



BIOFIL CHEMICALS & PHARMACEUTICALS LTD.

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Date: 05.10.2016

To,

The Secretary,
Corporate Relationship Department,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

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

Sub: Minutes of 31st Annual General Meeting held on 28.09.2016

Ref: Biofil Chemicals and Pharmaceuticals Limited

(ISIN No.: INE829A01014; BSE Scrip Code: 524396; Scrip name: BIOFILCHEM)

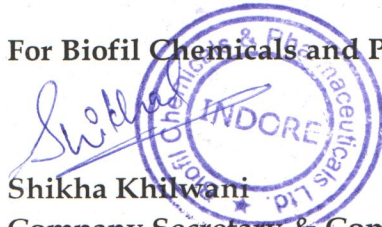
Dear Sir,

With reference to the above, we are enclosing herewith Minutes of 31st Annual General Meeting of the Company which was duly held on Wednesday, September 28, 2016 at the registered office of the Company.

This is for your information and record.

Thanking You

For Biofil Chemicals and Pharmaceuticals Limited


Shikha Khilwani
Company Secretary & Compliance Officer

HELD AT ON TIME

MINUTES OF THE 31st ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED HELD ON WEDNESDAY, SEPTEMBER 28, 2016 AT 2.00 P.M. AT 11/12 SECTOR 'E' INDUSTRIAL AREA SANWER ROAD, INDORE - 452015 (M.P.)

PRESENT:

- | | |
|--------------------------------|--|
| ▪ Mr. Romil Shah | (Director) |
| ▪ Mr. Subhashchandra Swarnakar | (Independent Director) |
| ▪ Mrs. Shaila Jain | (Independent Director & Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee) |

AUDITORS

- | | |
|-------------------|---|
| ▪ Mr. S.N. Gadiya | (Proprietor - M/s S. N. Gadiya & Co.)
Statutory Auditors |
|-------------------|---|

SPECIAL INVITEE:

- | | |
|-------------------|-------------------------------------|
| ▪ Mr. L. N. Joshi | (Scrutinizer & Secretarial Auditor) |
|-------------------|-------------------------------------|

OFFICERS FOR ASSISTANCE

- | | |
|---------------------------|---------------------------|
| ▪ Mr. Jitendra Kumar Sahu | (Chief Financial Officer) |
| ▪ Ms. Shikha Khilwani | (Company Secretary) |

35 Members were present in person as per attendance records, however, no proxy were received by the Company.

PROCEEDINGS OF THE MEETING:

CHAIRMAN

Shri Romil Shah, Director of the Company was elected as the Chairman of this Annual General Meeting and took the Chair. Then, the Chairman formally extended a warm welcome to all the Members, Directors, Auditors and Special Invitees present at the meeting.

For this purpose, Mrs. Kalpana Patil proposed the name of Shri Romil Shah to be elected as the Chairman of the meeting and Mr. Jigar Shah seconded the same.

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❑ LEAVE OF ABSENCE

The Chairman informed the members that the leave of absence had been granted to Mr. Ramesh Shah , Managing Director of the Company on request being made by him in writing and that he had expressed their inability to attend the meeting due to pre- decided engagements.

❑ PROXY

The Company Secretary then announced that until 48 hours before the time of commencement of the Annual General Meeting, no proxy was received.

❑ QUORUM

CS Shikha Khilwani informed that as on cut-off date i.e. 21st September, 2016, there were 5131 members holding shares of the Company, therefore, as per the requirement of Companies Act, 2013, the requisite quorum of 30 members was desired to be personally present at the meeting. After satisfying, the Company Secretary, with the permission of the Chair, announced that the requisite quorum was present and called the meeting in the order and open for proceeding.

NOTICE CONVENING THE 31st ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 31st Annual General Meeting along with Balance Sheet, Profit and Loss Account and Cash Flow Statement for the Year ended 31st March, 2016 along with Notes and Report of Board of the Directors, Corporate governance and the Auditors Report had already been dispatched to the members. With the approval of the members, the above-mentioned Notice, Reports of the Board of Directors and Auditors and the Balance Sheet, Profit and Loss Account and Cash Flow Statement were taken as read.

CHAIRMAN'S SPEECH:

The Chairman then delivered a speech to the gathering briefly reviewing the working of the company, market scenario and business outlook. He also thanked the shareholders for their co-operation and support for the Company.

AUDITORS REPORT

With the permission of the Chair, the Company Secretary informed that there were no qualifications, observations or comments on financial transactions or matters in the Auditor's Report having any adverse effect on the functioning of the Company. Therefore with the permission of the Chair, the Report of the Auditors was taken as read.

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SECRETARIAL AUDIT REPORT

With the permission of the Chair, the Company Secretary informed that in pursuance 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 as amended from time to time, the Company had obtained the Secretarial Audit Report from M/s L.N. Joshi & Co, Practicing Company Secretary.

Further, the Secretarial Audit Report was self explanatory and there was no material qualification and with the permission of the Chair, the same was taken as read.

THE REGISTER OF MEMBERS, REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING:

The Chairman informed the members that Register of Members, Register of Directors and Key Managerial Personnel (KMPs') and their shareholding as required under other provisions of the Companies Act, 2013 have been kept in the meeting and open for inspection of the members.

PROCEDURE FOR THE 31st ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Chairman informed that as per requirement of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the remote e-voting was commenced on Sunday, 25th September, 2016 at 9.00 AM and concluded on Tuesday 27th September, 2016 at 5.00 PM and now voting in the Annual General Meeting shall be conducted by way of poll. Therefore the members were requested to mark their assent or dissent on the poll paper provided to them. He also informed that the members may ask their question on any agenda items of the Company at any time, before exercising their votes.

