

# BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN: L24233MP1985PLC002709

Registered Office: 11/12, Sector E Sanwer Road, Indore-452015 (M.P.)

Tel. 0731-2723016; Email id- bcplcompliance@gmail.com;

Website- www.biofilgroup.net; Fax: 0731-2723017

Date: 09<sup>th</sup> February, 2024

<b>To,</b> The Secretary ( <b>DCS/Compliance</b> ), Corporate Relationship Department, <b>BSE Limited (DCS/Compliance)</b> PhirozeJeejeebhoy Towers, Dalal Street, Mumbai-400001	<b>To,</b> The Secretary ( <b>Listing/Compliance</b> ), <b>National Stock Exchange of India Ltd.,</b> Exchange Plaza, C-1, Block G, BandraKurla Complex, Mumbai - 400051
---	---

**SUBJECT: - POSTAL BALLOT NOTICE - DISCLOSURE UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS")**

**REF: BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED (BSE SCRIP CODE: 524396; NSE SYMBOL: BIOFILCHEM; ISIN: INE829A01014)**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Please find enclosed herewith a copy of the Postal Ballot Notice along with Statements pursuant to Section 102 of the Companies Act, 2013, which is being sent only through electronic mode to the shareholders, seeking approval of shareholders of the Company on the following Resolution as set out in the said Postal Ballot Notice, through remote e-Voting.

1. Disposal of Undertaking situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore - 452015 Madhya Pradesh

Notice is also available on the website of the Company at [www.biofilgroup.net](http://www.biofilgroup.net)

You are requested to kindly take the same on your records.

Thanking you,

Yours Faithfully,

**FOR, BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**

**SHWETA VERMA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**M. NO. A70184**

# BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN: L24233MP1985PLC002709

Registered Office: 11/12, Sector E Sanwer Road, Indore-452015 (M.P.)

Tel. 0731-2723016; Email id- bcplcompliance@gmail.com;

Website- www.biofilgroup.net; Fax: 0731-2723017

---

## POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and “MCA Circulars” as defined below]

To,

**The Members of the BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**

**NOTICE** is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions if any of the Companies Act, 2013 (“the Act”) as amended from time to time read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for inter-alia conducting postal ballot through remote e-voting vide General Circular No.14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 08<sup>th</sup> December, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, (**collectively called as “MCA Circulars”**) and other applicable provisions of the Act, rules, circulars and notifications issued there under, that the resolution set out below are proposed to be passed as Special Business through the mechanism of postal ballot process through voting by electronic means (**‘remote e-voting’**) in accordance with the provisions of the Companies Act 2013 and rules made there under.

Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/RTA or Depository/Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system.

The Statements pertaining to the said resolution setting out the material facts and the reasons for proposing the same are annexed herewith for your consideration and approval.

In accordance with the provisions of the MCA Circulars, the Company is sending Postal Ballot Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelop will not be sent to the members

for this Postal Ballot process and members are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed there under and MCA Circulars, the company has extended the remote e-voting facility for its members, to enable them to cast their votes electronically. The members can vote on resolution through remote e-voting facility. Assent or dissent of the members on the resolution mentioned in the Postal Ballot Notice would be taken through the remote e-voting system as per the MCA Circulars.

Members desiring to exercise their vote are requested to carefully follow the instructions stated in the notes under section "The Instruction for the members for remote e-voting" appended with this Postal Ballot Notice and cast their votes not later than 5:00 P.M. (IST) on **Friday, 15<sup>th</sup> Day of March, 2024**.

The Board of Directors of the Company, at its meeting held on Tuesday, 6<sup>th</sup> February, 2024 has appointed Mr. L.N. Joshi, Practicing Company Secretary, Indore (Membership Number F-5201, Certificate of Practice Number 4216), as Scrutinizer for conducting the postal ballot process through Remote E-voting in a fair and transparent manner. Further, the Company has engaged Central Depository Services India Limited ('CDSL') to provide remote e-Voting facility to the Equity Shareholders of the Company.

The Scrutinizer after completion of the scrutiny will submit the report to the Chairman or any authorized person of the Company. Thereafter the result of the postal ballot will be announced by the Chairman or the Company Secretary of the Company on or before Monday, 18<sup>th</sup> March 2024 at the registered office of the Company. The aforesaid result along with scrutinizers report would be displayed at the registered office of the company, intimated to the Stock Exchanges wherever the shares of the Company are listed and displayed along with the scrutinizer's report on the Company's website as well as on the website of CDSL. The resolution, if approved shall be deemed to have been passed on the last date specified by the Company for receipt of votes i.e. **Friday, 15<sup>th</sup> March, 2024**.

