statements, reports on websites specified by BSE Limited.

> Full version of the Annual Report including the Balance Sheet, Statement of Profit and Loss, Board's Report and Auditors' Report, Cash Flow Statement and quarterly financial statements.

> Corporate Governance Report.

> Shareholding pattern.

GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as detailed below:

Financial Year.	Date	Time	Venue
29th Annual General Meeting 2013-14	23/09/2014	02.00 P.M.	At Regd. Offi. OF Co. at 11/12, Sector "E", Sanwer Road, Indore M.P. 452015
28th Annual General Meeting 2012-13	28/09/2013	02:00 P.M.	At Regd. Offi. OF Co. at 11/12, Sector "E", Sanwer Road, Indore M.P. 452015
27th Annual General Meeting 2011-2012	28/09/2012	02:00 P.M.	At Regd. Offi. OF Co. at 11/12, Sector "E", Sanwer Road, Indore M.P. 452015

POSTAL BALLOT & SPECIAL RESOLUTION:

No resolutions were passed by postal ballot in last three years.

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

Following special resolutions were passed in last three Annual General Meetings.

- Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the company U/s 180 (1) (a) of the Companies Act, 2013 in annual general meeting held on 23/09/2014.
- Authority to obtain loan/borrowings under Section 180(1)(c) and (2) of the Companies Act, 2013 in annual general meeting held on 23/09/2014.
- Re-appointment of Shri Ramesh Shah, as Managing Director of the Company for the period of 5 years with effect from 1st October, 2013 to 30th September, 2018 in the annual general meeting held on 28.09.2013

No Extra Ordinary General Meeting was held during the financial year 2014-15.

GENERAL SHAREHOLDER INFORMATION

AGM : Date, Time and Venue	Thursday 24th Day of September 2015 at 2.00 P.M. Venue of the meeting: 11/12, Sector E, Sanwer Road, Industrial Area, Indore- 452015 (M.P.) Last date for receipt of proxy forms: 22nd September, 2015
Financial reporting for 2015-16:-- 1st Quarter ending 30th June, 2015 2nd Quarter ending 30th September, 2015 3rd Quarter ending 31st December 2015 4th Quarter ending 31st March, 2016	 Second fortnight of August, 2015 Second fortnight of November, 2015 Second fortnight of February, 2016 before 30th May, 2016
Date of Book Closure	Saturday 19th September 2015 to Thursday 24th September 2015 [Both days inclusive]
E-Voting Period	Monday 21st September 2015 from 09:00 a.m. to Wednesday 23rd September 2015 at 05:00 p.m.
Cut Off Date for E Voting	Thursday 17th September 2015
Listing on Stock Exchanges	The BSE Limited, Mumbai The National Stock Exchange, Mumbai *MP Stock Exchange Limited (The listing of Shares has been Suspended on National Stock Exchange & M.P. Stock Exchange Ltd Derecognized w.e. f. 9th June, 2015.)
Dividend Payment Date	No dividend recommended by Board of Dirctors of the Company
ISIN Number of NSDL & CDSL	INE829A01014
Stock Code -Physical	Bombay Stock Exchange 524396 National Stock Exchange: BIOFILCHEM
CIN	L24233MP1985PLC002709
Registrar and Share Transfer Agent	Ankit Consultancy Private Limited 60- Pardesipura, Electronic Complex, Indore-452010, (M.P.) Ph.: 0731-2551745, 2554546
Share Transfer System	All the transfer received are processed by the Registrar and share transfer Agent

Distribution of shareholding as on 31.03.2015	Please see Annexure 'A'
Shareholding pattern as on 31.03.2015	Please see Annexure 'B'
Market Rate	Please see Annexure 'C'
Outstanding GDRs/ADRs/Warrants or any convertible instruments, Conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/Warrants or any Convertible Instruments.
Address for correspondence	Shareholders correspondence should be addressed to: **BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED** 11/12, Sector E, Sanwer Road, Industrial Area, Indore-452015 (M.P.) 0731-2723016/17, +91-8889912313 Email id: bcplcompliance@gmail.com. Website: www.biofilgroup.net
Plant Locations	The Company's plant is located at :- Plot No. 8, Sector-4, Kheda Industrial Estate, Pithampur Dist. Dhar (M.P.) India

Whistle blower policy/vigil mechanism

Pursuant to section 177(9) of Companies Act, 2013 and clause 49 of Listing Agreement, the Company has a Board approved whistle blower policy/vigil mechanism to enable directors and employees to report to the Management their concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethics policy. This mechanism provides safeguards against victimization of directors/employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The policy/vigil mechanism has been appropriately communicated to the employees within the organization and has been put on the Company's website www.biofilgroup.net

None of the employees has been denied access to the Audit Committee under this policy during the year under review

Secretarial Audit for Reconciliation of Capital

As stipulated by SEBI a qualified Practicing Company Secretary carries out secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the listed stock exchanges. The audit confirms that the total listed and paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL/CDSL) and total number of shares in physical form. As on 31st March 2015, 75.29% of shares were held in dematerialized form, out of which 21.20% constitute 3450000 reissued forfeited shares but corporate action is pending due to listing confirmation for the same and rest 24.68% are in physical form, out of which 13.90% constitute 2262500 reissued forfeited shares but corporate action is pending due to listing confirmation for the same.

Code of Conduct

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the Company's website - www.biofilgroup.net A certificate from the Managing Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report.

Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

Code for Prevention of Insider Trading Practices

Securities and Exchange Board of India has notified on 15 January 2015 new regulations for prohibition of insider trading (effective from 15 May 2015) repealing the regulations issued in 1992. In Compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended till date on prohibition of insider trading, the Company has comprehensive Code of Fair Disclosure and Code of Conduct for prevention of Insider Trading, 2015 strictly adhered to by its management, staff and relevant business associates and the same is being uploaded on website. The code expressly lays down the guidelines and the procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences on non-compliance thereof.

