



# BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED

Regd. Office : 11/12, Sector-E, Sanwer Road, Industrial Area, Indore - 452 015.

Tel. : 0731-2723016 E-mail : biofilchemicals@yahoo.com / bcplcompliance@gmail.com

Factory : Plot No. 8, Sector - III, Kheda Industrial Area, Pithampur Distt. Dhar (M.P.) PIN - 454 775

Admn. Office : B-12/B, Industrial Estate, Pologround, Indore - 452 015 (M.P.)

Tel. : 0731-2426700, 2426718 • CIN : L24233MP1985PLC002709

Date: 29<sup>th</sup> September, 2021

To,  
The Secretary  
The BSE Limited  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001

The Secretary  
National Stock Exchange of India Limited,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E) Mumbai - 400 051

**Sub: - Submission of Combined Scrutinizer's Report on Remote E-voting and e-voting facility during the 36<sup>th</sup> Annual General Meeting of the Company.**

**Ref: BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED  
(BSE Scrip Code: 524396; NSE Symbol: BIOFILCHEM; ISIN INE829A01014)**

Dear Sir,

The 36<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 27<sup>th</sup> September 2021 at 03.10 p.m. (IST) through video conference (VC) / other audio visual means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

In terms of the provisions of the Companies Act, 2013 and the Listing Regulations, the Company had provided remote e-voting facility and e-voting facility (Insta Poll) at the AGM. Mr. L. N. Joshi, Practicing Company Secretary scrutinized the remote e-voting process and e-voting (Insta Poll) at the AGM. The Scrutinizer's Report dated 27<sup>th</sup> September, 2021 is attached as Annexure 1.

All resolutions as set out in the Notice of the AGM were approved by the shareholders with requisite majority.

In terms of the provisions of Regulation 44 of the Listing Regulations, the details of the results of voting held through remote e-voting and e-voting at the AGM (Insta Poll) is attached as Annexure 2.

Kindly take the same on record.

Thanking You,

Yours Faithfully,

For BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

  
Shikha Khilwani  
Company Secretary & Compliance Officer  
Meb No: A 43203  
Enc: a/a





# L N JOSHI & CO.

**PRACTISING COMPANY SECRETARY**

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

**L N Joshi**

M. Com., LL.B. (Hons), FCS  
Insolvency Professional

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E-mail

lnjoshics@gmail.com

## Combined Scrutinizer's Report

[Pursuant to Sections 108 of the Companies Act 2013 read with Rule 20 of the Companies  
(Management and Administrations) Rules 2014 as amended]

To,  
The Chairman,  
**36<sup>th</sup> Annual General Meeting of  
BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED,**  
Registered office: 11/12, Sector E,  
Sanwer Road, Industrial Area,  
Indore-452015 (M.P.)

**SUB: Combined Scrutinizer's Report on Remote E-Voting and E-voting facility during the AGM (Insta Poll) to the members attending through Video Conferencing/Other Audio Visual Means (VC/OAVM) in respect of the 36<sup>th</sup> Annual General Meeting of Biofil Chemicals & Pharmaceuticals Limited held on Monday, 27<sup>th</sup> September, 2021 at 3:10 P.M. (IST).**

Dear Sir,

I, L.N. Joshi, Practicing Company Secretary, at 122, Krishna Business Centre, 11, P U 4, Next to Medanta Hospital, Rasoma Square, Indore (M.P.) 452010, have been duly appointed as the Scrutinizer on 13<sup>th</sup> August, 2021 in the meeting of the Board of Directors of Biofil Chemicals & Pharmaceuticals Limited (hereinafter referred to as "**the Company**") for the purpose of scrutinizing remote e-voting process and e-voting at the 36<sup>th</sup> Annual General Meeting ("AGM"), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circulars No.20/2020 dated 5<sup>th</sup> May, 2020, read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 13<sup>th</sup> January, 2021 issued by the Ministry of Corporate Affairs ("MCA") and in accordance with the circular dated 12<sup>th</sup> May, 2020 read with circular dated 15<sup>th</sup> January, 2021 issued by the Securities and Exchange Board of India ("SEBI") on the proposed resolutions contained in notice of 36<sup>th</sup> Annual General Meeting of the members of the Company dated 13<sup>th</sup> August, 2021 (the "notice").

