BIOFIL CHEMICALS & PHARMACEUTICALS LTD.

11/12, Sector-E, Sanwer Road, Industrial Area, Indore - 452 015. Fax : 0731-2723017
Tel. : 0731-2723016, 4066516 E-mail : biofilchemicals@yahoo.com / bcplcompliance@gmail.com
Admn. Office : B-12/B, Industrial Estate, Pologround, Indore - 452 015 (M.P.)
Tel. : 0731-2426700, 2420926, 2524003, Fax : 0731-2420926 ● **CIN : L24233MP1985PLC002709**

DISCLOSURE OF VOTING RESULTS OF 30TH ANNUAL GENERAL MEETING OF BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED HELD ON 24TH SEPTEMBER, 2015 AT 2.00 P.M. AS PER THE REQUIREMENT OF CLAUSE 35A OF THE LISTING AGREEMENT

As per clause 35A of the listing agreement given below are the details of the voting results at the Annual General Meeting of the Company as per format prescribed under the said clause

DETAILS OF VOTING RESULTS

Sr. No	Particulars	Details
1.	Date of Annual General Meeting	24th September 2015
2.	Total No. of Shareholders on Record date/Book Closure Date	5200
3.	No. of shareholders present in Meeting either in person or through proxy: • Promoters and Promoters Group - In Person - In proxy • Public - In person - In proxy	 34 14 Nil 20 Nil
4.	No. of Shareholders attended the meeting through Video Conferencing:	Not Arranged

For Biofil Chemicals and Pharmaceuticals Limited

Ramesh Shah
Chairman 30th AGM

AGENDA WISE VOTING RESULTS

Item No.	Details of Agenda	Resolutions Required (Ordinary/ Special)	Mode of Voting: (Show of hands/ Poll/ Postal Ballot/ E-voting)	Remarks
1.	a) To receive, consider, approve & adopt Audited Financial Statements of the company for the financial year ended 31st March, 2015, together with the Report of the Board of Directors and Auditors.	Ordinary	Remote E-voting/Poll at AGM	The resolution was passed with requisite majority
2.	To appoint a director in place of Mr. Romil Shah (DIN: 00326110) who retires by rotation & being eligible offers himself for re-appointment.	Ordinary	Remote E-voting/Poll at AGM	The resolution was passed with requisite majority
3.	Appointment of M/s S.N. Gadiya & Company, Chartered Accountants,(FRN No 002052C) as Statutory Auditor of the Company.	Ordinary	Remote E-voting/Poll at AGM	The resolution was passed with requisite majority
4.	Appointment of Shri Subhash Chandra Swarnkar (DIN: 01658151) as an Independent Director	Ordinary	Remote E-voting/Poll at AGM	The resolution was passed with requisite majority
5.	Adoption of New Set of Articles of Association.	Special	Remote E-voting/Poll at AGM	The resolution was passed with requisite majority
6.	Call remaining Rs. 3 on reissue of 5712500 forfeited Equity shares	Special	Remote E-voting/Poll at AGM	The resolution was passed with requisite majority
7.	Approval of Material Related Party Transaction u/s 188 of Companies Act, 2013	Special	Remote E-voting/Poll at AGM	The resolution was passed with requisite majority

For Biofil Chemicals and Pharmaceuticals Limited

Ramesh Shah
Chairman 30th AGM

In case of Ballot & E-voting

The mode of voting for all resolutions was remote E-Voting and poll conducted at meeting.

1. To receive, consider, approve & adopt Audited Financial Statements for the financial year ended 31st March, 2015, together with the Report of the Board of Directors and the Auditors thereon.

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of votes in against (5)	% votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	7618700	6428310	84.37%	6428310	0	100%	0
Public Institutional Holders	107600	0	0	0	0	0	0
Public-Others	8547500	250980	2.94%	250980	0	100%	0
Total	16273800	6679290	41.04%	6679290	0	100%	0

2. To appoint a director in place of Mr. Romil Shah (DIN: 00326110) who retires by rotation & being eligible offers himself for re-appointment.