MD & CFO Certification

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results to the Board in terms of Clause 41 of the Listing Agreement.

Certificate on Corporate Governance

The Company has obtained the certificate from the Practicing Chartered Accountant regarding compliance with the

provisions relating to corporate governance laid down in clause 49 of the Listing Agreement with the stock exchanges. This report is farming part of corporate governance Report for the year 2014-15. This certificate will be sent to the stock exchanges, along with the annual report to be filed by the Company.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I Ramesh S Shah, Managing Director of the Biofil Chemicals & Pharmaceuticals Limited declared that all the members of Board of Directors and senior management personnel have affirmed compliance with the code of conduct for the financial year ended on 31st March 2015.

For Biofil Chemicals & Pharmaceuticals Ltd.

(Ramesh Shah)
Managing Director
DIN: 00028819

Place : Indore
Date : 13/08/2015

(ANNEXURE A)

DISTRIBUTION OF SHAREHOLDING BY SIZE AS ON 31ST MARCH 2015:

Share or Debenture holding of nominal value	Shares / Debenture holders		Shares / Debenture Amount	
Of Rs.	Number	% of Total	Rs.	% of Total Amount
Upto-1000	1592	30.80	1468910	0.90
1001-2000	756	14.63	1486080	0.91
2001-3000	594	11.49	1760190	1.08
3001-4000	186	3.60	734570	0.45
4001-5000	707	13.68	3525270	2.17
5001-10000	690	13.35	6176000	3.80
10001-20000	280	5.42	4462970	2.74
20001-30000	107	2.07	2764380	1.70
30001-40000	57	1.10	2046600	1.26
40001-50000	61	1.18	2925230	1.80
50001-100000	60	1.16	4352700	2.67
100000 ABOVE	78	1.51	131035100	80.52
Total	**5168**	**100.00**	**162738000**	**100.00**

ANNEXURE B

SHAREHOLDING PATTERN AS AT 31ST MARCH 2015 [SHAREHOLDING PATTERN]

	Category	No. of Share held	Percentage of Shareholding
A.	Promoters Holding	-	-
	1. Promoters Indian Promoters : Foreign Promoters:	 7618700 -	 46.82 -
	2. Persons acting in concert	-	-
	Sub Total	**7618700**	**46.82**
B.	Non-Promoters Holding	-	-
	1. Institutional Investors	-	-
	2. Mutual Funds and UTI	300	0.01
	3. Banks, Financial Institutions, Insurance Co. [Central / State Govt. Institutions, Non - Government Institutions]	107300	0.66
	4. FIIs	-	-
	5. Sub-Total	-	-
	6. Others	-	-
	Private Corporate Bodies	4030144	24.76
	7. Individuals		
	Holding up to Rs. 1.00 lacs	2849139	17.51
	Holding excess Rs. 1.00 lacs	1474567	9.06
	8. NRIs/OCBs	193650	1.19
	9. Any other [please specify]	-	-
	Sub-Total	**8655100**	**53.18**
	Grand Total	**16273800**	**100.00**

Note: The Total Number of Shares included 5712500 (Demate 3450000 shares and Physical 2262500 shares) reissued of forfeited shares on 31/03/2011 but pending for corporate action and trading confirmation from stock exchange.

ANNEXURE C

MARKET PRICE DATA:

APRIL, 2014 TO MARCH, 2015 AT BSE

Month	Apr-14	May-14	June-14	July-14	Aug-14	Sept-14	Oct-14	Nov-14	Dec-14	Jan-15	Feb-15	March-15
High	2.40	2.90	4.14	3.60	3.95	3.50	3.01	2.50	2.50	2.84	2.73	2.60
Low	1.90	1.98	2.67	2.62	2.58	2.52	2.21	1.99	1.67	1.74	2.30	2.35

CEO / CFO CERTIFICATE

We hereby certify to the Board of Directors of **BIOFIL CHEMICALS & PHARMACEUTICALS LTD.** that:-

a. We have reviewed financial statements and the cash flow statement for the year ended on 31/03/2015 and that to the best of our knowledge and belief.

   (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.

   (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. we have indicated to the auditors:

   i. significant changes in internal control over financial reporting during the year;

   ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For **Biofil Chemicals & Pharmaceuticals Ltd.**

Ramesh S. Shah
Managing Director
(DIN: 00028819)

Jitendra Kumar Sahu
Chief Financial Officer

Place : Indore
Date : 13/08/2015

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE REPORT

To
The Members of
BIOFIL CHEMICALS & PHARMACEUTICALS LTD.

We have examined to the compliance of conditions of Corporate Governance by **BIOFIL CHEMICALS & PHARMACEUTICALS LTD,** for the year ended **31st March, 2015,** as stipulated in the clause 49 of the Listing agreement entered into by the company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing agreement.

We further state that in respect of investor grievances received during the year ended 31st March, 2015, the Registrars of the Company have certified that as at 31st March, 2015, there were no investor grievances remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S.N.Gadiya & Co.
Chartered Accountants
Registration No. (002052C)

Place : Indore
Date : 13th Auguest, 2015

(S.N.Gadiya)
Proprietor
M.No. 071229

INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBER OF

M/S. BIOFIL CHEMICALS & PHARMACEUTICALS LTD.

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Biofil Chemicals and Pharmaceuticals Limited ('the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account.
   d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under

Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and

f. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has disclosed the impact of pending litigation- Refer Note No: - 7 of Notes of Financial Statments

(ii) The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses:

(iii) The Company is not required to transfer any amount in Investor Education and Protection fund.

For S.N.Gadiya & Co.
Chartered Accountants
Registration No. (002052C)

Place : Indore
Date : 30.05.2015

(S.N.Gadiya)
Proprietor
M.No. 071229

ANNEXURES TO THE AUDITOR'S REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, we report that:

(i) In Respect of its Fixed Assets:

a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b. According to the information and explanations given to us, the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.