The Management of the Company is responsible to ensure the compliance of the requirements of the Act, Rules and circulars issued by Ministry of Corporate Affairs and SEBI relating to remote e-voting and e-voting during the 36<sup>th</sup> AGM on the proposed

Report of Scrutinizer on Remote E-Voting and E-Voting at the 36<sup>th</sup> AGM of BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED



resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the 36<sup>th</sup> AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting system provided by Central Depositories Services (India) Limited (CDSL), the agency authorized under the Rules and engaged by the Company, to provide platform for voting through remote e-voting and e-voting during the 36<sup>th</sup> AGM and platform for VC/OAVM facility for participation in the 36<sup>th</sup> AGM.

As mentioned in the Notice the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company and the same was deemed to be the venue of AGM.

I do hereby submit my Report as under:-

- (i) The Company had appointed Central Depositories Services (India) Limited (CDSL) as the **service provider**, for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the meeting.
- (ii) Ankit Consultancy Private Limited is the Registrar and Transfer Agent ("**RTA**") of the Company.
- (iii) CDSL had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted in the 36<sup>th</sup> AGM of the Company, which was held on Monday, 27<sup>th</sup> September, 2021.
- (iv) The voting rights were reckoned on Monday, 20<sup>th</sup> September, 2021, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting during the 36<sup>th</sup> Annual General Meeting.
- (v) Remote E-Voting platform remained open from Friday, 24<sup>th</sup> September 2021 (9:00 A.M.) up to Sunday, 26<sup>th</sup> September 2021 (5:00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform provided by CDSL.
- (vi) As prescribed in clause 3(A)(IV) of the Circular dated 5<sup>th</sup> May, 2020 read with Circular dated 13<sup>th</sup> January, 2021 issued by MCA, which is forming part of the MCA & SEBI CIRCULARS, the Company had released an advertisement prior to sending Notice of AGM to the Members which was published in "Free Press Journal" Indore & Mumbai (English language) and in "Choutha Sansar" Indore (Hindi language) both on **20<sup>th</sup> August, 2021**.
- (vii) As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement after completion of dispatch of Notice along with Annual Report to



Members, which was published in "Free Press Journal" Indore & Mumbai (English language) and in "Choutha Sansar" Indore (Hindi language) both on 3<sup>rd</sup> September, 2021.

(viii) At the end of the voting period on 26<sup>th</sup> September, 2021 at 5:00 P.M. (IST), the voting portal of service provider was blocked.

(ix) CDSL provided me the names, DP ID/folio numbers and shareholding of Members who had cast their votes through remote e-voting.

(x) At the 36<sup>th</sup> AGM of the Company held through VC/OAVM, on Monday, 27<sup>th</sup> September 2021, after considering all the items of the business, the facility to vote electronically through instapoll was provided to facilitate those members who are attending the meeting through VC/OAVM but did not participate in the Remote E-voting to cast their votes. On 27<sup>th</sup> September 2021, after tabulating the votes cast electronically by the system provided by CDSL, the votes cast through E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Anisha Mangal and Ms. Shweta Verma who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the Rule 20 of the Companies (Management and Administration) Rules, 2014. After the voting by electronic means the votes cast through E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

I submit my Combined Scrutinizer's Report on the results of voting through remote e-voting and e-voting during the 36<sup>th</sup> AGM as under:

#### Item No. 1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021, together with the Reports of the Board of Directors and the Auditors thereon;

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	81	9259540	99.998%	1	148	0.002%	9259688	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>81</b>	<b>9259540</b>	<b>99.998%</b>	<b>1</b>	<b>148</b>	<b>0.002%</b>	<b>9259688</b>	<b>0</b>	<b>0</b>

**Item No. 2- Ordinary Resolution**

To appoint a Director in place of Mr. Ketan Shah (DIN: 08818212), Whole Time Director who retires by rotation and being eligible offers himself for re-appointment.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	78	8918589	99.997%	3	299	0.003%	8918888	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>78</b>	<b>8918589</b>	<b>99.997%</b>	<b>3</b>	<b>299</b>	<b>0.003%</b>	<b>8918888</b>	<b>0</b>	<b>0</b>

**Item No. 3- Special Resolution**

Re-appointment of Mr. Ramesh Shah (DIN: 00028819), as a Managing Director of the Company

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	76	8465305	99.995%	5	443	0.005%	8465748	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>76</b>	<b>8465305</b>	<b>99.995%</b>	<b>5</b>	<b>443</b>	<b>0.005%</b>	<b>8465748</b>	<b>0</b>	<b>0</b>

**Item No. 4- Ordinary Resolution**

Appointment of Mr. Satish Beohar (DIN: 09220291) as a Non Executive Independent Director of the Company.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	76	8465305	99.995%	5	443	0.005%	8465748	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>76</b>	<b>8465305</b>	<b>99.995%</b>	<b>5</b>	<b>443</b>	<b>0.005%</b>	<b>8465748</b>	<b>0</b>	<b>0</b>

Report of Scrutinizer on Remote E-Voting and E-Voting at the 36<sup>th</sup> AGM of BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED



1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	79	9259365	99.997%	3	323	0.003%	9259688	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
Total	79	9259365	99.997%	3	323	0.003%	9259688	0	0

Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.