The Following Special Business is proposed to be passed by members of the Company through Postal Ballot via 'remote e-voting' are given below:

## **SPECIAL BUSINESS**

### **ITEM NO. 1:- DISPOSAL OF UNDERTAKING SITUATED AT 11/12, SECTOR 'E', SANWER ROAD INDUSTRIAL AREA, INDORE – 452015 MADHYA PRADESH:**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in accordance with the provisions of Regulation 37A(1) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and any other applicable provisions/regulations if any, of Companies Act, 2013 and SEBI (including any statutory modifications or re-

enactments thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to compliance of all applicable laws and regulations and such permissions, approvals, consents and sanctions as may be necessary from the concerned/statutory authorities and subject to such other terms and conditions as may be imposed by them and as per the approval of the Audit Committee, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to "the Board" which term shall be deemed to include any duly constituted Committee thereof) to sell, transfer or otherwise dispose the whole of the undertaking of the Company situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore - 452015 Madhya Pradesh including Leasehold land right, plant & machineries, furniture, fixtures, scraps, structure, tools, manufacturing equipments and other assets to any prospective buyer, in such manner/arrangements, for consideration not less than Rs. 400 Lacs (Rupees Four Hundred Lacs) in lump sum or in tranches on such terms and conditions as the Board may consider appropriate with effect from such date as may be decided by the Board in the best interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to finalize and execute all required documents including agreements, memorandum, deeds of assignment, contracts, and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company, including to seek registration of any such documents, deeds as may be necessary, filing intimations, applying for and/or behalf of the Company and seeking approvals/consents of necessary parties, including without limitation regulatory authorities, for giving effect to this resolution and that the Board shall also have the power and authority to delegate all or any of its powers conferred herein, to the aforesaid committee of two Directors as it may deem fit to give effect to this resolution."

By order of the Board of Directors  
**FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**

SHWETA VERMA  
Company Secretary  
ACS 70184

Date: 06<sup>th</sup> February, 2024  
Place: Indore

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED  
CIN: L24233MP1985PLC002709  
Registered Office: 11/12, Sector E Sanwer Road,  
Indore-452015 (M.P.)  
Website: [www.biofilgroup.net](http://www.biofilgroup.net)  
Email: [bcplcompliance@gmail.com](mailto:bcplcompliance@gmail.com)  
Phone: 0731-2723016

## NOTES:

1. The Statements pursuant to Section 102 and 110 of the Companies Act, 2013, setting out material facts and the reasons for the proposal relating to the Special Business is annexed herewith.
2. The Notice of Postal ballot is being sent electronically (by e-mail) to those members who have registered their e-mail IDs with their Depository Participants or with Company or with Company's Registrar and Share Transfer Agent (RTA) and whose names appear on the Register of Member/ List of Beneficial Owners on Friday, 9<sup>th</sup> February, 2024. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.biofilgroup.net](http://www.biofilgroup.net) and the websites of the Stock Exchanges i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
3. In terms of the MCA Circulars, The Company will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot process. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Shareholders, whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 9<sup>th</sup> February, 2024 will be considered for the purpose of e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides Members the facility to exercise their right to vote by electronic means through remote e-voting services provided by CDSL and those members who are facing any difficulty in casting their vote through remote e-voting may send mail to the company. The instructions for remote e-voting are annexed to this Notice. The voting period begins on Thursday, 15<sup>th</sup> February 2024 at 09:00 a.m. and ends on Friday, 15<sup>th</sup> March, 2024 at 05:00 p.m. During this period, members of the Company, holding shares as on cut-off date of Friday, 09<sup>th</sup> February, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and voting shall not be allowed beyond the said date and time.
5. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same were passed at a general meeting of the Members convened in that regard. The resolution(s), if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Friday, 15<sup>th</sup> March, 2024.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on Friday, 09<sup>th</sup> February, 2024. A person who is not a member on the cutoff date i.e. Friday, 09<sup>th</sup> February, 2024, should treat this notice for information purpose only.

7. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off date are requested to register their e-mail Ids to their respective Depository Participant, it will automatically be reflected in the RTA Record or to mail the company at [www.biofilgroup.net](http://www.biofilgroup.net) with the name of registered member(s), folio number(s)/ DP Id/Client Id and Number of equity shares held from the email address they wish to register to enable them exercise their vote on special business as set out in the Postal Ballot notice through remote e-voting facility provided by CDSL. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
8. Voting right in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representative with proof of their authorization.
9. Members desiring to exercise their vote are requested to carefully follow the instructions in the notes under section "The Instruction for the members for remote e-voting" appended with this Notice and cast their votes not later than 5:00 P.M. (IST) on Friday, 15<sup>th</sup> March, 2024, failing which it will be strictly considered that no vote has been received from the members.
10. The Company has appointed Mr. L. N. Joshi, Practicing Company Secretary, Indore (Membership Number F 5201, Certificate of Practice Number 4216) to act as the Scrutinizer for conducting the postal ballot process through remote e-voting mechanism in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any authorized person after the completion of scrutiny and the result of the voting will be announced by the Chairman or the Company Secretary of the Company on or before Monday, 18<sup>th</sup> March 2024 and will be displayed on the Company's website viz. [www.biofilgroup.net](http://www.biofilgroup.net) and website of Exchanges wherever the shares of the Company are listed and will be communicated to the Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com). The scrutinizer's decision on the validity of the postal ballot shall be final and binding.
11. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of valid votes i.e. Friday, 15<sup>th</sup> March, 2024.
12. With a view to use natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants.
13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to dispatch of Postal Ballot notice shall be announced through an advertisement and will be published at least once in a vernacular newspaper in the principal vernacular language of the district and having wide circulation in that district and at least once in English language in an English newspaper having a wide circulation in that district in which registered office of the company.

14. All the relevant documents and material documents referred to in the Postal Ballot Notice and explanatory statement will be available for inspection electronically until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. 15<sup>th</sup> day, March, 2024. Members who wish to inspect the documents are requested to send an email to Company at [bcplcompliance@gmail.com](mailto:bcplcompliance@gmail.com) mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Thursday, 15<sup>th</sup> February, 2024 at 09:00 A.M. onwards and ends on Friday, 15<sup>th</sup> March, 2024 at 05:00 P.M. During this period shareholders' of the Company, as on the cut-off date of Friday, 09<sup>th</sup> February, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to</li> </ol>



	enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporate” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [bcplcompliance@gmail.com](mailto:bcplcompliance@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

By order of the Board of Directors  
FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

SHWETA VERMA  
Company Secretary  
ACS 70184

Date: 06<sup>th</sup> February 2024  
Place: Indore

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED  
CIN: L24233MP1985PLC002709  
Registered Office: 11/12, Sector E Sanwer Road,  
Indore-452015 (M.P.)  
Website: [www.biofilgroup.net](http://www.biofilgroup.net)  
Email: [bcplcompliance@gmail.com](mailto:bcplcompliance@gmail.com)  
Phone: 0731-2723016

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT MATERIAL FACTS:**

**ITEM NO. 1:- DISPOSAL OF UNDERTAKING SITUATED AT 11/12, SECTOR 'E', SANWER ROAD INDUSTRIAL AREA, INDORE - 452015 MADHYA PRADESH**

Biofil Chemicals and Pharmaceuticals Limited (BCPL) has been a prominent player in the pharmaceutical industry in Madhya Pradesh. Prior to 2017, BCPL was actively engaged in the production of various pharmaceutical products, including tablets, capsules, powders and other allied Pharma products. In a strategic move towards diversification and collaboration, BCPL took a significant step in 2017.

Recognizing the benefits of working with a government entity, BCPL decided to expand its business and in pursuit of expanding its horizons, entered into a tri-party agreement with Cyano Pharma Private Limited (CPPL) and HLL Lifecare Limited (Formerly Hindustan Latex Limited) for unit situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore - 452015. This agreement was designed to establish a collaborative framework, with a primary focus on providing job work facilities to HLL Lifecare Limited. The tri-party agreement marked a pivotal moment in BCPL's journey, showcasing adaptability and a forward-thinking approach. By engaging with both Cyano Pharma Private Limited and HLL Lifecare Limited, BCPL aimed to make a lasting impact in the pharmaceutical sector and contribute meaningfully to the broader healthcare ecosystem. This collaboration laid the foundation for a dynamic partnership, poised to bring about positive transformations in the pharmaceutical industry, ultimately benefiting all stakeholders involved.

From the fiscal year 2017-18 until 2021-2022, BCPL experienced a consistent average income of Rs. 153.24 lacs from its collaboration with HLL Lifecare Limited (HLL). This income played a crucial role in sustaining and enhancing the company's financial performance during these years. However, over the last two years, BCPL faced a notable setback as no income was generated from HLL, leading to a reduction in the company's overall profitability.

Adding to the challenges, a significant regulatory hurdle arose in the form of a show cause notice dated 06th November 2023. The notice, issued by the Controller Food and Drugs Administration, Madhya Pradesh, mandated HLL to halt its manufacturing activities until the submission of required documents and their verification by the inspecting officer.

The order placed a substantial burden on BCPL, necessitating significant renovations to comply with the stringent requirements of the Drug and Cosmetic Act, 1940. This, in turn, mandated a considerable infusion of capital and resources to meet the compliance standards and facilitate the resumption of manufacturing operations. Despite being a zero-debt company up to this point, BCPL faced challenges when attempting to secure a loan for the renovation purpose. The company approached various banks for a loan facility, but as of now, there has been no final decision, leading to uncertainties regarding the financial support needed for the necessary enhancements.

