



L N JOSHI & CO.

PRACTISING COMPANY SECRETARY

L N Joshi

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Insolvency Professional

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

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 2020-21.

Dear Sirs,

I have been engaged by **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** (hereinafter referred to as the 'Company') [CIN: L24233MP1985PLC002709] whose equity shares are listed on National Stock Exchange of India Limited and BSE 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.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

My audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Due to the pandemic caused by COVID-19 and prevailing lockdowns/ restrictions on movement of people imposed by the Government, for the purpose of issuing this report, I have conducted my audit remotely based on the records and information made available to me by the Company electronically.

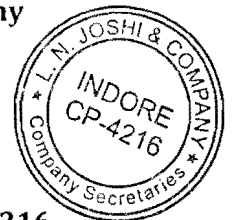
Annual Secretarial Compliance Report is enclosed.

Place: Indore

Date: 18th June, 2021

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


L.N. Joshi
Proprietor



**FCS: 5201, C P No: 4216
UDIN :F005201C000484240**



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SECRETARIAL COMPLIANCE REPORT
OF
BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2021

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

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

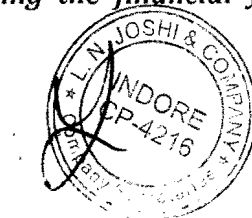
- all the documents and records made available to me and explanation provided by **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity , i.e. www.biofilgroup.net
- any other document/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

For the year ended 31st March, 2021 (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 as there was no reportable event during the financial year under review];**
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not Applicable as there was no reportable event during the financial year under review];**

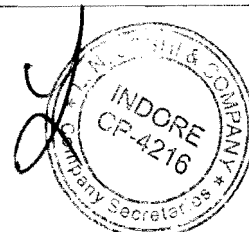


- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable as there was no reportable event during the financial year under review]**
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **[Not Applicable as there was no reportable event during the financial year under review]**
- 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 17(1)(c) of SEBI (LODR) Regulations, 2015 - The Board of directors of the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.	From 01st April, 2020 to 24th August, 2020 the total strength of the Board of Directors was less than six.	The Board of Directors of Top 2000 listed entities shall comprise of not less than six directors with effect from 1 st April, 2020. Accordingly as per Regulation 17(1) (c) the Company was not having composition of Board with minimum six directors from April 01, 2020 to August 24, 2020.
2.	Non submission of information to the Stock Exchange regarding issue of Duplicate Share Certificates under Regulation 39 of SEBI(LODR), 2015	The Company had submitted information about receipt of request from shareholder for lost of share certificates but did not submit the information about issue of duplicate share certificates with in time prescribed under the Regulation 39 of SEBI(LODR), 2015.	The Company has not submitted information regarding issue of the duplicate certificates in one of case to the Stock Exchanges within two days of its getting information under Regulation 39 of SEBI(LODR), 2015.

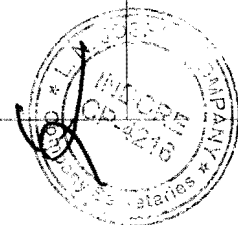


- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors 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
01	National Stock Exchange of India Limited	Non Compliance of Regulation 17(1)(c) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for comprising minimum six directors during the period from April 01, 2020 to August 24, 2020	National Stock Exchange of India Limited has imposed fine of Rs. 8,61,400/- (including GST) for delay of non compliance of Regulation 17(1)(c) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015	The Company has partially deposited Rs 536900/- fine levied by NSE Ltd under protest and application for waiver of fine is pending with NSE Ltd.

- 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.	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.	For the year ended 31 st March, 2020.	There is no action taken by the company in this regard.	There is no change in the status. However Annual Report was submitted to exchanges before 21 days of AGM.

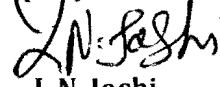


There was no event of appointment/re-appointment/resignation of Statutory Auditor of the listed entity during the period under review. Further, in terms of SEBI circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019, the listed entity has suitably modified the terms of appointment of the auditor to 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: 18th June, 2021

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



**L.N. Joshi
Proprietor**

FCS: 5201, C P No: 4216

UDIN : F005201C000484240

PR 506/2017

