



L N JOSHI & CO.
PRACTISING COMPANY SECRETARY

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**SECRETARIAL COMPLIANCE REPORT
OF
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2020**

I, L.N. Joshi, proprietor of M/s L N Joshi and Co., practicing Company Secretaries have examined:

- all the 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 exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2020 (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;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [not applicable to the company during Review Period]
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [not applicable to the company during Review Period]
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [not applicable to the company during Review Period]



g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; [not applicable to the company during Review Period]

h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

i) 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:

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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Annual report along with notice of Annual General meeting required to be submitted to Stock Exchanges not later than the day of commencement of dispatch to its shareholders.	Annual Report with Notice of AGM submitted to Stock Exchanges after commencement of dispatch to its shareholders. However same has been submitted by the Company to the Exchanges before 21 days from the date of Annual General Meeting.

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

c) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
NIL				

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



S. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	2262500 equity shares held by Promoter group were not in demate mode. (Company had re-issued 22,62,500 Forfeited Equity Shares to Scope Finance Company Private Limited, which shall be dematerialized on confirmation of listing/trading application with the Stock Exchanges and completion of Corporate Action)	For the year ended 31 st March, 2019.	After obtaining in-principle/listing approval from Stock Exchanges the shares reissued to Scope Finance Company Private Limited were dematerialised.	After obtaining in-principle/listing approval from Stock Exchanges the shares reissued to Scope Finance Company Private Limited were dematerialised. (Now all promoter holding of the company is in demate mode.)

Further, in terms of SEBI circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in respect of Resignation of statutory auditors from listed entities, the listed entity has suitably modified the terms of appointment of the auditor to give effect to clause 6(A) and 6(B) of the circular in respect of appointment of Auditor, to the extent applicable.

Place: Indore

Date: 27th June, 2020

For L.N. Joshi & Company
Company Secretaries

L.N. Joshi

L.N. Joshi
Proprietor

FCS: 5201, CP No: 4216
UDIN F005201B000391312
PR 506/2017