The Chairman also informed that the Company has appointed Mr. L. N. Joshi, Practicing Company Secretary (FCS 5201) as a scrutinizer to scrutinize the remote e-voting results as well as voting through poll in a fair and transparent manner.

The Chairman also explained that as per section 107 read with section 108 of Companies Act, 2013 there were no voting by show of hands at this Annual General Meeting.

The Company Secretary informed the members that scrutinizer has submitted a list dated 28th September, 2016 on Remote E- voting showing that 16 members have casted their vote through remote E-

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Voting system. The Chairman also placed before the meeting, a copy of the list of members who had casted their vote by using remote e-voting system as aforesaid. But manner of voting done by members was not available.

Further, the Chairman asked the members present at the meeting to raise their queries or seek any clarification/comments relating to the business affairs of the Company and the Chairman of the Audit Committee, Smt Shaila Jain was present to reply the queries. However, no questions were raised in the meeting.

Thereafter, Company Secretary read agenda items of the notice of Annual General Meeting one by one.

CS Shikha Khilwani arranged for the Poll Box, which was sealed by the Scrutinizer in the presence of all the members at the meeting, after showing that it is empty.

The members were provided opportunity to cast their votes by poll and drop their poll papers provided in the Form MGT 12 in the Poll Box and requested to ensure that if any member has casted his vote by remote E voting process, they would not be entitled to cast their vote by Poll and if it is casted, vote given by e-voting shall be considered as final. Further, the Company Secretary requested the members to fill up the entire column in proper manner i.e. name, address, LF/Client Id, shares held and then mark right tick on the assent or dissent in the space provided for the same in Form MGT-12.

The Chairman allowed thirty minutes time for polling and after the Scrutinizer ascertained that no member left for polling, the scrutinizer unlocked the poll box in presence of two members who are not in the employment of the company and collected the Poll Box for scrutiny of the Poll Papers.

The Chairman asked the Scrutinizer about the time to be taken by him for submitting his report. The Scrutinizer replied to submit the report within 48 hours from the conclusion of the Annual General Meeting.

The Chairman also informed the members that the results of the meeting would be announced within 2 working days from the date of AGM and the same shall be posted on the website of the Company and the CDSL.

The Scrutinizer submitted his report on e-voting and poll to the Chairman on the same day i.e. 28th September, 2016. The Chairman

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declared the following results after obtaining the above mentioned report of the Scrutinizer and also declared that the date of passing of the resolution shall be considered as the date of Annual General meeting i.e. 28th September, 2016 as under for all the purposes:

ORDINARY BUSINESS:

I. RESOLUTION NO. 1:

TO RECEIVE, CONSIDER, APPROVE AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon and Management Discussion Analysis and Corporate Governance Report be and are hereby received, considered, approved and adopted."

The result of voting was as under:

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes in against (5)	% votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	7618760	3933410	51.63	3933410	0	100	0
	Poll		382230	5.02	382230	0	100	0
	Total		4315640	56.64	4315640	0	100	0
Public Institutions	E-voting	107300	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
Public Non	E-voting	8547740	14502	0.17	14502	0	100	0

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Institutions	g							
	Poll		1900	0.02	1900	0	100	0
	Total	8547740	16402	0.19	16402	0	100	0
Total		16273800	4332042	26.62	4332042	0	100	0

The resolution was declared as passed with requisite majority of Members.

II. RESOLUTION NO. 2:

RE-APPOINTMENT OF SHRI ROMIL SHAH (DIN 00326110) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

"RESOLVED THAT subject to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Romil Shah (DIN 00326110), who is liable to retire by rotation at this Annual General Meeting and being eligible offered himself for re-appointment be and is hereby re-appointed as a Director of the Company."

The result of voting was as under:

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes in against (5)	% votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	7618760	3933410	51.63	3933410	0	100	0
	Poll		382230	5.02	382230	0	100	0
	Total		4315640	56.64	4315640	0	100	0
Public Institutions	E-voting	107300	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
Public Non	E-voting	8547740	14502	0.17	14502	0	100	0

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Institutions	Poll		1900	0.02	1900	0	100	0
	Total	8547740	16402	0.19	16402	0	100	0
Total		16273800	4332042	26.62	4332042	0	100	0

The resolution was declared as passed with requisite majority of Members.

III. RESOLUTION NO. 3:

RATIFICATION OF APPOINTMENT OF AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) the appointment of M/s. S.N.Gadia & Company, Chartered Accountants (ICAI Firm Registration No. 002052C), as Auditors of the Company for a term of three years i.e. till the conclusion of the 32nd Annual General Meeting to be held in the year 2017, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this 31st Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company to be held in the year 2017, at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

The result of voting was as under:

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes in against (5)	% votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter	E-voting	7618760	3933410	51.63	3933410	0	100	0
	Poll		38223	5.02	382230	0	100	0

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er Group	Total	7618760	0 43156 40	56.64	4315640	0	100	0
Public Institutions	E-voting	107300	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Total	107300	0	0.00	0	0	0	0
Public Non Institutions	E-voting	8547740	14502	0.17	14502	0	100	0
	Poll		1900	0.02	1900	0	100	0
	Total	8547740	16402	0.19	16402	0	100	0
Total		16273800	43320 42	26.62	4332042	0	100	0

The resolution was declared as passed with requisite majority by ordinary resolution.

☐ **VOTE OF THANKS**

All business cited in notice has been discussed and there being no other business to be transacted in the meeting, the meeting concluded with vote of thanks to the Chair and Shareholders for their active participation in the Annual General Meeting.

☐ **TIME OF CONCLUSION OF THE MEETING**

The Meeting was concluded at 2.45 P.m.

Place : Indore
Date : 28.09.2016

ROMIL SHAH
CHAIRMAN