



L N JOSHI & CO.

PRACTISING COMPANY SECRETARY

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SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS

[Pursuant to Section 108 and Section 110 of Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administrations) Rules, 2014 as amended from time to time]

To,
The Chairman,
Biofil Chemicals and Pharmaceuticals Limited,
Registered office: 11/12, Sector E,
Sanwer Road, Indore (M.P.)-452015

Subject: Passing of resolution by means of Postal Ballot through e-voting process in terms of Section 108 and 110 of Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, framed there under (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations).

Dear Sir,

I, L. N. Joshi, Practicing Company Secretary, having office at 122, Krishna Business Centre, 11, P U 4, next to Medanta Hospital, Rasoma Square, Indore (M.P.) 452010, have been duly appointed as the Scrutinizer on 6th February, 2024 in the meeting of the Board of Directors of **Biofil Chemicals and Pharmaceuticals Limited** (hereinafter referred to as "**the Company**") for the purpose of scrutinizing remote e-voting process ("e-voting") in a fair and transparent manner in connection with Postal Ballot conducted pursuant to Section 108 and 110 of Companies Act, 2013 ("Act") read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended read with MCA General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 08th December, 2021, 03/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 in respect of "clarification on passing of Ordinary and Special Resolutions by Companies under the Companies Act, 2013 and the Rules made there under (collectively called as "MCA Circulars") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and other applicable provisions of the Act, Rules, Circulars and Notifications issued there under (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time).



The management of the Company is responsible to ensure the compliance of the requirements of the Act, Rules and Circulars issued by Ministry of Corporate Affairs and SEBI relating to e-voting on the resolution contained in the Notice of Postal Ballot dated 6th February, 2024. My responsibility as a Scrutinizer for the voting process through Postal Ballot by remote e-voting is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" the resolution proposed in the Notice of Postal Ballot, based on the reports generated from the e-voting system provided by Central Depositories Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility.

I do hereby submit my Report as under:

- (i) The Company had appointed Central Depositories Services (India) Limited (CDSL) as the service provider, for the purpose of extending the facility of e-voting to the Members of the Company and for voting electronically.
- (ii) Ankit Consultancy Private Limited is the Registrar and Transfer Agent ("RTA") of the Company.
- (iii) The Company on 12th February, 2024 sent the Notice of Postal Ballot dated 6th February, 2024 along with explanatory statement and guidance for voting electronically by the members, by e-mail through Central Depositories Services (India) Limited (CDSL). The e-mails were sent to members whose names appeared on the Register of Members/list of beneficial owners provided by the Depositories as on 9th February, 2024 and whose e-mail ids were registered with the Company/Depository participants. Members were given the option to vote electronically on the e-voting platform provided by CDSL.
- (iv) CDSL had provided a system for recording the votes of the members electronically through e-voting on the special business sought to be transacted and mentioned in Notice of Postal Ballot.
- (v) The voting rights were reckoned on 9th February, 2024, being the cut-off date for the purpose of deciding the entitlements of members to vote on the resolution as contained in Notice of Postal Ballot.
- (vi) E-voting platform remained open from Thursday, 15th February, 2024 at 09:00 A.M. (IST) up to Friday, 15th March, 2024 at 05:00 P.M. (IST) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by CDSL.
- (vii) The Company had given Public Advertisement, with respect to dispatch of Postal Ballot, which was published on 13th February, 2024 in English newspaper "Free Press Journal Indore and Mumbai" and in Hindi language in "Choutha Sansar Indore" on the same date. In this Public Advertisement, members were informed about the availability of the notice of Postal Ballot on the website of the Company, CDSL and the Stock Exchanges and the facility to write to the Company/RTA to get a copy through e-mail.
- (viii) At the end of the voting period on Friday, 15th March, 2024 at 05:00 P.M. IST, the voting portal of service provider was blocked.