Based on the above information, you may kindly announce the result of remote e-voting prior and during the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the Service Provider in respect of the votes cast through Remote E-Voting and voting conducted at AGM by way of electronic means by the Members of the Company. All relevant record of electronic voting prior and during the 36<sup>th</sup> AGM will remain in my safe custody until the Chairman of the meeting considers, approves and signs the Minutes of 36<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the Company Secretary of the company for safe keeping.

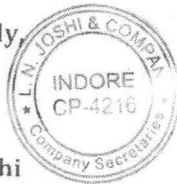
The Company is hereby instructed to put up the results on its website and also that of the service provider and inform to the stock exchange accordingly

Thanking you,

Yours Faithfully,

*L.N. Joshi*  
Scrutinizer

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



To be Countersigned by the Chairman

*Ramesh Shah*

Ramesh Shah

Date: 27<sup>th</sup> September, 2021

Place: Indore

UDIN: F005201C001017795

The following were the witnesses to the unblocking the vote cast through remote E-voting.

*Anisha*  
Ms. Anisha Mangal

*Shweta*  
Ms. Shweta Verma

**General information about company**

Scrip code	524396
NSE Symbol	BIOFILCHEM
MSEI Symbol	NOTLISTED
ISIN	INE829A01014
Name of the company	BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-09-2021
Start time of the meeting	03:10 PM
End time of the meeting	03:20 PM

**Scrutinizer Details**

Name of the Scrutinizer	L.N. JOSHI
Firms Name	L.N. JOSHI & COMPANY
Qualification	CS
Membership Number	5201
Date of Board Meeting in which appointed	13-08-2021
Date of Issuance of Report to the company	27-09-2021

### Voting results

Record date	20-09-2021
Total number of shareholders on record date	29532
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	13
b) Public	29
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Reports of the Board of Directors and Auditors thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7618760	7618760	100	7618760	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7618760	7618760	100	7618760	0	100
Public- Institutions	E-Voting	13300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13300	0	0	0	0	0
Public- Non Institutions	E-Voting	8641740	1640928	18.9884	1640780	148	99.991	0.009
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8641740	1640928	18.9884	1640780	148	99.991
Total		16273800	9259688	56.8994	9259540	148	99.9984	0.0016
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint a Director in place of Mr. Ketan Shah (DIN: 08818212), Whole-time Director who retires by rotation and being eligible offers himself for re-appointment.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7618760	7277960	95.5268	7277960	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7618760	7277960	95.5268	7277960	0	100
Public-Institutions	E-Voting	13300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13300	0	0	0	0	0
Public- Non Institutions	E-Voting	8641740	1640928	18.9884	1640629	299	99.9818	0.0182
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8641740	1640928	18.9884	1640629	299	99.9818
Total		16273800	8918888	54.8052	8918589	299	99.9966	0.0034
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			Re-appointment of Mr. Ramesh Shah (DIN: 00028819), as a Managing Director of the Company.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7618760	6824820	89.5791	6824820	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7618760	6824820	89.5791	6824820	0	100
Public-Institutions	E-Voting	13300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13300	0	0	0	0	0
Public- Non Institutions	E-Voting	8641740	1640928	18.9884	1640485	443	99.973	0.027
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8641740	1640928	18.9884	1640485	443	99.973
Total		16273800	8465748	52.0207	8465305	443	99.9948	0.0052
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of Mr. Satish Beohar (DIN: 09220291) as a Non Executive Independent Director of the Company.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7618760	7618760	100	7618760	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7618760	7618760	100	7618760	0	100
Public-Institutions	E-Voting	13300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13300	0	0	0	0	0
Public- Non Institutions	E-Voting	8641740	1640928	18.9884	1640605	323	99.9803	0.0197
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8641740	1640928	18.9884	1640605	323	99.9803
Total		16273800	9259688	56.8994	9259365	323	99.9965	0.0035
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