Promoter & Promoter Group	7618700	744930	9.77%	744930	0	100%	0
Public Institutional Holders	107600	0	0	0	0	0	0
Public-Others	8547500	250980	2.94%	250980	0	100%	0
Total	16273800	995910	6.11%	995910	0	100%	0

3. Appointment of M/s S.N. Gadiya & Company, Chartered Accountants, (FRN No 002052C) as Statutory Auditor of the Company.

Promoter & Promoter Group	7618700	6428310	84.37%	6428310	0	100%	0
Public Institutional Holders	107600	0	0	0	0	0	0
Public-Others	8547500	250980	2.94%	250980	0	100%	0
Total	16273800	6679290	41.04%	6679290	0	100%	0

4. Appointment of Mr. Subhash Chandra Swarnkar (DIN: 01658151) as an Independent Director.							
Promoter & Promoter Group	7618700	6428310	84.37%	6428310	0	100%	0
Public Institutional Holders	107600	0	0	0	0	0	0
Public-Others	8547500	250980	2.94%	250980	0	100%	0
Total	16273800	6679290	41.04%	6679290	0	100%	0
5. Adoption of New Set Articles of Association							
Promoter & Promoter Group	7618700	6428310	84.37%	6428310	0	100%	0
Public Institutional Holders	107600	0	0	0	0	0	0
Public-Others	8547500	250980	2.94%	250980	0	100%	0
Total	16273800	6679290	41.04%	6679290	0	100%	0
6. Call remaining Rs. 3/- on reissue of 5712500 forfeited equity shares							
Promoter & Promoter Group	7618700	145550	1.91%	145550	0	100%	0
Public Institutional Holders	107600	0	0	0	0	0	0
Public-Others	8547500	250980	2.94%	250980	0	100%	0
Total	16273800	396530	2.43%	396530	0	100%	0
7. Approval of Material Related Party Transaction u/s 188 of Companies Act, 2013							
Promoter & Promoter Group	7618700	340750	4.47%	340750	0	100%	0
Public Institutional Holders	107600	0	0	0	0	0	0

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Public-Others	8547500	250980	2.94%	250980	0	100%	0
Total	16273800	591730	3.63%	591730	0	100%	0

Note: Copy of Combined Report by Scrutinizers on Remote E-voting and Poll are enclosed herewith.

For Biofil Chemicals and Pharmaceuticals Limited

BIOFIL CHEMICALS & PHARMACEUTICALS LTD. INDORE

Ramesh Shah
Chairman 30th AGM

L.N. JOSHI & CO.
PRACTISING COMPANY SECRETARY
306, Sterling Arcade, 3rd Floor, 15/3, Race Course Road,
Opp. IDA Building, Indore-452 003 (M.P.)
Ph.:(0731) 4266708, **E-mail :** lnjoshics@gmail.com

COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL

To,
The Chairman,
30th Annual General Meeting of
Biofil Chemicals & Pharmaceuticals Limited,
11/12, Sector E,
Sanwer Road,
Mumbai-452015

Dear Sir,

SUB: Passing of Resolution through Remote E-Voting and poll conducted at 30th Annual General Meeting of Biofil Chemicals & Pharmaceuticals Limited (the Company) held on Thursday 24th September, 2015 at 2.00 P.M.

1. I, **L. N Joshi, Practicing Company Secretary**, has been appointed as a Scrutinizer by-

(i) The Board of Directors of Biofil Chemicals & Pharmaceuticals Limited for the purpose of scrutinizing the Remote E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of Companies (Management and Administration) Amendment Rules, 2015 in respect of the below mentioned resolutions to be passed at the 30th Annual General Meeting(AGM) of the members of the Company held on Thursday, 24th September, 2015.