(ii) In Respect of inventories

a. As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management;

b. In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventory followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.

c. In our opinion and according to the information and explanation given to us, the company has maintained proper records of inventory. We are informed that material discrepancies noticed on such verification as compared to the books record were not material and have been properly dealt with in the books of accounts.

(iii) The company has not granted any loans, secured or unsecured to any other companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for sale of goods. Further we have not observed any major weakness in the internal control system during the course of the audit.

(v) The Company has not accepted any deposits from the public within the meaning of Section 73 and 74of the act and rules framed there under to the extent notified.

(vi) The company does not falls within the provisions of Section 148 of Company's Act, 2013 read with the Companies (Cost Records & Audit) Rules, 2014, therefore no such records required to be maintained and company is not required to appoint cost auditor for the financial year 2015-16.

(vii) According to information and explanations given to us, in respect of statutory dues:

(a) Amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of excise value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

(b) There is no material dispute pending before any tax authority.

(c) Company is not required to deposit any amount in investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

(viii) Company is in existence for a period of more than 5 year and its accumulated losses at the end of financial year is more than fifty percent of its net worth. Further Company has not incurred cash losses in the reporting year and immediately preceding financial year.

(ix) In our opinion and according to information and explanation given to us, the company did not have any outstanding dues to financial institutions or banks. Further Company has not issued any debentures.

(x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

(xi) In our opinion and according to information and explanation given to us, The Company has not raised any term loans during the year.

(xii) To the best of our knowledge and according to the information and explanation given to us, no fraud by the company and no material fraud on the Company has been noticed or reported during the year.

For S.N.Gadiya & Co.
Chartered Accountants
Registration No. (002052C)

Place : Indore
Date : 30.05.2015

(S.N.Gadiya) Proprietor
M.No. 071229

BIOFIL CHEMICALS & PHARMACEUTICALS LTD.
BALANCE SHEET AS ON 31st MARCH, 2015

(Amount in Rs.)

PARTICULARS	NOTE	31/03/2015	31/03/2014
I. EQUITY AND LIABILITES			
Shareholders Fund :			
Share Capital	01	162,738,000	162,738,000
Reserves & Surplus	02	(78,590,326)	(84,108,795)
Non current liabilities			
Long Term Borrowing		-	-
Defferred Tax Liabilities (Net)		-	-
Other Long Term Liabilities		-	-
Long Term Provisions		-	-
Current Liabilities			
Short Term Borrowing	03	29,800,596	28,705,158
Trade Payable	04	21,109,003	36,357,693
Other current liabilities		-	-
Short Term Provisions	05	2,505,553	2,294,621
TOTAL		**137,562,825**	**145,986,676**
II. ASSETS			
Non-Current Assets			
Fixed Assets:-			
Tangible Assets	06	90,576,538	91,732,634
Intangible Assets		-	-
Capital Work in Progress		-	-
Intangible Assets Under Development		-	-
Non current Investments		-	-
Long Term Loans and Advances		-	-
Other Non current Assets		-	-
Current Assets			
Current Invsetments		-	-
Inventories	07	1,664,534	2,735,670
Trade Receivable	08	36,512,233	41,041,109
Cash and Cash Equivalents	09	1,276,152	1,792,976
Short term loans and advances	10	5,279,724	6,153,148
Other current assets	11	2,533,644	2,531,139
TOTAL		**137,562,825**	**145,986,676**
NOTES OF ACCOUNTS FORMING PART OF THE FINANCIAL STATEMENT	**22**		

For & on behalf of board

Ramesh Shah
Chairman Cum
Managing Director
DIN : 00028819

Romil Shah
Director
DIN : 00326110

Ms. Neha Shukla
Company Secretary
Meb. No. : A35830

Jitendra Sahu
Chief Financial Officer

Place : Indore
Date : 30.05.2015

As per our Report of even date
For S.N.Gadiya & Co.
Chartered Accountants
Registration No. (002052C)

(S.N.Gadiya)
Proprietor
M.No. 071229

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2015

(Amount in Rs.)

PARTICULARS	NOTE	31/03/15	31/03/14
INCOME			
Revenue from operation	12	58,615,361	71,716,848
Other Income	13	4,618,810	598,416
TOTALREVENUE		**63,234,171**	**72,315,264**
EXPENSES			
Cost of materials Consumed	14	10,985,663	15,378,379
Purchase of Stock in Trade	15	27,627,401	30,810,376
Changes in Inventories of Finished Goods work in progress and stock in trade	16	194,799	1,817,347
Employee Benefits Expenses	17	4,970,500	4,130,404
Finance Costs	18	2,094,566	1,536,194
Depreciation and Amortization expenses	19	2,506,645	2,223,076
Other Expenses	20		
- Manufacturing Expenses		5,060,546	4,788,068
- Administrative Expenses		2,142,642	1,862,411
- Selling and Distribution Expenses		296,921	3,263,165
TOTAL EXPENSES		**55,879,683**	**65,809,420**
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS		**7,354,488**	**6,505,844**
Tax Expenses			
Current Tax		1,401,398	1,239,689
Deferred Tax		-	-
Tax for Earlier Year		81,377	99,775
PROFIT AFTER TAX FROM CONTINUING OPERATIONS		**5,871,714**	**5,166,380**
Earning per share (of face value of Rs 10/- each)			
Basic		**0.36**	**0.32**
Diluted		**0.36**	**0.32**

For & on behalf of board

Ramesh Shah
Chairman Cum
Managing Director
DIN : 00028819

Romil Shah
Director
DIN : 00326110

Ms. Neha Shukla
Company Secretary
Meb. No. : A35830

Jitendra Sahu
Chief Financial Officer

Place : Indore
Date : 30.05.2015

As per our Report of even date
For S.N.Gadiya & Co.
Chartered Accountants
Registration No. (002052C)

(S.N.Gadiya)
Proprietor
M.No. 071229

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2015

(Rs. in Lacs)

