

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

01st October 2022

To, The Secretary The BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	To, The Secretary Corporate Compliance Department, The National Stock Exchange of India Limited Bandra Kurla Complex Mumbai (M.H.)
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Sub: - Pursuant to Regulation 44(3) of SEBI (LODR) Regulation, 2015 submission of Voting Results along with Combined Scrutinizer's Report on Remote E-voting and e-voting facility during the 37th Annual General Meeting of the Company held on 30th September, 2022.

Ref: BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED (BSE Scrip Code: 524396; NSE Symbol: BIOFILCHEM ISIN: INE829A01014)

Dear Sir,

The 37th Annual General Meeting (AGM) of the Company was held on Friday, 30th September 2022 at 2.00 P.M. through Video Conference (VC)/Other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, the Government of India and the Securities and Exchange Board of India.

In this regard, we are enclosing the following:-

- The voting results of the businesses transacted at the AGM in the prescribed format pursuant to Regulation 44(3) of the SEBI Listing Regulations – **Annexure A**
- The Combined Scrutinizer's report of the Scrutinizer on remote e-voting prior and during the AGM issued by CS L N Joshi, Scrutinizer. – **Annexure-B**

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

The above is also being uploaded on the Company's website at www.biofilgroup.net and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

You are request to take the same on your records.

Thanking You,

Yours Faithfully,

FOR, BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

RAMESH SHAH
CHAIRMAN OF 37TH ANNUAL GENERAL MEETING
CHAIRMAN & MD
DIN: 00028819

Encl: a/a

General information about company	
Scrip code	524396
NSE Symbol	BIOFILCHEM
MSEI Symbol	NOTLISTED
ISIN	INE829A01014
Name of the company	BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2022
Start time of the meeting	02:01 PM
End time of the meeting	02:12 PM

Scrutinizer Details	
Name of the Scrutinizer	L.N. JOSHI
Firms Name	L.N. JOSHI & COMPANY
Qualification	CS
Membership Number	5201
Date of Board Meeting in which appointed	09-08-2022
Date of Issuance of Report to the company	30-09-2022

Voting results	
Record date	23-09-2022
Total number of shareholders on record date	28814
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	14
b) Public	29
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	Textual Information(1)

Text Block	
Textual Information(1)	Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM

Resolution(1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Financial Statement of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2022.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7618760	7618760	100	7618760	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7618760	7618760	100	7618760	0	100
Public- Institutions	E-Voting	13300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13300	0	0	0	0	0
Public- Non Institutions	E-Voting	8641740	1557543	18.0235	1557395	148	99.9905	0.0095
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8641740	1557543	18.0235	1557395	148	99.9905
Total		16273800	9176303	56.387	9176155	148	99.9984	0.0016
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Romil Shah (DIN: 00326110) Non executive Non Independent Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.				
Category	Mode of voting	No. of shares	No. of votes	% of Votes polled on outstanding	No. of votes – in	No. of votes –	% of votes in favour on votes	% of Votes against on votes

		held	polled	shares	favour	against	polled	polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7618760	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7618760	0	0	0	0	0
Public-Institutions	E-Voting	13300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13300	0	0	0	0	0
Public-Non Institutions	E-Voting	8641740	1557443	18.0223	1557294	149	99.9904	0.0096
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8641740	1557443	18.0223	1557294	149	99.9904
Total		16273800	1557443	9.5702	1557294	149	99.9904	0.0096
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			RE-APPOINTMENT OF M/SMAHESHWARI & GUPTA, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7618760	7618760	100	7618760	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	7618760	7618760	100	7618760	0	100	0
Public- Institutions	E-Voting	13300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13300	0	0	0	0	0	0
Public- Non Institutions	E-Voting	8641740	1557443	18.0223	1557234	209	99.9866	0.0134
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8641740	1557443	18.0223	1557234	209	99.9866	0.0134
Total		16273800	9176203	56.3864	9175994	209	99.9977	0.0023
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH CYANO PHARMA PRIVATE LIMITED.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7618760	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total	7618760	0	0	0	0	0	0
Public- Institutions	E-Voting	13300	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total	13300	0	0	0	0	0	0
	E-Voting		1557543	18.0235	1557394	149	99.9904	0.0096

Public- Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	8641740	0	0	0	0	0	0
	Total	8641740	1557543	18.0235	1557394	149	99.9904	0.0096
Total		16273800	1557543	9.5709	1557394	149	99.9904	0.0096
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



L N JOSHI & CO.

PRACTISING COMPANY SECRETARY

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

L N Joshi

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

Cell

+91 94250 60308

E-mail

lnjoshics@gmail.com

Combined Scrutinizer's Report

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

To,
The Chairman,
**37th Annual General Meeting of
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED,**
Registered office: 11/12, Sector E,
Sanwer Road, Industrial Area,
Indore, (M.P.)-452015

SUB: Combined Scrutinizer's Report on Remote E-Voting and E-voting facility during the AGM (Insta Poll) to the members attending through Video Conferencing/Other Audio Visual Means (VC/OAVM) in respect of the 37th Annual General Meeting of Biofil Chemicals and Pharmaceuticals Limited held on Friday, 30th September, 2022 at 2.00 P.M. (IST).

