

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN: L24233MP1985PLC002709

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

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TRANSCRIPT OF 39TH ANNUAL GENERAL MEETING

Anisha Mangal, Company Secretary & Compliance Officer

OK.

You can start in 54321.

A Very Good afternoon to all respected Directors, our esteemed Shareholders, Statutory Auditors, Secretarial Auditor & Scrutinizer and Special Invitees of the Company. I, Anisha Mangal, Company Secretary and Compliance Officer of the Company welcome you all, on behalf of Biofil Chemicals and Pharmaceuticals Limited in your 39th Annual General Meeting which is being held today through video conferencing or Other Audio Visual Means (OAVM) in accordance with the circular issued by Ministry of Corporate Affairs, applicable provisions of the Companies Act, 2013 and SEBI listing regulations. It's my immense pleasure to extend a cheerful welcome to you all and I hope all of you are safe and in good health.

TIME IS 3.0'CLOCK AND REQUISITE QUORUM BEING PRESENT AND WITH THE PERMISSION OF THE CHAIR I WOULD LIKE TO INTRODUCE.

Mr. Ramesh Shah, Chairman and managing Director of the Company is attending the meeting from Indore.

Mr. Romil Shah, Non-Executive Director is attending the meeting from Indore.

Mr. Ketan Shah, Whole Time Director is attending the meeting from Suhagpur, Madhya Pradesh.

Mr. Ashok Kumar Ramawat, independent Director is attending the meeting from Indore.

Mr. Satish Beohar, independent Director is attending the meeting from Mumbai.

Mrs. Gayatri Padiyar, Additional independent Director and Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee is attending the meeting from Indore.

Mr. Pavan Singh Rajput, Chief Financial Officer is attending the meeting from Indore.

Further, Mr. Sunil Maheshwari, Statutory Auditors is attending the meeting from Indore.

And Mr. L. N. Joshi, the secretarial auditor and Scrutinizer of e-voting process are also attending the meeting from Indore.

With the permission of chairman, I would like to brief you on certain points regarding the participation in this meeting. The shareholders have been provided with the facility to join the meeting through video conferencing on first come first serve basis. Your company has tied up with Central Depository Services (India) Limited to avail the facility of e-voting and for participating in this AGM through video conferencing. Members who have not yet cast their votes through remote e-voting and who are now participating in this meeting will have an opportunity to cast their votes during the meeting through e-voting system provided by Central Depository Services (India) Limited. All the members joining this meeting are placed by default in mute mode to avoid any background noise disturbance and to ensure smooth and seamless conduct of the meeting.

With the permission of the Chairman I take the Notice convening the meeting, Board Report and Corporate Governance Report for the year ended on 31st March 2024 as read.

I further would like to add that we have received Unqualified Report from Statutory Auditors for the year ended on 31st March 2024. Further few observations were Reported by Secretarial Auditor, for which Board has already provided explanation in their Report.

I now request our Chairman Mr. Ramesh Shah to take over the proceeding of the meeting.

Sir,

Ramesh Shah, Managing director & Chairman of the Company

Thank You Ms. Anisha

A very Good afternoon to all our Shareholders, my colleagues on the Board, respected auditors and scrutinizer, I Ramesh Shah, Managing Director and Chairman welcome you all to the 39th Annual General Meeting of the Company. I am grateful to you for taking the time out to attend this meeting. I would also like to thank you for the trust you've reposed in the company over the years. This facility of conducting AGM, through Video Conferencing allows seamless participation by the shareholders as well as provides platform for the wider selection of shareholders to join the meeting from comfort of their own locations.

Dear shareholders, now, as you are well aware that Your Company is major manufacturer and Traders of Ferrous Sulphate in its Crystal, Exsiccated & Granular form Microcrystalline Cellulose Powder (MCCP) Cellulose Powder (CP).

Last year we installed new Machineries and Equipment and so Company got clearance from State Environment Impact Assessment Authority (SEIAA) , Madhya Pradesh for manufacturing of :-

1. Steriod and Harmones upto 90 tons
2. API/ Intermediates upto 1800 tons

Since last year we have also started manufacturing of Dexamethasone and Betamethasone etc.,

During the financial year, your company has achieved total turnover of around **4000.00** Lakh and earned net profit of around **70.00** Lakhs.