		2014-2015	2013-2014
(A)	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit before tax and extraordinary items	**7354489**	**6505844**
	1 . Depreciation	2659859	2384937
	2 . Foreign Exchange/Depreciation in investments	-	-
	3 . Transfer from Reveluation reserve	(153214)	(161861)
	4 . Investments Extraordinary items	-	-
	(Net investment Loss)	-	-
	5. Interest Paid	2081017	1507332
	6 Interest/ Divident Received	-	-
	7. Preliminary & Preoperative Exp. Wrttier Off	-	-
	8. Loss of sales of Assets	-	-
	Operating Profit before working capital changes	**11942151**	**10236252**
	Adjustments for :		
	1. Trade and other receivable	5679795	(11054442)
	2. Inventory	1071136	488055
	3. Trade payables Net of Lease Terminal Adju. A/c	(15199466)	5325845
	Cash Generated from operation	**3493616**	**4995710**
	1. Interest paid	(2081017)	(1507332)
	2. Direct Taxes paid	(1321066)	(1376638)
	3. Cash flow before extraordinary items	91533	2111740
	Extraordinary items	-	-
		91533	**2111740**
(B)	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of fixed assets	1703796	2405550
	Work in progress	-	-
	Sales of Fixed Assets	-	-
	Purchae of investments & investment	-	-
	in Share application money	-	-
	Sale of investments & refunt of	-	-
	Interest received	-	-
	Divident Received		
	Net Cash used in investing activities	**1703796**	**2405550**
(C)	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from issue of share capital	-	-
	Proceeds from long and short term borrowing	1095439	759672
	Net Cash used in financiing activities	1095439	759672
	Net Increase in Cash and Cash equivalents	(516824)	465862
	Cash and cash equivalents as at (Opening Balance)	1792976	1327114
	Cash and cash equivalents as at (Closing Balance)	1276152	1792976

For and on behalf of the Board

Place : Indore Date : 30.05.2015	**Ms. Neha Shukla** Company Secretary	**Jitendra Sahu** Chief Financial Officer	**R.S. Shah** (CMD)	**Romil Shah** (Director)

AUDITOR'S CERTIFICATE

The Board of Directors,
Biofil Chemicals & Pharmaceuticals Ltd.

We have verified the attached Cash Flow statement of Biofil Chemicals & Pharmaceuticals Ltd., for the year ended 31st March 2015 from the books and records maintained by the Company in the ordinary course of the business and have, subject to comparative figures for the previous year ended 31st March 2015, found in accordance herewith.

For S. N. Gadiya & Co.
Chartered Accountants
(Registration No. 002052C)
Sd/-
(S. N. Gadiya)
Proprietor

Place : Indore
Date : 30/05/2015

BIOFIL CHEMICALS & PHARMACEUTICALS LTD.
NOTES FORMIMG PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

PARTICULARS	AS ON 31/03/15	AS ON 31/03/14
NOTES 01 SHARE CAPITALS		
Authorised Shares		
2,00,00,000 Equity Shares of Rs. 10/- each	200,000,000	200,000,000
Issued, Subscribed and Fully Paid Shares		
1,62,73,800 (as at 31st March 2014, 1,62,73,800)		
Equity Shares of Rs. 10/- each fully paid	162,738,000	162,738,000
During the financial year 2010-11 the company had Reissued 57,12500 Forfieted equity Shares @ Rs. 7/- each and Balance amount transferred from forfeited reserve account	-	-
	162,738,000	**162,738,000**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.

PARTICULARS	Op. Balance	Issued Shares Closing Balance
Equity Shares with voting rights		
Year ended 31st March 2015		
Number of Shares	16,273,800	16,273,800
(Amount in Rs.)	162,738,000	162,738,000
Year ended 31st March 2014		
Number of Shares	16,273,800	16,273,800
(Amount in Rs.)	162,738,000	162,738,000
	162,738,000	**162,738,000**

b. Details of Shareholders holding more than 5% shares in the company

	31-03-2015		31-03 2014	
	No. of Share	% OF HOLDING	No. of Share	% OF HOLDING
Scope Finance Company Pvt Ltd.	2,262,500	13.90	2,262,500	13.9
Starline Equifin Private Ltd.	1,700,000	10.45	1,700,000	10.45
Mid (India) Pharmaceuticals Pvt Ltd.	1,175,250	7.22	1,175,250	7.22
Smitesh Sanalal Shah	1,082,680	6.65	1,082,680	6.65
Cyano Finance and Sales Pvt ltd.	876,450	5.39	876,450	5.39
Libra Healthcare Pvt ltd.	850,000	5.22	850,000	5.22

NOTE 02 RESERVES & SURPLUS	AS ON 31/03/15	AS ON 31/03/14
Reserve No. 1		
General Reserver :		
As per Last Balance Sheet	**197,500,000**	**197,500,000**
Reserve No. 2		
Share Premium Reserve		
As per Last Balance Sheet	66,048,750	66,048,750
Reserve No. 3		
Share Premium Account :		
As per Last Balance sheet	17,282,300	17,282,300

PARTICULARS	AS ON 31/03/15	AS ON 31/03/14
Reserve No. 4		
Forfeited Share Reserve		
As per Last Balance sheet	144,800	144,800
Reserve No. 5		
Reserve created of Capital Subsidy		
As per last Balance Sheet	500,000	500,000
Reserve No. 6		
Reserve created of valuation on assets		
As per Last Balance sheet	37,861,559	38,023,420
Less : Depreciation	153,214	161,861
	37,708,345	**37,861,559**
Reserve No. 7		
Statement of Profit and Loss		
Balance As per Last Balance sheet	(403,446,204)	(408,612,585)
Add :- Profit for the year	5,871,714	5,166,380
Add (Less) : Additional Deprecation parsuant to enactment of schedule II of the companies Act, 2013	(200,031)	-
	(397,774,522)	**(403,446,204)**
	(78,590,326)	**(84,108,795**
NOTES 03 SHORT TERM BORROWING		
Unsecured - Considered Good		
Intercorporate Deposit	29,800,596	27,297,958
Other Loans	-	1,157,200
Trade Deposits	-	250,000
	29,800,596	**28,705,158**
NOTES 04 TRADE PAYABLE		
Trade Payable	21,109,003	36,357,693
	21,109,003	**36,357,693**
NOTES 05 SHORT TERM PROVISION		
Provison for Income tax	1,401,398	1,239,689
Bonus Payable	90,000	80,000
Electricity Payable	257,783	185,603
ESIC Payable	19,696	8,729
P.F. Payable	74,792	55,472
Professional Tax payable	5,000	5,000
Salary & Wages	373,692	151,918
Telephone Payable	4,953	3,079
Audit Fees Payable	15,000	15,000
T.D.S. Payable	24,161	276,366
Entry Tax payable	20,109	59,867
CST Payable	16,049	101,611
Vat Payable	153,274	112,287
Service Tax Payable	49,646	-
	2,505,553	**2,294,621**