Dear Sir,

I, L. N. Joshi, Practising Company Secretary, 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 9th August, 2022 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 and e-voting at the 37th Annual General Meeting ("AGM"), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India pursuant to Section 118(10) of Companies Act, 2013, read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular no. 02/2021 dated 13th January, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021 and subsequent General Circulars No.02/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (Collectively referred to as 'MCA Circulars') and in accordance with the circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 and read with subsequent Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board

Report of Scrutinizer on Remote E-Voting and E-Voting at the 37th AGM of Biofil Chemicals & Pharmaceuticals Limited



of India (Collectively referred to as 'SEBI Circulars') on the proposed resolutions contained in notice of 37th Annual General Meeting of the members of the Company dated 9th August, 2022 (the "notice").

The Management of the Company is responsible to ensure the compliance of the requirements of the Act, Rules and circulars issued by Ministry of Corporate Affairs and SEBI relating to remote e-voting and e-voting during the 37th AGM on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the 37th AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting system provided by Central Depositories Services (India) Limited (CDSL), the agency authorized under the Rules and engaged by the Company, to provide platform for voting through remote e-voting and e-voting during the 37th AGM and platform for VC/OAVM facility for participation in the 37th AGM.

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

I do hereby submit my report as under:-

- (i) The Company had appointed Central Depositories Services (India) Limited (CDSL) as the **service provider**, for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the meeting.
- (ii) Ankit Consultancy Private Limited is the Registrar and Transfer Agent ("**RTA**") of the Company.
- (iii) CDSL had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted in the 37th AGM of the Company, which was held on Friday, 30th September, 2022.
- (iv) The voting rights were reckoned on Friday, 23rd September, 2022, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting during the 37th Annual General Meeting.
- (v) Remote E-Voting platform remained open from Tuesday, 27th September, 2022 (9.00 A.M.) up to Thursday, 29th September, 2022 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform provided by CDSL.
- (vi) As prescribed in clause 3(A)(IV) of the Circular dated 5th May, 2020 read with Circular dated 13th January, 2021 and 05th May, 2022 issued by MCA, which is forming part of the MCA & SEBI CIRCULARS, the Company had released an advertisement prior to sending Notice of AGM to the Members which was published in English language in "Free Press Journal" Indore & Mumbai (English language) and in "Choutha Sansar" Indore (Hindi language) both on **2nd September, 2022**.



(vii) As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement after completion of dispatch of Notice along with Annual Report to Members, which was published in "Free Press Journal" Indore & Mumbai (English language) and in "Choutha Sansar" Indore (Hindi language) both on **6th September, 2022**.

(viii) At the end of the voting period on **29th September, 2022 at 5.00 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 remote e-voting.

(x) At the 37th AGM after considering all the items, the facility to vote electronically through insta poll was provided to facilitate those members who are attending the meeting through VC/OAVM but did not participate in the Remote E-voting to cast their votes. On 30th September, 2022, after tabulating the votes cast electronically by the system provided by CDSL, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Kajal Jain and Ms. Prabhjyot Kaur who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the Rule 20 of the Companies (Management and Administration) Rules, 2014. After the voting by electronic means the votes cast through remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

I submit my Combined Scrutinizer's Report on the results of voting through remote e-voting and e-voting during the 37th AGM as under:

Item No. 01 - Ordinary Resolution

To consider and adopt the Audited Financial Statement of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2022.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	72	9176155	99.998%	1	148	0.002%	9176303	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
Total	72	9176155	99.998%	1	148	0.002%	9176303	0	0



Item No. 2- Ordinary Resolution

To appoint a Director in place of Mr. Romil Shah (DIN: 00326110) Non executive Non Independent Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	55	1557294	99.991%	2	149	0.009%	1557443	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
Total	55	1557294	99.991%	2	149	0.009%	1557443	0	0

Item No. 3- Ordinary Resolution

Re-Appointment of M/s Maheshwari & Gupta, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	69	9175994	99.998%	3	209	0.002%	9176203	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
Total	69	9175994	99.998%	3	209	0.002%	9176203	0	0

Item No. 4- Ordinary Resolution

Approval of material related party transaction(s) with Cyano Pharma Private Limited.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	56	1557394	99.991%	2	149	0.009%	1557543	0	0



E-voting during the AGM	0	0	0	0	0	0	0	0	0
Total	56	1557394	99.991%	2	149	0.009%	1557543	0	0

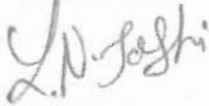
Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.

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

All relevant record of electronic voting prior and during the 37th AGM will remain in my safe custody until the Chairman of the meeting considers, approves and signs the Minutes of 37th Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the Company Secretary of the company for safe keeping.

The Company is hereby instructed to put up the results along with this report on its website and also that of the service provider and inform to the stock exchange accordingly not later than 48 hours of conclusion of 37th Annual General Meeting.


Thanking you,
Yours Faithfully,



Scrutinizer
Name: L.N. Joshi
Practicing Company Secretary
FCS: 5201; CP: 4216



To be Countersigned by the Chairman

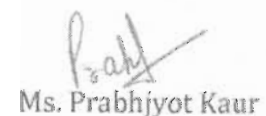


Ramesh Shah

Date: 30th September, 2022
Place: Indore
UDIN: F005201D001061071

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


Ms. Kajal Jain


Ms. Prabhjyot Kaur