- (ix) CDSL provided me the names, DP ID/folio numbers and shareholding of members who had cast their votes through e-voting.
- (x) On 15th March, 2024, after tabulating the votes cast electronically by the system provided by CDSL, the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Yaashi Jain and Mr. Shivam Patwa who acted as the witnesses, as prescribed in Sub Rule 4(xii) of Rule 20 of Companies (Management and Administration) Rules, 2014. After the voting by electronic means the votes cast through e-voting process was tabulated for the purpose of considering the total votes cast by the shareholders.
- (xi) Particulars of all the votes cast electronically have been entered in a register separately maintained for the purpose.
- (xii) All votes cast through e-voting up to 5:00 P.M. (IST) on 15th March, 2024 the last date and time fixed by the Company for e-voting, were considered for our scrutiny.
- (xiii) Postal Ballot Notice was sent through e-mail to 24600 Members whose email address was registered with Company/ RTA/Depositories and as made available with the RTA. The total number of Members as on the 'Cut-off date' was 27504. The email was sent to 24600 Members constituting 89.44 % of the total number of Members of the Company. In respect of 2904 Members, whose email addresses were not available. Further, as confirmed by the Company, 633 emails were bounced.
- (xiv) Since the voting on Postal Ballot process was conducted through remote e-voting, reporting on finding of defaced or mutilated ballot paper does not arise.

I now submit my Scrutinizer's Report on the results of the voting by Postal Ballot through remote e-voting mode in respect of the special resolution, as under:

RESOLUTION 1: SPECIAL RESOLUTION

DISPOSAL OF UNDERTAKING SITUATED AT 11/12, SECTOR 'E', SANWER ROAD INDUSTRIAL AREA, INDORE - 452015 MADHYA PRADESH:

A] INCLUDING PROMOTER AND NON PROMOTER SHAREHOLDERS

Manner of Voting	Votes in favour of the resolution			Votes against the resolution			Total valid votes	Invalid votes	
	No. of Members Voted	No. of Valid Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Valid Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4 = (3/8)*100	5	6	7 = (6/8)*100	8=(3+6)	9	10
E-voting	83	8351087	99.97	05	2316	0.03	8353403	0.00	0.00
Total	83	8351087	99.97	05	2316	0.03	8353403	0.00	0.00

B] ONLY PUBLIC SHAREHOLDERS (EXCLUDING PROMOTER HOLDING)



Manner of Voting	Votes in favour of the resolution			Votes against the resolution			Total valid votes	Invalid votes	
	No. of Members Voted	No. of Valid Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Valid Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4 = (3/8)*100	5	6	7 = (6/8)*100	8=(3+6)	9	10
E-voting	70	1425482	99.84	05	2316	0.16	1427798	0.00	0.00
Total	70	1425482	99.84	05	2316	0.16	1427798	0.00	0.00

Note: This resolution is passed as a Special Resolution as votes cast by public shareholders (other than promoters) in favour of the resolution, exceeds the votes cast by public shareholders against the resolution.

Based on the above information, you may accordingly announce the result of the voting by Postal Ballot as having been passed with requisite majority which shall be deemed to have been passed on 15th March, 2024 by way of special resolution.

I hereby confirm that I am maintaining the soft copy of the Registers received from the Service Provider in respect of the Postal Ballot process through remote e-voting and all other connected records will remain in my safe custody until the Chairman considers, approves and signs the Minutes and the same shall be handed over thereafter to the Chairman and the Company Secretary of the Company for safe keeping.

The Company is hereby instructed to put up the results along with this report on its website and also that of the service provider and inform to the stock exchanges accordingly.

Thanking you,
Yours faithfully,



Scrutinizer

Name: L. N. Joshi

Practicing Company Secretary

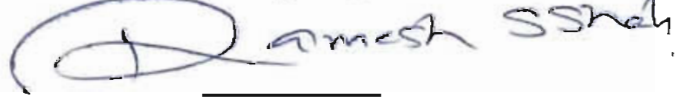
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UDIN: F005201E003567694

Unique Code Number: S2002MP836100



to be countersigned by the Chairman

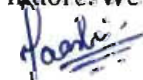


Ramesh Shah

Date: 16th March, 2024

Place: Indore

We the undersigned, have witnessed that the votes cast in respect of resolution mentioned in the Notice of Postal Ballot dated February 06, 2024 of Biofil Chemicals and Pharmaceuticals Limited [the Company] through e-voting were unblocked by Mr. L.N. Joshi, Scrutinizer from CDSL's e-voting website in our presence on March 15, 2024, at around 05:22 P.M. (IST) at 122 Krishna Business Centre, near Medanta Hospital Road Indore. We are not in employment of the Company.



Ms. Yaashi Jain



Mr. Shivam Patwa