NOTE 06 FIXED ASSETS

	GROSS BLOCK					DEPRECIATION / AMORTIZATION / IMPAIRMENT							NET BLOCK		
Particulars	**Balance as on 01.04.2014**	**Acquisition / (Disinvestment)**	**"Addition / Adjustment**	**Disposal / Adjustment**	**Balance as 31.03.2015**	**Up to 01.04.2014**	**Retained Earning**	**Inpairment Loss**	**For the Year**	**Dep. for Revaluation**	**Disposal**	**Acquistion / (Disinvestment)**	**up to 31.03.2015**	**Balance as on 31.03.2015**	**Balance as on 31.03.2014**
Land	44959050	-	-	-	44959050	-	-	-	-	-	-	-	-	44959050	44959050
Site development	1983347	-	101000	-	2084347	-	-	-	-	-	-	-	-	2084347	1983347
Building	33464087	-	481100	-	33945187	8782959	-	-	894555	153214	-	-	9830728	24114459	24681128
Plant & Machinaries	21061936	-	1070500	-	22132436	4281755	-	-	1044815	-	-	-	5326570	16805866	16780182
Electric Installation	2089373	-	-	-	2089373	413646	132999	-	223070	-	-	-	769715	1319658	1675727
Furnitures & Fixtures	192229	-	-	-	192229	75778	23779	-	13843	-	-	-	113400	78829	116451
Vehicles	347758	-	-	-	347758	330370	0	-	0	-	-	-	330370	17388	17388
Office Equipments	413960	-	-	-	413960	124747	42041	-	110329	-	-	-	277117	136843	289214
Cycle	10152	-	-	-	10152	5373	1212	-	677	-	-	-	7262	2890	4780
Other Assets	2300441	-	51196	-	2351637	1075073	-	-	219356	-	-	-	1294429	1057208	1225366
TOTAL	**106822333**	**-**	**1703796**	**-**	**108526129**	**15089701**	**200,031.00**	**-**	**2506645**	**153214**	**-**	**-**	**17949591**	**90576538**	**91732634**
Previous Year Total	**104416783**	**-**	**2405550**	**-**	**106822333**	**12704762**	**-**	**-**	**2223076**	**161861**	**-**	**-**	**15089699**	**91732634**	**91712021**

NOTE 07 INVENTORIES		
Raw Material	954,777	1,807,302
Stores and Spares packing mat.	164,932	188,744
Finished Goods	521,175	622,624
Work in process	23,650	117,000
	1,664,534	2,735,670
NOTES 08 TRADE RECEIVABLE		
Unsecured, Considered Goods		
Outstanding for a period exceeding six months from the date they are due for payment	8,784,609	13,422,211
Others	27,727,624	27,618,898
	36,512,233	**41,041,109**
NOTES 9 CASH AND CASH EQUIVALENTS		
Cash in hand	512,704	1,137,905
Balance With Bank - in Current Account	763,448	616,180
	1,276,152	**1,754,085**
In Earmarked accounts		
Refund Account	-	4,457
Dividend Account	-	34,433
	-	**38,890**
	1,276152	**1,792,976**
NOTES 10 SHORT TERM LOANS AND ADVANCES		
(Unsecured , Considered Good)		
Loans and advance against material	5,279,724	6,153,148
	5,279,724	**6,153,148**
NOTES 11 OTHER CURRENT ASSETS		
Telephone Department	35,278	35,528
Security Deposit with M.P.S.E.	11,089	11,089
Central Excise Deptt.	15,000	15,000
M.P. Electricity Board	135,011	334,509
Earnest Money	31,000	31,000
E.S.I.C Deptt.	2,000	2,000
Deposit with Hindustan Petroleum	4,000	4,000
F.D. With Commercial Tax	48,541	48,541
Deposit with MPPMO	63,000	60,000
Other Deposit	60,344	59,091
Vat and commercial Tax Deposit	194,229	73,494
Service Tax Deposit	264,907	263,619
T.D.S Deposit	52,420	52,420
T.D.S (10-11)	-	84,804
T.D.S (13-14)	-	457,906
T.D.S. (14-15)	386,761	-
Deposit with HLI Lifecare Ltd.,	948,138	948,138
Income Tax Advances	-	50,000
Excise Deposit	1,926	-
	2,253,644	**2,531,139**

