

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: 29th August, 2025

To, The Secretary (DCS/Compliance), Corporate Relationship Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	To, The Secretary (Listing/Compliance), Corporate Relationship Department, National Stock Exchange of India Limited , Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Mumbai – 400051
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SUBJECT: SUBMISSION OF NOTICE CONVENING THE 40TH ANNUAL GENERAL MEETING.

Reference: BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED (BSE Script Code: 524396; NSE Symbol: BIOFILCHEM; ISIN: INE829A01014)

Dear Sir/Madam,

With reference to the above captioned subject, we wish to inform you that the 40th Annual General Meeting ('AGM') of the Company is scheduled to be held on Saturday, 27th September, 2025 at 03:00 P.M. (IST) through Video Conference (VC) /Other Audio Visual Means (OAVM), for which purpose the Registered office of the company shall be deemed as the venue for the Meeting.

Accordingly, pursuant to Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed Notice convening the 40th AGM which is also available on the Company's website at www.biofilgroup.net, and the website of Central Depository Services (India) Limited at www.evotingindia.com.

Further, we are submitting the above said information in XBRL mode along with the submission in PDF mode in prescribed time limit.

Further, aforesaid information is also available on the website of the Company at www.biofilgroup.net.

You are requested to please take on record the above Notice of 40th Annual General Meeting for your reference and further needful.

Thanking you,

Yours Faithfully,

FOR, BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

APOORV JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER
A71739
Encl: a/a

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Notice of the 40th Annual General Meeting

NOTICE is hereby given that the 40th Annual General Meeting (AGM) of the Members of **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** will be held on Saturday, 27th day of September, 2025 at 3.00 P.M. (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which purpose the Registered office of the company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

Ordinary Businesses:-

1. **To consider and adopt the Audited Financial Statements of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2025.**

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and the Auditors thereon and Management Discussion Analysis and Corporate Governance Report, as circulated to the members, be considered and adopted.”

2. **To appoint a Director in place of Mr. Meet Shah (DIN: 06578351) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.**

“RESOLVED THAT subject to the provisions of Section 152(6) and Article of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Meet Shah (DIN: 06578351), who is liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Non-Executive Non- Independent Director of the Company liable to retire by rotation.”

Special Businesses:-

3. **To appoint Joshi Sahay and Company, Practicing Company Secretaries as the Secretarial Auditor of the Company and fix their remuneration**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 [‘SEBI Listing Regulations, 2015’] read with Circulars issued thereunder from time to time and other applicable provisions as amended time to time (including any Statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, Joshi Sahay and Company, Practicing Company Secretaries, Indore (Unique Code: P2025MP322400 and Peer Review Certificate No.: 6873/2025), be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-2026 till financial year 2029-2030, to undertake secretarial audit as required under the Act and SEBI Listing Regulations and issue the necessary secretarial audit report for the aforesaid period on such remuneration, as may be approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, which the Secretarial Auditors may be

eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. Re-appointment of Mr. Ashok Kumar Ramawat (DIN: 08818263) as a Non Executive Independent Director of the Company for a second term of five years:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashok Kumar Ramawat (DIN: 08818263), who was appointed as an Independent Director of the Company at the 35th Annual General Meeting of the Company and who hold the office of the Independent Director up to 24th August, 2025 and being eligible for re-appointment as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Mr. Ashok Kumar Ramawat (DIN: 08818263), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 25th August, 2025 to 24th August, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required, necessary, expedient, in this behalf to give effect to this resolution.”

5. Re-appointment of Mr. Satish Beohar (DIN: 09220291) as a Non Executive Independent Director of the Company for a second term of five years:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Satish Beohar (DIN: 09220291), who was appointed as an Independent Director of the Company at the 36th Annual General Meeting of the Company and who hold the office of the Independent Director up to 29th June, 2026 and being eligible for re-appointment as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the company has received a notice in writing from a member under Section 160 of the

Companies Act, 2013 proposing his candidature for the office of Independent Director and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Mr. Satish Beohar (DIN: 09220291), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 30th June, 2026 to 29th June, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required, necessary, expedient, in this behalf to give effect to this resolution."