During the financial year, The company has set off all the carried forward losses and has Entered into the complete profit zone, which enables the company to improve the CBIL SCORE by lending institutions across India which provides loan providers to evaluate and approve loan applications. This will increase our ability of inducing more finance for production.

Also we have tie up with M/s Acute Research Private Limited., Ahmedabad to manufacture API top manufacture API Fercrylum used as Hemostate Agent which is helpful to control bleeding from wound and it is antiseptic also.

Also we have tie up with M/s J.K. Lifecare centers (private) limited., Ujjain to manufacture the API and intermediates - DFTA for manufacture of Tinidizale & Difluorophenyl for manufacture of Fluconazole.

We hope this year we shall be Able to Generate more revenues.

To sum up I would like to say that

Because we may receive help from lending Institutions in couple of years and our Company shall be on growth path.

I look forward to the continuing support of our shareholders, who have reposed their faith in the Board and in the management. The confidence of you, the shareholders, has been a considerable source of strength for us.

Once again, On behalf of the Board of Directors, I sincerely thank the shareholders, customers and all stakeholders for their continuing support in the Company's future endeavours. I would like to place on record the sincerity, hard work, commitment and dedication of our employees.

As the Notice of 39th Annual General Meeting is already circulated to all the members, now I request Ms. Anisha to further read the agenda Items and continue with the proceedings of the meeting.

Anisha Mangal, Company Secretary & Compliance Officer

Thank you, Chairman Sir. We now take up the agenda items set forth in the notice namely:

ITEM NO. 1 of the notice –

To consider and adopt the Audited Financial Statements of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2024.

ITEM NO. 2. of the notice –

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

ITEM NO. 3. of the notice-

Approval of material related party transaction(s) with cyanopharma private limited.

ITEM NO 4. of the notice-

Approval for Loan, Guarantee or Investments in excess of the prescribed limits under Section 186 of the Companies Act, 2013.

ITEM NO 5.of the notice-

Disposal of Undertaking situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore – 452015 Madhya Pradesh to CyanoPharma Private Limited (Related party).

The text of the resolutions along with explanatory statements is provided in the notice circulated to the Members. The Members who have registered as speakers and desire to ask any questions pertaining to any items of the notice he or she may do so now. Members are requested to keep their questions brief and specific.

The Company has provided Remote E-voting facility to the Shareholders to cast their votes electronically in respect of all businesses mentioned in the Notice of the AGM dated 13th August, 2024. For this purpose, the company has tied up with the e-voting system of Central Depository Services (India) Limited for facilitating voting through electronic means as the authorized agency. Remote E-voting facility was open for a period of three days from September 27th, 2024 till September 29th, 2024.

We have also provided e-voting facility during the AGM to the Shareholders. Please note that Members attending the AGM and who have not cast their votes earlier by Remote E-voting will only be able to vote at the AGM through e-voting during the meeting.

As the meeting is convened through VC today, resolutions have already been put to vote through remote e-voting and the requirement to propose and second are not applicable.

The e-voting facility is open now and it shall remain open for 15 minutes after the conclusion of the meeting. I request all our shareholders who are present at this meeting and who have not casted their votes earlier through Remote E-voting, to cast their votes now.

Mr. L.N. Joshi, Practicing Company Secretary (PCS) has been appointed as the Scrutinizer of the Company for scrutinizing the Remote e-voting as well as e-voting during this meeting.

Also, the Register of Directors & Key Managerial Personnel and their Shareholding and Register of contracts or arrangements in which directors are interested are available for inspection. This will remain accessible to the members electronically if they so desire.

I would also like to have your kind attention that: Results of Remote e-voting and e-voting at this AGM would be available within 48 hours from the conclusion of the AGM. And it will be declared as soon as results are obtained from the Scrutinizer.

Now with the permission of the chair, I conclude this meeting and I would like to present a vote of thanks and to express my gratitude to all the

members for their co-operation and sparing their valuable time to be with us today and for your continued faith in the Company.

Thank you all.