(ii) The Chairman of the 30th Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the AGM of the members of the Company held on Thursday, 24th September, 2015 at Registered Office of the Company situated at 11/12, Sector E, Sanwer Road, Indore (M.P.)-452015

2. The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules in relation to Remote E-voting and Poll on the resolutions contained in the Notice to the 30th Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for Remote E-voting process and for Poll at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated from the Remote E-voting system provided by Central Depository Services (India) Limited and also at the time of Poll at AGM.

3. Cut-Off Date

The voting rights were reckoned on Thursday, 17th September 2015, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

4. Remote E-Voting

4.1 Agency:

The Company had taken the services of Central Depositories Services (India) Limited (CDSL) for providing the remote E-Voting Platform.

4.2 Remote E-Voting:

Remote E-Voting platform remained open from Monday, 21st September 2015 (9.00 A.M.) up to Wednesday, 23rd September 2015 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and /or Special Resolutions, on the e-voting platform provided by CDSL.

5. Voting at AGM

5.1 As prescribed under Rule 20(4)(xiii) of the companies (Management and Administration) Amendment Rules 2015, for the purpose of ensuring that members who have cast their votes through remote E-Voting do not vote again at the General Meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly CDSL, the E-voting agency provided me with the names, DP Id/ Folio Numbers and shareholding of the members who had cast their votes through remote e-voting.

5.3 Further, the chairman announced the poll at the Annual General Meeting for the shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.

6. RESULTS

6:1 I observed that

a) 83 members had cast their votes through remote E-voting.

b) 7 members had cast their votes through poll conducted at the meeting.

I have issued separate Scrutinizer's Report for the Remote E-voting and on the Poll for the resolutions contained in the Notice to the AGM. Copy of the same are enclosed with this report. Further, I submit herewith my combined report on the results of Remote E-voting and Poll as under-

Item No. 1-Ordinary Resolution

Receive, Consider, Approve & Adopt Audited Financial Statements for the financial year ended 31st March, 2015, the Report of the Board of Directors and Auditors thereon

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	83	6599390	98.80%
Poll	7	79900	1.20%
Total	90	6679290	100%

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

Item No. 2- Ordinary Resolution

Appoint a director in place of Mr. Romil Shah (DIN: 00326110) who retires by rotation & being eligible offers himself for re-appointment.

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	75	916010	91.97%
Poll	7	79900	8.03%
Total	82	995910	100.00%

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

Item No. 3-Ordinary Resolution

Appointment of M/s S.N. Gadiya & Company, Chartered Accountants,(FRN No 002052C) as Statutory Auditor of the Company.

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	83	6599390	98.80%
Poll	7	79900	1.20%
Total	90	6679290	100%

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

Item No. 4 –Ordinary Resolution

Appointment of Subhash Chandra Swarnkar (DIN: 01658151) as an Independent Director of the Company

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	83	6599390	98.80%
Poll	7	79900	1.20%
Total	90	6679290	100%

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

Item No. 5- Special Resolution

Adoption of New Set of Articles of Association

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	83	6599390	98.80%
Poll	7	79900	1.20%
Total	90	6679290	100%

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

Item No. 6- Special Resolution

Call remaining Rs. 3/- on reissue of 5712500 Forfeited Equity Shares

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	70	316630	79.85%
Poll	7	79900	20.15%
Total	77	396530	100%

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

Item No. 7- Special Resolution

Approval of Material Related Party transaction u/s 188 of Companies Act, 2013

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	70	589930	99.69%
Poll	6	1800	0.31%
Total	76	591730	100%

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

Conclusion: All the resolutions stands passed with requisite majority under Remote E-voting combined with Poll at 30th Annual General Meeting held on Thursday, 24th September, 2015.

The Company is hereby instructed to put up the results on its website and also that of the service provider and inform to the stock exchanges accordingly not later than three days of conclusion of 30th Annual General Meeting.

Thanking you,

Yours Faithfully,

L.N. Joshi
Practicing Company Secretary
FCS: 5201; CP: 4216

To be Countersigned by Chairman

Ramesh Shah

Place: Indore
Date: 26th September, 2015