6. Approval of Material Related Party Transaction(s) with Cyano Pharma Private Limited:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Section 188 of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and other applicable provisions, if any, as amended from time to time and pursuant to the recommendation and omnibus approval of the Audit Committee, and in supersession of the earlier resolution passed by the members at the 39th Annual General Meeting of the Company with respect to material related party transactions with Cyano Pharma Private Limited, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Cyano Pharma Private Limited ('CPPL') a related party of Company under Regulation 2(1)(zb) of the SEBI Listing Regulations and section 2(76) of the Companies Act, 2013, on such terms and conditions as may be agreed between the Company and CPPL, for an aggregate value of up to INR 35 Crores (Rupees Thirty Five Crores only) to be entered in for financial year 2025-26 and up to the date of 41st Annual General Meeting, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to the committee of the Board, any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/authorized representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be

deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. Change in designation of Mr. Ketan Shah (DIN: 08818212) from Whole Time Director to Chairman and Managing Director:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals as may be necessary, on the basis of recommendation of Audit Committee, Nomination and Remuneration Committee and Board of Directors of the company, the consent of the members be and is hereby accorded for the change in designation of Mr. Ketan Shah (DIN: 08818212), from Whole Time Director to Chairman and Managing Director of the Company, for a period of 3 years with effect from 12th August, 2025 to 11th August, 2028 on the following terms, conditions, salary and perquisites:

A) Salary: Up to Rs. 2,50,000/- per month (Rupees Two Lakh Fifty Thousand Only)

B) Perquisites: In addition to the above salary Mr. Ketan Shah (DIN: 08818212), Chairman & Managing Director shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, Key man insurance, term insurance, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, if in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/ change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper.”

8. CONFIRMATION OF APPOINTMENT OF MR. SMITESH SHAH (DIN: 00326182) AS A DIRECTOR UNDER THE CATEGORY OF PROMOTER NON EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and

Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and on the recommendation of the Nomination and Remuneration Committee, Mr. Smitesh Shah (DIN: 00326182) who was appointed by the Board of Directors of the Company at their meeting held on 23rd August, 2025 to hold office up to the date of next Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 or for a period of three months from the date of his appointment by the Board, whichever is earlier and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director and subject to such other approvals as may be necessary, be and is hereby appointed as a Promoter Non-Executive Non-Independent Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**

**DATE: 23RD AUGUST, 2025
PLACE: INDORE**

**SD/-
APOORV JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER
A71739**

BIOFIL
Health For All

NOTES:-

1. In terms of Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 followed by Circular No. 09/2024 dated September 19, 2024 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 followed by SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 40th AGM of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 40th AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 32 of this Notice.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
3. **Electronic dispatch of notice and annual report:** In compliance with the aforesaid MCA and SEBI circulars physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2025 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed there under are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depositories. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Further as per amended Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter which providing the weblink including the exact path, where complete details of Annual Report are available, will be sent by the Registrar and Share Transfer of the Company to those shareholders who have not registered their email address(es), at their address registered with the Company.

To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/R&STA in case the shares are held by them in physical form after complying due procedure.

4. Members who have not registered their e-mail address and those members who have become the member of the Company after Friday 22nd August 2025 being the cut-off date for sending soft copy of the Notice of 40th AGM and Annual Report for the financial year 2024-25, may access the same from Company's website at www.biofilgroup.net, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL www.evotingindia.com.
5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

Since the 40th AGM of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.

6. Pursuant to the provisions of Sections 112 and 113 of the Act, corporate/Institutional member can authorize their representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the AGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at lnjoshics@gmail.com with a copy marked to the Company at bcplcompliance@gmail.com.
7. The Statement as required under Section 102 of the Act setting out material facts concerning the businesses with respect to Item Nos. 3 to 8 forms part of this Notice is annexed hereto.

As per the provisions of Clause 3.A.II of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Businesses as appearing at Item Nos. 3 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

8. In terms of the Article of Association of the Company read with Section 152(6) of the Companies Act 2013, Mr. Meet Shah (DIN: 06578351) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment.
9. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Paragraph 1.2.5 of the Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment /retire by rotation at the AGM are provided as an annexure to the Notice, forms integral part of this notice. Requisite declarations have been received from Director/s for seeking re-appointment/ retire by rotation.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.

SEBI vide its CIRCULAR SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 02nd July, 2025 has provided a special six-month window, from July 7, 2025, to January 6, 2026, for investors to re-lodge old physical share transfer deeds that were originally submitted before April 1, 2019, but were rejected, returned, or not processed due to deficiencies. This window allows investors to regularize their ownership of shares and avoid potential legal and financial risks associated with unverified physical share certificates. All re-lodged securities will be issued in dematerialized (demat) form.

11. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, if any, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
12. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, Mobile Number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 and as amended by SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 as amended from time to time, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate;

claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.biofilgroup.net and on the website of the Company's Registrar and Transfer Agents <http://ankitonline.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Further, SEBI vide its circular dated 16th March, 2023 in supersession of earlier circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchanges and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://biofilgroup.net/investor/investor-services> or contact the Company's Registrar and Transfer Agent for assistance in this regard.

15. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA website at <http://ankitonline.com>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
17. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/131 dated 31st July 2023 (updated as on August 04, 2023 vide Circular No. https://www.sebi.gov.in/legal/circulars/aug-2023/corrigendum-cum-amendment-to-circular-dated-july-31-2023-on-online-resolution-of-disputes-in-the-indian-securities-market_74976.html) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same. The aforesaid updated SEBI Circular can be viewed on the following link https://www.sebi.gov.in/legal/circulars/aug-2023/corrigendum-cum-amendment-to-circular-dated-july-31-2023-on-online-resolution-of-disputes-in-the-indian-securities-market_74976.html.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

19. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
20. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to bcplcompliance@gmail.com.
22. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore (M.P.). Email: investor@ankitonline.com.
23. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. bcplcompliance@gmail.com to enable the investors to register their complaints / send correspondence, if any.
24. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.
25. The Company has appointed Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201; CP No.4216) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting during AGM, in a fair and transparent manner.
26. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Saturday 20th September, 2025, being the cut-off date.
27. A person who is not a Member as on Saturday 20th September, 2025 should treat this Notice for information purposes only.
28. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Saturday 20th September, 2025 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM following the procedure mentioned in this Notice.
29. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - www.biofilgroup.net as soon as possible after the Meeting is over.
30. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
31. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for vote through electronically in respect of the businesses to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.
32. **The instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:-**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (ii) The voting period begins on Wednesday 24th September, 2025 from 9.00 A.M. and ends on Friday 26th September, 2025 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday 20th September, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on

	<p>Login icon and select New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsiindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdsiindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL</p>

	Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) Login method for e-Voting and joining virtual meeting for **physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant company i.e. **Biofil Chemicals and Pharmaceuticals Limited** on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; bcpplcompliance@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

33. Instructions for shareholders attending the AGM through VC/OAVM & E-Voting during meeting are as under

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bcpplcompliance@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bcpplcompliance@gmail.com. These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

34. Process for those shareholders whose Email/Mobile No. are not registered with the Company/Depositories

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) including dully filled up form ISR-1 by email to **Company/RTA email id.**
- For Demat shareholders-, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

- (iii) **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

35. Declaration of results

- (i) The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
- (ii) Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
- (iii) The results declared along with the scrutinizer's report, will be hosted on the website of the Company at <http://www.biofilgroup.net/> and on the website of CDSL i.e. www.evotingindia.com, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.
- (iv) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Saturday 27th September, 2025 subject to receipt of the requisite number of votes in favour of the Resolutions.
36. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21099 11.
37. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21099 11.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**

**DATE: 23RD AUGUST, 2025
PLACE: INDORE**

**SD/-
APOORV JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER
A71739**

Health For All

IN TERMS OF THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (THE "ACT"), SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS"), THE FOLLOWING STATEMENT SETS OUT THE MATERIAL FACTS RELATING TO AGENDA ITEM 3 TO 8 AS SET OUT IN THE NOTICE OF 40TH ANNUAL GENERAL MEETING

ITEM NO. 3:- TO APPOINT JOSHI SAHAY AND COMPANY, PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION

Pursuant to Section 204 of the Companies Act, 2013 ('the Act') the Company has to annex to its Board's Report a Secretarial Audit Report given by a practicing company secretary as per Rule 9 of the Companies (Appointment and Remuneration) Rules 2014 prescribed Form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 provide that the appointment of Secretarial Auditor shall be made by the Board at the meeting of the Board.

However, SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024 (the SEBI Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company and its material unlisted subsidiary company incorporated in India is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company.

Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. 01st April, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint:

- (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years

with the approval of its shareholders in its Annual General Meeting.

In accordance with the above, the Board of Directors at its meeting held on August, 12, 2025, on the recommendation of Audit Committee, considered, approved and recommended to the shareholders of the Company for their approval, the appointment of Joshi Sahay and Company, Practicing Company Secretaries (Unique Code: P2025MP322400 and Peer Review Certificate No.: 6873/2025) as the Secretarial Auditors of the Company for period of five consecutive years commencing from Financial Year 2025-2026 till financial year 2029- 2030 to undertake secretarial audit report for aforesaid period.

Joshi Sahay and Company have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Company Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Company Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the SEBI Circular.