Confronted with the financial implications of the order and the complexities associated with securing a loan, the Board of BCPL demonstrated strategic foresight. Rather than

opting for a traditional route of borrowing funds from banks, which might involve additional interest costs and uncertainties, the Board decided on a more streamlined and forward-looking approach. The strategic decision involved consolidating manufacturing activities and operations into one location.

To implement this strategic shift effectively, the Board has recommended to sell, transfer, or dispose of the entire undertaking located at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore – 452015 subject to approval of the members. The Board has set a minimum consideration amount of Rs. 400 Lacs (Rupees Four Hundred Lacs) for the sale of the entire undertaking. The consideration can be provided either in a lump sum or in tranches. The flexibility of the payment structure allows the Board to tailor the arrangements as per the best interests of the company. This decision reflects the company's commitment to finding a sustainable and cost-effective solution to meet the challenges posed by the order and the financial constraints associated with the renovations. The decision to divest the undertaking serves the dual purpose of optimizing resources and mitigating potential financial risks. By consolidating operations into one location, BCPL aims to streamline its manufacturing activities, enhance operational efficiency, and ensure compliance with regulatory standards while avoiding the need for extensive borrowing.

Recognizing the significance of this decision, the Board has initiated the process of seeking approval from the members of the company. The proposed sale, transfer, or disposal of the undertaking is subject to the approval of the company's members.

The Pithampur unit of Biofil Chemicals and Pharmaceuticals Limited (BCPL) is currently engaged in a diverse range of pharmaceutical activities. These encompass the production, preparation, purchase, sale, export, import, and trading of various pharmaceutical products. Notable among these are Dried Ferrous Sulphate in its crystal, exsiccated, and granular forms, Microcrystalline Cellulose Powder (MCCP), Cellulose Powder (CP), Diclofenac Sodium, Aceclofenac, Mefenamic Acid, Fenbendazole, and other allied products.

To further enhance its product portfolio and meet the evolving demands of the pharmaceutical market, BCPL has outlined plans to introduce new pharmaceutical products. The proposed additions include Dexamethasone IP, Dexamethasone Sodium Phosphate, Betamethasone Sodium Phosphate, 4-Nitro Benzyl Chloride, 3-Nitro Benzyl Chloride, paranitrobenzyl alcohol, and more.

The net sale proceeds from the undertaking at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore – 452015, will be exclusively allocated for strategic purposes. These funds will be utilized for renovating another undertaking situated at Plot No. 8, Sector-3, Kheda Industrial Estate, Pithampur Dist. Dhar (M.P.) and for the purpose of working capital requirement and payment of liabilities.

The overarching goal of these strategic initiatives is to position BCPL for increased turnover and enhanced profitability in the forthcoming fiscal years. By diversifying product offerings, renovating facilities, and optimizing financial resources, BCPL aims to fortify its presence in the pharmaceutical sector and contribute meaningfully to the industry's growth.

The valuation report for plant and machinery and for land and building from Registered Valuers registered with IBBI having Registration No. IBBI/RV/02/2019/12069 and IBBI/RV/02/2019/12386 respectively, were obtained for determination of fair value of undertaking in supports of the sale/transfer/disposal of undertaking.

Section 180(1)(a) of the Companies Act, 2013 ("the Act") read with Regulation 37A of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 requires that the Board of Directors shall not without the consent of the Members obtained by Special Resolution sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

A copy of the Valuation Report by the Registered Valuer is available for inspection by Members at the Registered Office of the Company during office hours on any working day (except Saturdays, Sundays, and public holidays) between 11:00 am to 5:00 pm until the last date specified by the Company for receipt of votes on postal ballot mechanism i.e. Friday, 15<sup>th</sup> March, 2024.

Further this special resolution shall be passed upon only if votes cast by the public shareholders in favor of the resolution exceed the votes cast by such public shareholders against the resolution.

None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly the Board recommends the special resolution as set out in Item No.1 of this Notice for approval of the Members.

By order of the Board of Directors  
FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

SHWETA VERMA  
Company Secretary  
ACS 70184

Date: 06<sup>th</sup> February, 2024

Place: Indore

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN: L24233MP1985PLC002709

Registered Office: 11/12, Sector E Sanwer Road,  
Indore-452015 (M.P.)

Website: [www.biofilgroup.net](http://www.biofilgroup.net)

Email: [bcplcompliance@gmail.com](mailto:bcplcompliance@gmail.com)

Phone: 0731-2723016