

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, 2024

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 Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Mumbai – 400051
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SUBJECT: SUBMISSION OF ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024.

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 read with BSE Notice No. 20230316-14 dated 16th March, 2023 and Notice No. 20230410-41 dated 10th April, 2023 and NSE Circular Ref No: NSE/CML/ 2023/21 dated 16th March, 2023 and Circular Ref No: NSE/CML/ 2023/30 dated 10th April, 2023, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the Financial year ended 31st March, 2024 issued by L N Joshi and Co., Practicing Company Secretaries.

The Annual Secretarial Compliance Report shall also be filed in the XBRL mode within the stipulated time period.

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: Annual Secretarial Compliance Report for the financial year ended 31st March, 2024.



L N JOSHI & CO.

PRACTISING COMPANY SECRETARIES

122, Krishna Business Centre, 11, PU- 4
Next to Medanta Hospital, Rasoma Square
Indore -452010 (M.P.)

L.N. Joshi

M.Com, LLB (Hons), FCS
Insolvency Professional

Ph.-(0731) 4266708

Cell +91 94250 60308

E-mail-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 2023-24 under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

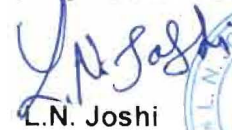
I have been engaged by **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** (hereinafter referred to as the 'Company') [CIN: L24233MP1985PLC002709] whose equity shares are listed on BSE Limited and National Stock Exchange of India Limited, to conduct an audit in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time 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: 22nd May, 2024

For L.N. Joshi & Company
Company Secretaries


L.N. Joshi

Proprietor

FCS: 5201, C P No: 4216

PR Certificate No. 1722/2022

Unique Code Number: S2002MP836100





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**ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

[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 BSE Limited and National Stock Exchange of India Limited.
- 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, 2024 (“**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;



- d) 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];**
- e) 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 the circulars/ guidelines issued there under; and based on the above examination, I hereby report that, during the review period:

- 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 maintain a functional website containing the basic information about the listed entity and shall update any change in the content of its website within two working days from the date of such change in content.	Regulation 46 of SEBI (LODR) Regulations, 2015	Company has not complied with the requirements of Regulation 46 (1) of the Listing Regulations for not having a functional website i.e. www.biofilgroup.net . Further Company has not updated the content of the website within two working days from the date of the change in content.	No action has been taken by any authority for such non-compliance. However Advisory letter from NSE for non-compliance with requirements of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is received to the Company dated 12 th October, 2023	Advisory Notice from NSE to take abundant precautions in future regarding compliance with requirements of Regulation 46 under Listing Regulations.	-	-	During the year under review, an Advisory letter has been received by company from NSE for non-compliance with requirements of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for not having a functional website i.e. www.biofilgroup.net . Further Company has not updated the content of the website within two working days from the date of the change in content	During the year, technical glitches and system failures caused the website to malfunction at some time. The Company has addressed the issues raised by the exchange and made the necessary changes to ensure the website operates more efficiently. Additionally, upon receiving an advisory letter from the NSE, we promptly updated the website's contents	-



b) The listed entity has taken the following actions to comply with the observations made in previous reports:

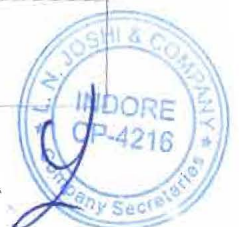
Sr. No	Observations/Remarks of the Practicing Company Secretary in the previous reports(PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity.	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	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.	31.03.2023	Regulation 30 read with Part A of Para A of Schedule III of SEBI (LODR) Regulations, 2015,	No fine/penalty imposed/ action taken, by any authority for such non compliance.	Noted and ensure to comply in a timely manner in the future	None
2	Details of designated person for change in CFO were not updated with designated depository in prescribed time limit. However same has been updated with delay of 175 and 38 days for resignation and appointment of CFO.	31.03.2023	SEBI/HO/ISD/ISD/CIR/P/2020/168 dated 09.09.2020	No fine/penalty imposed/ action taken, by any authority for such non compliance.	Noted and ensure to comply in a timely manner in the future	None
3	The Company is required to obtain the contingency insurance policy and the same has been obtained by Company during the review period.	31.03.2023	Para 5 of SEBI Circular No. SEBI/HO/MIRSD /MIRSD_RTAMB /P/CIR/2022/70 May 25, 2022	No fine/penalty imposed/ action taken, by any authority for such non compliance.	The Company has successfully obtained the contingency insurance policy towards the risk arising out of the requirements relating to issuance of duplicate securities of the company having validity since from 15.01.2024 to 14.01.2025	Complied

I. I hereby report that , during the review period the compliance status of the listed entity with the following requirements:

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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
02	Adoption and timely updation of the Policies: • All applicable policies under	Yes	



	<p>SEBI Regulations are adopted with the approval of board of directors of the listed entity</p> <ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 		
03	<p>Maintenance and disclosures on Website:</p> <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-directs to the relevant document(s)/ section of the website 	<p>Yes</p> <p>No</p> <p>Yes</p>	<p>However during the year some time web site of the company was not functioning .Details of such non compliance by listed entity is disclosed under separate paragraph herein above refereed table</p>
04	<p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by listed entity</p>	<p>Yes</p>	
05	<p>To examine details related to Subsidiaries of listed entity:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirement with respect to disclosure of material as well as other subsidiaries</p>	<p>NA</p>	<p>Company does not have any Subsidiary Company during the year under review</p>
06	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>Yes</p>	
07	<p>Performance Evaluation:</p> <p>The listed entity has conducted</p>	<p>Yes</p>	



	performance evaluation of the Board, Independent Directors and the Committees at the start of every Financial Year as prescribed in SEBI Regulations		
08	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; (b) in case no prior approval obtained, the Listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes NA	Please refer point no. 8(a)
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	
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	
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 were taken by SEBI or by the Stock Exchanges during the Review Period including under the Standard Operating Procedures issued by SEBI through various circulars.
12	Resignation of Statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor form the listed entity or any of its material	NA	There has been no resignation by the Statutory Auditor of the Company during the review period.



	subsidiaries during the Financial Year, the listed entity and / or its material subsidiaries have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Listed entities		
13	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	NA	No additional non-compliance has been observed during the Review Period.

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

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: 22nd May, 2024

For L.N. Joshi & Company
Company Secretaries



L.N. Joshi
Proprietor



FCS: 5201, C P No: 4216
PR Certificate No. 1722/2022
UDIN: F005201F000418185
Unique Code Number: S2002MP836100