Disclosure pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Proposed Fees Payable to Secretarial Auditor	Rs. 1.00 Lakhs (Rupees One Lakhs only) plus applicable tax and Reimbursement of out of pocket expenses if any for financial year 2025-26. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and Board
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	of the Directors of the Company.
Terms of Appointment	5 Consecutive Years i.e. from the financial year 2025-26 to financial year 2029-30.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable
Basis of Recommendation of Appointment	Detailed explanation is given in item no. 3 of statement under Section 102 of the Companies Act, 2013, further based on the recommendation of the Audit Committee, the Board re-recommends the Ordinary Resolution for appointment of Secretarial auditor.
Details in relation to and credentials of the secretarial auditor proposed to be appointed	<p>Joshi Sahay and Company is a partnership firm of Practicing Company Secretaries established in 2025 by two partners. The firm is founded with a vision to deliver high-quality, reliable, and value-driven professional services in the field of corporate laws and governance. The firm is Peer Reviewed by the Institute of Company Secretaries of India.</p> <p>The partners of the firm bring with them over 25 years of rich experience in the field of corporate laws Compliance management, corporate structuring, listing compliance, SEBI Regulation, RBI, due diligence etc.</p> <p>The signing partner - Mr. L.N. Joshi, aged 49 years, Mr. L.N. Joshi is Master of Commerce (M. Com), Law Graduate and fellow member of Institute of Company Secretaries of India and also registered as an Insolvency Professional. He has wide and extensive experience of over 25 years in Corporate Laws, Listing Regulation, RBI, SEBI, Depository Law, Insolvency and Bankruptcy code etc.</p>

Other disclosures

No order has been passed by ICSI/SEBI/MCA/any other competent authority/Court, both in India or outside India, in past 5 years against the proposed secretarial auditor.

Joshi Sahay and Company did not have any business association with the Company, its holding or subsidiary companies or any of the Promoter or Promoter Group entities during the last three financial years.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

Therefore, Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

ITEM NO. 4 RE-APPOINTMENT OF MR. ASHOK KUMAR RAMAWAT (DIN: 08818263) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS:

The Board of Directors at its meeting held on 25th August, 2020 had appointed Mr. Ashok Kumar Ramawat (DIN: 08818263) as an Additional Director of the Company to hold office till the next Annual General Meeting. Further,

the Members in their 35th Annual General Meeting held on Tuesday, 29th September, 2020 confirmed the appointed of Mr. Ashok Kumar Ramawat (DIN: 08818263) as a Non-Executive Independent Director to hold office for a term of 5 years w.e.f. 25th August, 2020 to 24th August, 2025. Accordingly, the tenure of Mr. Ashok Kumar Ramawat (DIN: 08818263), as a Non-Executive Independent Director is set to expire on 24th August, 2025.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of independent directors, has recommended re-appointment of Mr. Ashok Kumar Ramawat (DIN: 08818263) as a Non-Executive Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him as a position of members of various committee, the continued association of Mr. Ashok Kumar Ramawat (DIN: 08818263) would be beneficial for the Company and it is desirable to continue to avail his services as a Non-Executive Independent Director.

Accordingly, it is proposed to re-appoint Mr. Ashok Kumar Ramawat (DIN: 08818263) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 25th August, 2025 to 24th August, 2030 & pass necessary Special resolution at this AGM.

Mr. Ashok Kumar Ramawat (DIN: 08818263) is not disqualified from being re-appointed as a Non-Executive Independent Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Independent Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under regulation 16 (1) (b) and other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015. He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has received notices in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Ashok Kumar Ramawat (DIN: 08818263) for the office of Non-Executive Independent Director of the Company.

The brief profile of Mr. Ashok Kumar Ramawat (DIN: 08818263) who is proposed to be re-appointed as an independent director is annexed herewith separately with this notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to re-appointment of Mr. Ashok Kumar Ramawat as an Non-Executive Independent Director setting out the terms and conditions of the re-appointment would be available for inspection by the Members, by writing an email to the Company at bcplcompliance@gmail.com.

The disclosure under Regulation 36 of the SEBI Listing Regulations is attached to this notice separately.

Except proposed appointee and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 4 of the Notice.

Accordingly the Board recommends the Special Resolution set out in item no. 4 of this notice for approval of members.

ITEM NO. 5 RE-APPOINTMENT OF MR. SATISH BEOHAR (DIN: 09220291) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS:

The Board of Directors at its meeting held on 30th June, 2021 had appointed Mr. Satish Beohar (DIN: 09220291) as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members in their 36th Annual General Meeting held on Monday, 27th September, 2021 confirmed the appointment of Mr. Satish Beohar (DIN: 09220291) as a Non-Executive Independent Director to hold office for a term of 5 years w.e.f. 30th June, 2021 to 29th June, 2026. Accordingly, the tenure of Mr. Satish Beohar (DIN: 09220291), as a Non-Executive Independent Director is set to expire on 29th June, 2026.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of independent directors, has recommended re-appointment of Mr. Satish Beohar (DIN: 09220291) as a Non-Executive Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him as a member of various committees, the continued association of Mr. Satish Beohar (DIN: 09220291) would be beneficial for the Company and it is desirable to continue to avail his services as a Non-Executive Independent Director.