PARTICULARS	AS ON 31/03/14	AS ON 31/03/13
NOTES 12 REVENUE FROM OPERATION		
Sales of product		
Finished Goods	16,314,516	17,119,638
Traded Goods	29,330,120	31,768,714
Conversion Charges /Job Works	12,970,725	22,828,496
	58,615,361	**71,716,848**
NOTES 13 OTHER INCOME		
Lease Rent	420,000	420,000
Rebate & Discount	50,000	121,001
Interest Received	29,687	43,434
Interest on Income Tax Refund	-	13,981
Rent Received	90,000	-
Commission and Handling Charges received	4,029,123	-
	4,618,810	**598,416**
NOTES 14 COST OF RAW MATERIAL CONSUMED		
Inventories at the beginning of the year		
a) Raw Material	1,807,302	659,861
b) Packing Material	188,744	6,893
	1,996,046	**666,754**
Add : Purchases :		
a) Raw Material/Finished Goods	9,826,327	15,824,801
b) Packing Material	282,999	882,870
	10,109,326	**16,707,671**
Less : Inventories at the end of the year		
a) Raw Material	954,777	1,807,302
b) Packing Material	164,932	188,744
	1,119,709	**1,996,046**
	10,985,663	**15,378,379**
NOTES 15 PURCHASE OF STOCK IN TRADE		
Traded Goods	27,627,401	30,810,376
	27,627,401	**30,810,376**
NOTES 16 CHANGED IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE		
Inventories at the end of the year		
Finished goods	521,175	622,624
Work in process	23,650	117,000
	644,825	**739,624**
Inventories at the beginning of the year		
Finished goods	622,624	2,546,627
Work in process	117,000	10,344
	739,624	**2,556,971**
Increase in Stock	**194,799**	**1,817,347**

PARTICULARS	AS ON 31/03/15	AS ON 31/03/14
NOTES 17 EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages and bonus	4,381,137	3,636,708
Contribution to provident and other funds	369,370	345,916
Staff Welfare Expenses	219,993	147,780
	4,970,500	**4,130,404**
NOTES 18 FINANCE COSTS		
Bank Charges	13,548	28,862
Interest to Others	2,081,018	1,507,332
	2,094,566	**1,536,194**
NOTES 19 DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation and Amortisation for the year on tangible assets	2,506,645	2,223,076
	2,506,645	**2,223,076**
NOTES 20 OTHER EXPENSES		
Manufacturing Expenses		
Power & Fuel Charges	3,451,608	2,812,805
Freight & Cartage	474,811	985,383
Repairs and Maintenance	203,274	347,447
Laboratary Expenses	3,133	9,050
Labour Charges	924,020	209,297
Block and Design	-	403,586
Die Expenses	3,700	20,500
	5,060,546	**4,788,068**
Administrative Expenses		
Insurance	124,439	93,633
Repairs Others	128,932	290,047
Misc. Expenses	846,347	742,339
Auditors Remuneration	15,000	15,000
Stationary & Printing	105,646	86,830
Postage & Telephone	158,809	89,906
Listing Fees	182,274	112,360
Legal & Professional	581,195	392,925
Lease Rent and Maintenance Charge	-	39,371
	2,142,642	**1,862,411**
Selling and Distribution Expenses		
Travelling & Conveyance Expenses	202,577	366,963
Advertisement	4,344	-
Penalty	-	295,522
Sales Commission	-	2,600,680
Rent	90,000	-
	296,921	**3,263,165**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

A. Basis of Preparation of Financial Statements

These Financial statements have been prepared in accordance with the generally accepted accounting principles in India including the Accounting Standards notified under the relevant provisions of Companies act' 2013.

The financial statements are prepared on accrual basis under historical cost convention, except for certain financial instruments which are measured at fair value.

B. Use of Estimates

The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialized.

C. Own Fixed Assets

Fixed Assets are stated at cost net of recoverable taxes and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

D. Intangible Assets

Company does not have any Intangible asset.

E. Depreciation and Amortization

Depreciation on fixed assets is provided to the extent of depreciable amount on Straight Line Method at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013

F. Impairment of Assets

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

G. Foreign Currency Transactions

There is no foreign currency transactions made during the year.

H. Investments

There is no investment made during the year.

I. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, process chemicals, stores and spares, packing materials, trading and other products are determined on weighted average basis. By-products are valued at net realisable value.

Items of inventories are valued lower of cost or estimated net realisable value.

Cost is determined as given below:

Raw Materials and Packing Materials	a) At Cost net of CENVAT/VAT computed on First-in-First-out method. b) API produced for captive consumption are valued at cost.
Work-in-process and Finished Goods	At cost including material cost net of CENVAT, labour cost and all overheads other than selling and distribution overheads. Excise duty is considered as cost for finished goods wherever applicable.
Stores and Spares	Stores and spare parts are valued at purchase cost computed on First-in-First-out method.

J. Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods but excludes sales tax, service tax, excise duty and Value Added Tax (VAT).

K. Employee Benefits

- No Provision has been made in respect of liabilities for future payment of gratuities as on 31st March 2015 as the company follows the system of accounting such expenses as and when it arises.
- No provision has been made for liabilities in respect of un-availed leave (if any) of the employee as on 31st March 2015, as the company follows system of accounting for such expenses as and when it paid.
- Provision has been made for liabilities in respect of Contribution to Provident Fund if any of the employees as on 31st March 2015.

L. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account, if any.

M. Financial Derivatives and Commodity Hedging Transactions

There is no financial derivatives and commodity hedging transaction made during the year.

N. Earning Per Shares : **(Amount in Rs.)**

	Current Year (Rs. In Lacs)	Previous Year (Rs. In Lacs)
Profit after tax as per Profit and Loss A/c	5871714	5166380
Nos. of Equity Shares	16273800	16273800
Earning Per Shares (In Rs.)	0.36	0.317

O. Segment Reporting

Segment Reporting for the year 2015

Particulars	2015				Total (Amount in Rs.)
	Pharma Unit	Chemicals Div.	Plastice Div.	Unallocable	
Income					
External Sales/Revenue	29330120	13044846	3269670		45644636
Job Work	12500000		470725		12970725
Total Revenue	**41830120**	**13044846**	**3740395**	**-**	**58615361**
Expenditure					
Consumption of Material	27627401	9487359	1498304	-	38613064
Expenditure	5946315	5040053	3379033	199774	14565175
Depreciation	978031	1119927	408687		2506645
(Increase)/Decrease in Stock	(9801)	219600	(15000)		194799
Total Expenditure	**34541946**	**15866939**	**5271027**	**199774**	**55879686**
Segment Result	**7288174**	**(2822093)**	**(1530629)**	**(199774)**	**2635675**
Other Income	2826310	1792500			4618810
Profit before tax	10114484	(1029593)	(1530629)	(199774)	7354488
Tax Expenses				1482775	1482775
Net Profit for the Year	**10114484**	**(1029593)**	**(1530629)**	**(1682549)**	**5871714**
Segment Assets	44909334	84279708	8373783	-	137562825
Segment Liabilities	58905861	11563836	12945455	-	53415152
Capital Expenditure	13905	1580891	109000	-	1703796
Depreciation & Amortisation	978031	1119927	408687	-	2506645

P. Notes of financial statements :

1. Contingent Liabilities : NIL
2. The confirmation of balance has not been received in respect of balance outstanding of Sundry Debtors, Sundry Creditors, Deposit, Loans and Advances
3. Auditors Remuneration :

(Amount in Rs.)

