

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: 24th May, 2023

To, The Secretary (DCS/Compliance) , Corporate Relationship Department, BSE Limited (DCS/Compliance) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	To, The Secretary (Listing/Compliance) , National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Mumbai - 400051
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SUBJECT: SUBMISSION OF ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH 2023.

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

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (LODR) Regulations read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019; please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2023 issued by L N Joshi and Co., Practicing Company Secretaries.

Since, the XBRL mode of submission is under development hence, provisionally the Annual Secretarial Compliance Report to be submitted in PDF format.

You are requested to please take on record the above said document for your reference & further needful.

Thanking you,

Yours Faithfully,

FOR, BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

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

Encl: a/a



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

L N Joshi

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

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lnjoshics@gmail.com

To,
The Board of Directors,
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
CIN: L24233MP1985PLC002709
Registered Office:
11/12, Sector E, Sanwer Road, Indore (M.P.) 452015

Sub: Annual Secretarial Compliance Report for the Financial Year 2022-23 under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

I have been engaged by **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** (hereinafter referred to as the 'Company') [CIN: L24233MP1985PLC002709] whose equity shares are listed on BSE Limited and National Stock Exchange of India Limited, to conduct an audit in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

Please find enclosed the Annual Secretarial Compliance Report duly signed by me for your doing further needful.

Kindly acknowledge the same

Place: Indore
Date: 19th May, 2023

For L.N. Joshi & Company
Company Secretaries

L.N. Joshi

Proprietor
FCS: 5201, C P No: 4216





L N JOSHI & CO.

PRACTISING COMPANY SECRETARY

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ANNUAL SECRETARIAL COMPLIANCE REPORT OF BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, L.N. Joshi, proprietor of L N Joshi and Co., Company Secretaries have examined:

- all the relevant documents and records made available to me and explanation provided by **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED ("the listed entity")**,
- the filings/ submissions made by the listed entity to the stock exchange(s),
- website of the listed entity, i.e. www.biofilgroup.net
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2023 ("**Review period**") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not Applicable as there was no reportable event during the financial year under review]**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **[Not Applicable as there was no reportable event during the financial year under review];**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not Applicable as there was no reportable event during the financial year under review];**

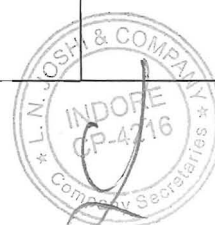


- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Not Applicable as there was no reportable event during the financial year under review]**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
01	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), namely Secretarial Standard 1 and Secretarial Standard 2.	Yes	None
02	Adoption and timely up-dation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	None
03	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- 	Yes	None



09	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there-under.	Yes	Except details of non compliance by listed entity is disclosed under separate paragraph herein below (**)
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Except Details of non compliance by listed entity is disclosed under separate paragraph herein below (**)
11	Actions taken by SEBI or Stock Exchanges, if any: No Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under.	NA	No actions taken during the review period.
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	No	The Company does not have Special contingency insurance policy from insurance company to meet out the risk arising out of issuance of duplicate securities as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated May 25, 2022

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	During the period under review there was no incidence of resignation by the statutory



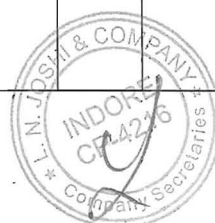
	<p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		auditors of the Company.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>During the period under review there was no incidence of resignation by the statutory auditors of the Company.</p>
	<p>ii. Disclaimer in case of non-receipt of information:</p>	NA	During the period under review there was no incidence



	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		of resignation by the statutory auditors of the Company.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	During the period under review there was no incidence of resignation by the statutory auditors of the Company.

a) (**)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
01	The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider financial results.	Regulation 30 read with Part A of Para A of Schedule III of SEBI (LODR) Regulations, 2015,	Outcome of meeting of Board of Directors held for the purpose of Audited financial results for quarter and year ended 31 st March 2022 was not filed on NSE within 30 minutes of conclusion of Board Meeting.	As informed by management no action has been taken by any authority for such non-Compliance.	-	-	-	Audited financial results for quarter and year ended 31 st March, 2022 were filed with NSE with delay of 5 minutes as results were required to submit within 30 minutes.	Due to the non-functionality of NSE Neaps portal Outcome of Board meeting filed with a delay of approximately 5 Minutes.	-
02	Listed company shall provide the information including PAN number of Promoter(s) including member(s) of the promoter group, designated person(s) and director(s) (hereinafter collectively referred to as entities) as per PIT Regulations to the designated depository (selected in terms of SEBI circular ref. no. SEBI/HO/CFD/DC R1/CIR/P/2018/85 dated May 28, 2018) in the Format and manner prescribed by the Depositories.	SEBI/HO/ISD/ISD/CIR/P/2020/168 dated 09.09.2020	Delay in providing information to designated depository as per SEBI Circular dated 09th September, 2020 on System Driven Disclosures (SDD).	As informed by management no action has been taken by any authority for such non-Compliance.	-	-	-	During the period under review details of designated persons for change in CFO were not updated with designated depository in prescribed time limit as there were delay of 175 and 38 days for resignation and appointment of CFO.	Inadvertently details of CFO(s) were not updated with designated depository through system driven disclosure mechanism in time, however same has been updated with delay of 175 and 38 days.	-



03	The listed company shall take special contingency insurance policy from the insurance company towards the risk arising out of the requirements relating to issuance of duplicate securities in order to safeguard and protect the interest of the listed company.	Para 5 of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 May 25, 2022	The Company has not taken any contingency insurance policy to meet out the risk arising out of issuance of duplicate securities	As informed by management no action has been taken by any authority for such non-Compliance.	-	-	-	The Company is required to obtain the contingency insurance policy but the same was not obtained by the Company.	The Company is in process to obtain referred policy but till date no insurance company is agreed to provide the same.	-
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b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
01	Listed company shall provide the information including PAN number of Promoter(s) including member(s) of the promoter group, designated person(s) and director(s) (hereinafter collectively referred to as entities) as per PIT Regulations to the designated depository (selected in terms of SEBI circular ref. no. SEBI/HO/CFD/DCR 1/CIR/P/2018/85 dated May 28, 2018) in the Format and manner prescribed by the Depositories.	SEBI/HO/ISD/ISD/CIR/P/2020/168 dated 09.09.2020	Delay in providing information to designated depository as per SEBI Circular dated 09th September, 2020 on System Driven Disclosures (SDD).	As informed by management no action has been taken by any authority for such non Compliance.	-	-	-	Details of designated person not updated with designated depository in prescribed time limit. However same has been updated after 50 days	Due to technical issue data of one of the independent director could not be updated with designated depository through system driven disclosure mechanism, however the same has been updated with delay of 50 days.	For the year ended 31st March, 2022

Note: The observations made in the Annual Secretarial Compliance Report for the financial year ended 31st March, 2021 were already mentioned in the previous year's report (i.e. report for the financial year ended 31st March, 2022) and no action was required to be taken in current year.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Indore

Date: 19th May, 2023

**For L.N. Joshi & Company
Company Secretaries**


L.N. Joshi


Proprietor

FCS: 5201, C P No: 4216

PR Certificate No. 1722/2022

UDIN: F005201E000340624

Unique Code Number: S2002MP836100