Accordingly, it is proposed to re-appoint Mr. Satish Beohar (DIN: 09220291) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 30th June, 2026 to 29th June, 2031 & pass necessary Special resolution at this AGM.

Mr. Satish Beohar (DIN: 09220291) is not disqualified from being re-appointed as a Non-Executive Independent Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Independent Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under regulation 16 (1) (b) and other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015. He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has received notices in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Satish Beohar (DIN: 09220291) for the office of Non Executive Independent Director of the Company.

The brief profile of Mr. Satish Beohar (DIN: 09220291) who is proposed to be re-appointed as a Non-Executive independent director is annexed herewith separately with this notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to re-appointment of Mr. Satish Beohar as a Non-Executive Independent Director setting out the terms and conditions of the re-appointment would be available for inspection by the Members, by writing an email to the Company at bcplcompliance@gmail.com.

The disclosure under Regulation 36 of the SEBI Listing Regulations is attached to this notice separately.

Except proposed appointee and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 5 of the Notice.

Accordingly the Board recommends the Special Resolution set out in item no. 5 of this notice for approval of members.

ITEM NO. 6 APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH CYANO PHARMA PRIVATE LIMITED:

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding INR 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Further SEBI, vide its circular SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March, 2022, has clarified that a Related Party Transaction approved by the Audit Committee prior to 1st April, 2022, which continues beyond such date and if it becomes material as per revised materiality threshold provided above, shall be placed before the shareholders in the General Meeting.

It is in the above context that Item No. 6 of Notice is placed for the approval of the Shareholders of the Company.

BACKGROUND, DETAILS AND BENEFITS OF THE TRANSACTION

The Board of Directors on recommendation of the Audit Committee of the Company in their meeting held on 12th August, 2025, has approved entering into related party transactions with Cyano Pharma Private Limited (CPPL), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") involves Purchase and Sale of goods and Rendering of services (job work), transfer of resources with CPPL in connection thereto.

The Pithampur unit of Biofil Chemicals and Pharmaceuticals Limited (BCPL) is currently engaged in a diverse range of pharmaceutical activities. These encompass the production, preparation, purchase, sale, export, import, and trading of various pharmaceutical & chemical products. Notable among these are Dried Ferrous Sulphate in its crystal, exsiccated, and granular forms, Microcrystalline Cellulose Powder (MCCP), Cellulose Powder (CP), Diclofenac Sodium, Aceclofenac, Mefenamic Acid, Fenbendazole, and other allied products.

Cyano Pharma Private Limited ("CPPL") is engaged in the business of pharmaceuticals, and the finished products of the Company are utilized as raw materials by CPPL. In order to optimize marketing costs and leverage the strong supply relationships of CPPL with various State Governments, it is proposed that the Company enters into transactions relating to **sale, purchase, and job work** with CPPL.

Such transactions will be undertaken **in the ordinary course of business and on an arm's length basis**. The Board is of the opinion that the proposed arrangements are in the **best interest of the Company**, as they will not only strengthen business synergies but also enhance sales and profitability at competitive pricing. Accordingly, the Board believes that the proposal will contribute to the **sustained growth and profitability** of the Company.

The proposed transactions with CPPL are expected to exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statement for the financial year ended 2024-25. In accordance with Regulation 23 of the SEBI Listing Regulations, the Company's policy on Materiality and Dealing with Related Party Transactions, and all applicable provisions of the Companies Act, 2013 and Rules made there under, these transactions require the approval of shareholders by way of an Ordinary Resolution.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with CPPL for an aggregate value of up to INR 35 crores to be entered during Financial Year 2025-26 and up to the date of next Annual General Meeting. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, on the basis of review and approval of the Audit Committee, the Board of Directors recommends the resolution contained in Item No. 6 of the accompanying Notice to the shareholders for approval.

Information required to place before the members pursuant to Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, regarding proposed transaction between related party and Company are as follows:

SN.	Description	Details
1.	Details of summary of information provided	by the Management of the Company to the Audit Committee
a.	Name of the related party and its relationship with the Biofil Chemicals & Pharmaceuticals Limited or its subsidiary, including nature of its concern or interest (financial or otherwise)	Cyano Pharma Private Limited (CPPL) is related party in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations read with Section 2(76) of the Companies Act, 2013. Mr. Ketan Shah, Chairman and Managing Director of the Company and their relatives are members in CPPL. Annual Transaction not exceeding INR 35.00 Crores.
b.	Tenure of Proposed Transaction	Annual Transaction shall not exceeding INR 35.00 Crores for financial year 2025-26 and up to date of 41 st Annual General Meeting.
c.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Ketan Shah, Chairman and Managing Director of the Company and their relatives are members in CPPL.
d.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature & Material Terms of Transactions: The transaction involves Purchase and Sale of goods and Rendering of services (job work), transfer of resources with Cyano Pharma Private Limited. All transactions shall be entered on arms length basis and in ordinary course of business. Monetary value: Approx: INR 35.00 Crores for financial year 2025-26 and up to date of 41 st Annual General Meeting. Contracts or arrangement:- Already described in background, details and benefits of transaction in this explanatory statement.
e.	Value of Transaction	Aggregate amount not exceeding INR. 35.00 Crores
f.	Percentage of annual consolidated turnover of Biofil Chemicals & Pharmaceuticals Limited considering FY 2024-25 as the immediately preceding financial year, that is represented by the value of the proposed transaction	104.78% on the basis of the proposed transaction of INR 35 Crores and the Annual consolidated turnover as on 31 st March, 2025.
g.	For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	Not Applicable
2.	Justification for the transaction is in the interest of the Company.	Please refer to " Background, details and benefits of the transaction " which forms part of the explanatory statement to the Item No. 6.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) details of the source of funds in	Not Applicable

	connection with the proposed transaction	
	(ii) where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not Applicable
6.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
7.	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'Material Modification' in the proposed transaction, as defined by the Audit Committee as a part of Company's 'Policy on Related Party Transactions', shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations and Section 188 of the Companies Act, 2013.

The Members may note that as per the provisions of the SEBI Listing Regulations, the related parties as defined there under (whether such related party(ies) is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out at Item No. 6.

Save and except Mr. Ketan Shah Managing Director and their relatives being a member of promoter and promoter group to the extent of their shareholding interest, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in the proposed Resolution.

ITEM NO. 7 CHANGE IN DESIGNATION OF MR. KETAN SHAH (DIN: 08818212) FROM WHOLE TIME DIRECTOR TO CHAIRMAN AND MANAGING DIRECTOR:

Due to the sudden demise of **Mr. Ramesh Shah**, Chairman and Managing Director of the Company, the **Audit Committee** and the **Nomination and Remuneration Committee**, at their respective meetings held on **12th August, 2025**, recommended the **re-designation of Mr. Ketan Shah**, presently serving as Whole-Time Director, as the **Chairman and Managing Director of the Company subject to approval of the members of the company.**

Mr. Ketan Shah was initially appointed on Board as Director as well as Whole-Time Director of the Company with effect from 25th August, 2020 for initial period of 3 years after which the Board in their meeting held on 14th August, 2023 considered his re-appointment for further period of 3 years w.e.f. 25th August, 2023 to 24th August, 2026. He is promoter of the Company and associated with company since 1986 and having rich and diversified experience in Pharma Sector. His vast knowledge, experience and his ability to gain the confidence of stakeholders and customers about the manufacturing division has proved to be very much helpful for the company and his guidance is making company achieve success consistently. Over the past years, he has played a significant role in steering the Company's operations. Considering his performance, leadership capabilities, industry expertise, and long-standing association with the Company, the Board is of the opinion that he is well-suited to lead the Company as its Chairman and Managing Director.

The terms and conditions of his appointment, including the remuneration, shall remain unchanged from those previously approved and are in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The remuneration limits specified in resolution are the maximum permissible limits and the Nomination and Compensation Committee / Board may in its absolute discretion pay to the abovementioned Director lower remuneration and revise the same from time to time within the maximum limits stipulated above.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

I. General information:				
1	Nature of industry		The Company is engaged in the business of manufacture of pharmaceutical bulk drugs and chemicals.	
2	Date or expected date of commencement of commercial production		Already commenced in September 1993	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable	
4	Financial Performance based on given indicators		Figures In lacs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit/(loss) after Tax
	2023-24	4003.53	86.53	70.92
	2022-23	3003.52	79.30	56.04
	2021-22	2238.23	101.49	69.84
5	Foreign investments or collaborations, if any		The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
II. Information about the appointee:				
1	Background details		Mr. Ketan Shah aged 64 years and promoter of the Company. After completing B.Sc, he joined Pharmaceuticals business. He is having vast experience of 39 years in the field of Pharma sector.	
2	Past remuneration:-		Rs. 2,50,000/- per month	
3	Recognition or awards		None	
4	Job profile and his suitability		Mr. Ketan Shah as Whole Time Director of the Company has been managing the overall business and operation of the Company. He completed his B. Sc in the year 1980 and has rich and diversified knowledge and experience in Pharmaceutical Industry. Now he re-	