Particulars	Current Year ending 31st March 2015	Previous Year ending 31st March 2014
Audit Fees	**Rs. 15000.00**	**Rs. 15000.00**

4. The company has huge unabsorbed losses and depreciation as at 31/03/2015 and they are eligible for set off against Income of future year under income tax act and uncertainty of having taxable income under normal provision of the income tax act, 1961. No deferred tax assets in recognized in the books. The position will be reviewed every financial year and deferred tax assets when considered realizable will be recognized in the books.
   Provision for MAT Rs. 1401398/- Has been made in accordance with section 115 JB.
5. Previous year figures have been regrouped / rearranged wherever necessary to confirm to current year's presentation.
6. Figures have been rounded off nearest to the Rupees.
7. A Writ petition filled in year 2012 before Hon'ble High Court M.P. Bench at Indore against Madhya Pradesh Adyogik Kendra Vikas Nigam (Indore) Limited, (MPAKVN Ltd) Indore and other parties with respect to vacant land admeasuring 94462 Sq Mts, situated at Kheda Industrial Area, Pithampur (M.P.)
8. There are no Micro, small and Medium enterprises , as defined in the Micro , small and Medium Enterprises Development Act, 2006 to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made
   The above information regarding micro, small and medium enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.
9. **Related Party Disclosures**
   (i) Companies:
   a) Antsy Trading Company Private Limited
   b) Cyano Finance and Sales Private Limited
   c) Cyano Pharma Private Limited
   d) Formo Plast Private Limited
   e) Mid (India) Pharmaceuticals Private Limited
   f) Nulabs Pharmaceuticals Private Limited
   g) Scope Finance Company Private Limited
   h) Sedate Mercantile Private Limited
   (ii) Key Management Personnel
   a) Ramesh S Shah : Managing Director
   b) Jitendra Sahu : Chief Financial Officer
   c) Neha Shukla : Company Secretary
   (iii) Individual
   a) Ketan Shah

(a) Transaction with Related Party for the year ended 31-03-2015 :

S. No.	Name of the Transacting related Party	Nature of Transactions	Current Year (Rs.)	Last Year (Rs.)
1	Ketan Shah	Salary	480000/-	432000/-
2	Neha Shukla	Salary	180000/-	-
3	Jitendra Sahu	Salary	155000/-	-

(b) Amount outstanding pertaining to related parties at the balance sheet date:

S. No.	Name of the Transacting related Party	Nature of Transactions	Current Year (Rs.)	Last Year 2013-14(Rs.)
1	Cyano Pharma Pvt Ltd.	Sales/Purchase	4132228/- (Cr)	7037133/- (Cr)
2	Formo Plast Pvt Ltd.	Loan	5439538/- (Cr)	5689538/- (Cr)
3	Cyano Finance & Sales Pvt Ltd.	Loan	Nil	1459971/- (Cr)
4	Mid India Pharmaceuticals Pvt ltd.	Loan	14108449/-(Cr)	15408449/-(Cr)
5	Scope Finance Co Pvt Ltd.	Loan	5800000/- (Cr)	-

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PROXY FORM

FORM MGT- 11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L24233MP1985PLC002709

BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED

Regd. Office : 11/12, Sector 'E', Sanwer Road, Industrial Area, Indore - 15 (M.P.)

Name of the member (s) : .....

Registered address : .....

E-mail Id : ..... Mobile No. .....

Folio No/ Client Id : .....

DP ID : ..... DP Name : .....

I/we being the member(s) of ……. shares of Biofil Chemicals and Pharmaceuticals Limited, herby appoint:

1. Name : …….....

2. Address :.....

3. E-mail Id : .....

4. Signature : ..... or failing him

1. Name : …….....

2. Address :.....

3. E-mail Id : .....

4. Signature : ..... or failing him

1. Name : …….....

2. Address :.....

3. E-mail Id : .....

4. Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Thursday 24th September, 2015 At the Registered Office at 11/12 Sector-E, Sanwer Road, Industrial Area, Indore (M.P.)-452015 at 02:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

	RESOLUTIONS	For	Against
1.	Receive, Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditor.		
2.	Appoint a Director in place of Shri Romil Shah, who retires by rotation and being eligible offers himself for re-appointment		
3.	Re-appointment of Auditor and Fixing their remuneration		
4.	Appointment of Shri Subhash Chandra Swarnkar as an Independent Director		
5.	Adoption of new sets of Article of Association of the Company.		
6.	Call Remaining Rs.3/- On Reissued Of 5712500 Forfeited Shares (Allotted On 31.03.2011)		
7.	Approval Of Material Related Party Transaction		

Signed this…… day of…… 2015

Signature of shareholder : ..... Signature of Proxy holder(s) .....

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not to be member of the company

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BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED

(CIN : L24233MP1985PLC002709)

Regd. Office : 11/12, Sector 'E', Sanwer Road, Industrial Area, Indore - 15 (M.P.)

ATTENDANCE SLIP

30th ANNUAL GENERAL MEETING

ON 24th September 2015 at 2.00 p.m

R.F. No. / DP ID _____

Mr./Mrs./Miss _____
(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the Annual General meeting of the company at the Registered office of the company on 24th September, 2015.