		designated as Chairman and Managing Director of the Company due to sudden demises of existing chairman and Managing Director Late Mr Ramesh Shah.
5	Remuneration proposed	Rs. 2,50,000/- per month (No Change in remuneration)
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into the account the size of the company, industry benchmark in general, profile, position, responsibility born by him and involvement of Mr. Ketan Shah in the Company, the proposed remuneration is reasonable. The industry standard and Board level positions held in similar sized and similar positioned businesses usually offers Rs. 5,00,000/- per month to Rs 25,00,000/- per month for such profiles.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ketan Shah is promoter of the Company and he is uncle of Mr. Meet Shah, Director and Mr Smitesh Shah who is father's brother of Mr Ketan Shah. Other than this, he has no pecuniary relationship with the Company or its key managerial personnel.
III. Other information:		
1	Reasons of loss or inadequate profits	<ul style="list-style-type: none"> - Economic slowdown - Tough Competition, lesser buyers - Non utilisation of maximum production capacity. -Transportation cost -Strict compliance by regulatory Authorities - Lack of working capital - Rigid Drug Policies
2	Steps taken or proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance/ liquidity, including cost control measures have been put in place and proposed consolidation of business and single place on account of disposal of unit situated at Sanwer Road, Indore.
3	Expected increase in productivity and profits in measurable terms	Expected 1-2% rise in profit from current level.

The disclosure as required under Part-II of Schedule V of Companies Act, 2013, is covered under Corporate Governance Report forming part of Annual Report and be treated as disclosure under section 190 of the Companies Act, 2013.

Save and except Mr. Ketan Shah, chairman and Managing Director , Mr Meet Shah and Mr Smitesh Shah , Director of the Company and their relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives, in any way are concerned or interested in the proposed Special Resolution as set out in Item No. 7 of the Notice.

The Board recommends the resolution as set out at Item No. 7 for approval of the members by way of a Special Resolution.

ITEM NO. 8: CONFIRMATION OF APPOINTMENT OF MR. SMITESH SHAH (DIN: 00326182) AS A DIRECTOR UNDER THE CATEGORY OF PROMOTER NON EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors at their meeting held on 23rd August, 2025 has appointed Mr. Smitesh Shah (DIN:00326182) as an additional Director of the Company under the category of Promoter Non Executive and Non-Independent Director with effect from 23rd August, 2025 pursuant to the provisions of Section 161 of the Companies Act, 2013. He will hold office until the next Annual General Meeting or for a period of three months from the date of appointment whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director. Mr. Smitesh Shah (DIN: 00326182) has given his

declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act Promoter Non Executive and Non-Independent Director and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He possesses 1.19% holding i.e. 193662 equity shares of Rs. 10/- each in the Company.

Further the Nomination & Remuneration Committee of the Board at its Meeting held on 23rd August, 2025 had recommended the appointment of Mr. Smitesh Shah (DIN:00326182). The Board as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience, appointment of Mr. Smitesh Shah (DIN: 00326182) would be beneficial to the Company. Accordingly, it is proposed to appoint him as a Non-Executive Non Independent Director of the Company in promoter category, liable to retire by rotation. Mr. Smitesh Shah (DIN:00326182) provided his consent, accepted the terms and conditions for his appointment as an Additional Director in the category of Promoter Non-Executive Non-Independent Director of the Company.

A brief profile of Mr. Smitesh Shah (DIN:00326182) and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI (LODR) Regulations 2015 read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

Accordingly the Board of Directors recommends the Ordinary resolution for item no. 8 of the accompanying notice for approval of the members of the Company.

Save and except proposed appointee, Shri Ketan Shah, Chairman and Managing Director of the Company and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in the proposed Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**

**DATE: 23RD AUGUST, 2025
PLACE: INDORE**

**SD/-
APOORV JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER
A71739**

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Additional Information of Director who retire by rotation and seeking re-appointment at this Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard of General Meeting:

Name of Director	Mr. Meet Shah (Non-Executive Non-Independent Director)	Mr. Ketan Shah (Chairman and Managing Director)	Mr. Ashok Kumar Ramawat (Non-Executive Independent Director)	Mr. Satish Beohar (Non-Executive Independent Director)	Mr. Smitesh Shah (Non-Executive Non-Independent Director)
DIN	06578351	08818212	08818263	09220291	00326182
Date of Birth & Age	04 th April, 1992 (33 years)	21 st July, 1961 (64 years)	27 th September, 1952 (72 years)	24 th December, 1969 (55 Years)	05 th December, 1959 (65 Years)
Date of first Appointment on Board	30 th December, 2024 (Initial date of appointment as Director)	25 th August, 2020 (Initial date of appointment as Director as well as Whole Time Director) 25 th August, 2023 (Re-appointed as Whole Time Director for further period of three years) 12 th August, 2025 (Appointed as Chairman as well as Managing Director)	25 th August, 2020 (Initial date of appointment for period of 5 years as Independent Director) 12 th August, 2025 (Date of re-appointment for second term of 5 years as Independent Director)	30 th June, 2021 (Initial date of appointment for period of 5 years as Independent Director) 12 th August, 2025 (Date of re-appointment for second term of 5 years as Independent Director)	23 rd August, 2025 (Initial date of appointment as Director subject to approval of members in ensuing AGM)
Nature of Expertise/Experience in specific functional areas	11 Years of experience of sales and marketing in Biofil Chemicals & Pharmaceuticals Ltd.	39 years experience in Pharmaceuticals Industry	45 years experience in Pharmaceuticals Industry	34 years Experience in the field of Sales and Marketing	45 years Experience in the field of Pharmaceuticals Industry
Qualification	BBA	B.Sc.	B.Sc.	M.Sc.	B.Sc.
Terms and conditions of appointment	As stated in the resolution presented to the 40 th Annual General Meeting	As stated in the resolution & Explanatory Statement presented to the 40 th Annual General Meeting	As stated in the resolution & Explanatory Statement presented to the 40 th Annual General Meeting	As stated in the resolution & Explanatory Statement presented to the 40 th Annual General Meeting	As stated in the resolution & Explanatory Statement presented to the 40 th Annual General Meeting
No. & % of Equity Shares held in the Company including shareholding as a	87200 (0.54%) Not hold any share as a beneficial	493062 (3.03%) Not hold any share as a beneficial owner	Nil	Nil	193662 (1.19 %) Not hold any share as a beneficial owner

beneficial owner	owner				
List of outside Company's directorship held	Nil	Sanprabha Welfare Foundation	MPPMO Analytical and Research Centre Private Limited	Nil	Antsy Trading Company Private Limited Sedate Mercantile Private Limited Scope Finance Company Private Limited Cyano IT Services Private Limited Sanprabha Welfare Foundation Cyano Finance And Sales Private Limited
List of Companies in which resigned in the past three years	FORMO PLAST PVT. LTD. (resigned w.e.f. 10.05.2024)	Nil	Nil	Nil	Cyano Pharma Private Limited (resigned w.e.f. 30.03.2024) Formo Plast Pvt. Ltd. (resigned w.e.f. 10.05.2024)
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Nil	Member of the following committees: 1) Audit Committee; 2) Nomination & remuneration Committee; 3) Stakeholders Relationship Committee;	Member of the following committees: 1) Audit Committee; 2) Nomination & remuneration Committee; 3) Stakeholders Relationship Committee;	Nil
Details of remuneration sought to be paid and the remuneration last drawn by such person including sitting fees paid	He was paid 30,000/- per month as a sales and marketing representative in the company before being appointed as a Non-Executive Director.	Rs. 2.50 Lacs per months	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of other Companies in which he/she is director	Nil	Nil	Nil	Nil	Nil
Chairman / Member of the Committees of	Nil	Nil	Nil	Nil	Nil

the Board of Directors of other Companies in which he/she resigned in the past three years					
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Meet Shah is brothers son of Mr. Ketan Shah	Mr. Ketan Shah is uncle of Mr. Meet Shah	Nil	Nil	Mr. Smitesh Shah is uncle of Mr. Ketan Shah
Number of meeting of Board attended during the financial year	He attended only one Board Meeting during his tenure, which was held on February 11th, 2025.	During the year 1 st April, 2024 to 31 st March, 2025, 6 (Six) Board Meetings of the Company were held and Mr. Ketan Shah had attended all the Meetings.	During the year 1 st April, 2024 to 31 st March, 2025, 6 (Six) Board Meetings of the Company were held and Mr. Ashok Kumar Ramawat had attended all the Meetings.	During the year 1 st April, 2024 to 31 st March, 2025, 6 (Six) Board Meetings of the Company were held and Mr. Satish Beohar had attended all the Meetings.	Not applicable since appointed in current financial year 2025-26
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable	Not applicable	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Ashok Kumar Ramawat and concluded that he possess the relevant skill and capabilities	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Satish Beohar and concluded that he	Not applicable since he is proposed to be appointed as non executive non independent director.

			to discharge the role of Independent Director.	possess the relevant skill and capabilities to discharge the role of Independent Director.	
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**BY ORDER OF THE BOARD OF DIRECTORS
FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED**

**DATE: 23RD AUGUST, 2025
PLACE: INDORE**

**SD/-
APOORV JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER
A71739**



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