(If signed by proxy, his name _____
should be Written in block letters)

Shareholder / Proxy's Signature _____

Note:

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

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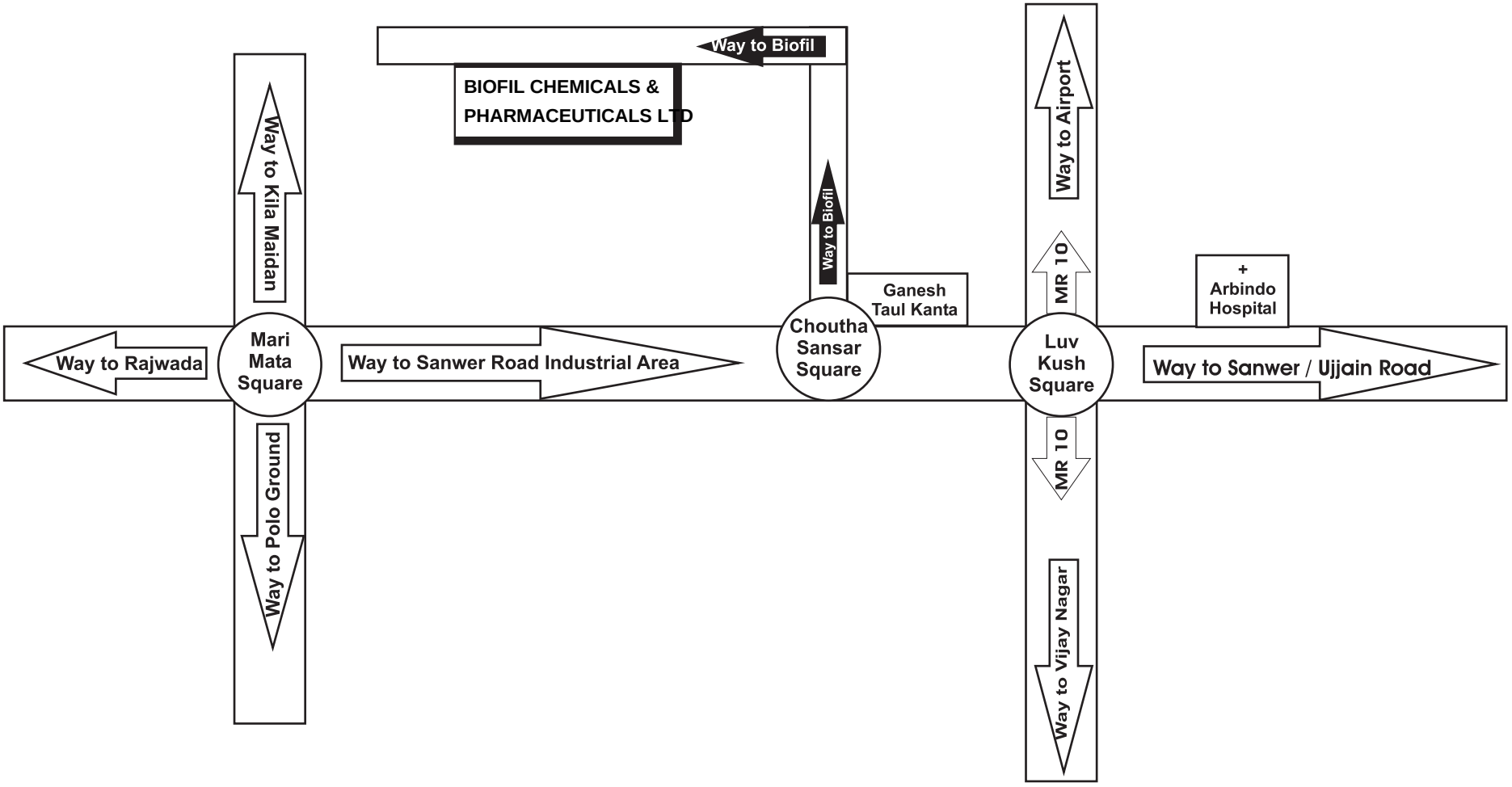
Way to Biofil
BIOFIL CHEMICALS &
PHARMACEUTICALS LTD
Way to Kila Maidan
Way to Biofil
Ganesh
Taul Kanta
Way to Airport
MR 10
+
Arbindo
Hospital
Way to Rajwada
Mari
Mata
Square
Way to Sanwer Road Industrial Area
Choutha
Sansar
Square
Luv
Kush
Square
Way to Sanwer / Ujjain Road
MR 10
Way to Polo Ground
Way to Vijay Nagar

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E-MAIL REGISTRATION FORM

To,
The Company Secretary
Biofil Chemicals and Pharmaceuticals Limited
11/12 Sector E, Sanwer Road,
Industrial Area, Indore 452015 (M.P.)

Dear Sir / Madam,

RE : Registration of E-mail ID for receiving communications in Electronic form.
(Green Initiative in Corporate Governance)

I agree to receive all communication from the Company in electronic mode. Please register my e-mail id in your records for sending communication through e-mail.

Folio No : .....

DP ID : .....

Client ID : .....

PAN : .....

Name of the 1st Registered Holder : .....

Name of the Joint Holders : .....

Registered Address : .....

.....

.....

Email Id : .....

Mobile no. : .....

Date : .....

Signature of the 1st Holder :.....

Important Notes:

1) On registration, all the communication will be sent to the e-mail ID registered in the folio/DP ID & Client ID.
2) Shareholders are requested to keep company informed as and when there is any change in the e-mail address. Unless the email Id given above is changed by you by sending another communication in writing, the company will continue to send the notices/documents to you on the above mentioned email ID.

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Book - Post

PRINTED MATTER

To,

if undelivered please return to :

BIOFIL

CHEMICALS & PHARMACEUTICALS LTD.

Regd. Off. : 11/12, Sector - E, Sanwer Road,
Industrial Area, Indore. 452 003 INDIA