# BIOFIL CHEMICALS & PHARMACEUTICALS LTD.

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


**30th September, 2016**

| | |
|---|---|
| To,<br>The Secretary,<br>Corporate Relationship Department,<br>**Bombay Stock Exchange Limited**<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai-400001 | To<br>The Secretary<br>**The National Stock Exchange Limited**<br>Bandra Kurla Complex Mumbai |

**Sub: - Submission of Voting Results of 31st Annual General Meeting of BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED held on 28th September, 2016 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED (BSE Scrip Code 524396; ISIN No. INE829A01014)**

Dear Sir,

With reference to the above captioned subject and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results of 31st Annual General Meeting of BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED held on Wednesday, 28th September, 2016 at 2:00 P.M. at Registered Office at 11/12, Sector E, Sanwer Road, Industrial Area, Indore(M.P.)-452015 along with Combined Report of Scrutinizer on Remote E-voting and Poll taken at the meeting.

Kindly take the same on record.

**Thanking you,**
**Yours faithfully,**
**For, BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED**

Biofil Chemicals & Pharmaceuticals Ltd. INDORE

**SHIKHA KHILWANI**
**Company Secretary & Compliance Officer**
**M. No. A43203**

# BIOFIL CHEMICALS & PHARMACEUTICALS LTD.

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**DISCLOSURE OF VOTING RESULTS OF 31ST ANNUAL GENERAL MEETING OF BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED HELD ON 28TH SEPTEMBER 2016 AS PER THE REQUIREMENT OF REGULATION 44(3) OF THE SEBI(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF VOTING RESULTS**

| | |
|---|---|
| Date of Annual General Meeting: | 28.09.2016 |
| Total Number of Shareholders on Record Date: | 5131 |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoter and Promoter Group:<br>Public: | <br>11<br>24 |
| No. of shareholders attended the meeting through Video Conferencing:<br>Promoter and Promoter Group:<br>Public: | No such facility was provided to members |

Note: Copy of Combined report of Scrutinizer's on E-voting and Poll are enclosed herewith.

FOR BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED

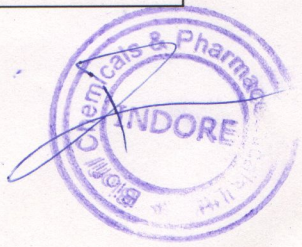
ROMIL SHAH
CHAIRMAN 31ST AGM
Date: 30/09/2016

Biofil Chemicals & Pharmaceuticals Ltd. INDORE

| 1. To Receive, Consider & Adopt the Audited 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; | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/Special) | | Ordinary | | | | | | |
| Whether Promoter/Promoter Group are interested in proposed Agenda/Resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7618760 | 3933410 | 51.63 | 3933410 | 0 | 100 | 0 |
| | Poll | | 382230 | 5.02 | 382230 | 0 | 100 | 0 |
| | Total | 7618760 | 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 | 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 | 4332042 | 26.62 | 4332042 | 0 | 100 | 0 |

| 2. Appoint Director in place of Mr. Romil Shah (DIN: 00326110), who retires by rotation and being eligible offers himself for re-appointment. | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/Special) | | Ordinary | | | | | | |
| Whether Promoter/Promoter Group are interested in proposed Agenda/Resolution? | | Yes | | | | | | |
| 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 - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7618760 | 3933410 | 51.63 | 3933410 | 0 | 100 | 0 |
| | Poll | | 382230 | 5.02 | 382230 | 0 | 100 | 0 |
| | Total | 7618760 | 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 | 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 | 4332042 | 26.62 | 4332042 | 0 | 100 | 0 |

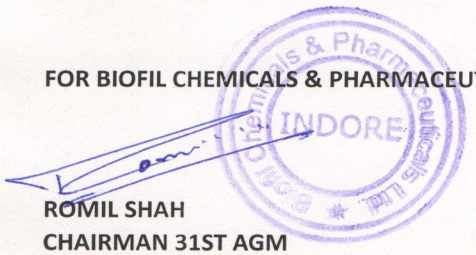
| 3. Consider Ratification of Appointment of Auditors(M/s S.N. Gadiya & Company) of the Company. | |
|---|---|
| Resolution required: (Ordinary/Special) | Ordinary |
| Whether Promoter/Promoter Group are interested in proposed Agenda/Resolution? | No |



| 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 - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 7618760 | 3933410 | 51.63 | 3933410 | 0 | 100 | 0 |
| | Poll | | 382230 | 5.02 | 382230 | 0 | 100 | 0 |
| | Total | 7618760 | 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 | 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 | 4332042 | 26.62 | 4332042 | 0 | 100 | 0 |

**Note: Copy of Combined report of Scrutinizer's on E-voting and Poll are enclosed herewith.**

**FOR BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED**




**ROMIL SHAH**
**CHAIRMAN 31ST AGM**
**Date: 30/09/2016**

**L.N. JOSHI & CO.**
PRACTISING COMPANY SECRETARY

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

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

**To,**
**The Chairman,**
**31st Annual General Meeting of**
**BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED,**
**Registered office: 11/12, Sector E,**
**Sanwer Road, Industrial Area,**
**Indore-452015(M.P.)**

Dear Sir,

**SUB: Consolidated Scrutinizer's Report on Remote E-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration)Rules, 2014 as amended by Companies(Management and Administration)Rules, 2015 and Poll conducted at 31st Annual General Meeting of BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED held on Wednesday, 28th September, 2016 at 2.00 P.M.**

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

(i) The Board of Directors of Biofil Chemicals & Pharmaceuticals Limited in their meeting held on 10th August, 2016 for the purpose of scrutinizing the Remote E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of Companies (Management and Administration) Amendment Rules, 2015 in respect of the below mentioned resolutions transacted at the 31st Annual General Meeting (AGM) of the members of the Company held on Wednesday, 28th September, 2016.

(ii) The Chairman of the 31st Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the AGM of the members of the Company held on Wednesday, 28th September, 2016.

2. The Notice dated 10th August, 2016 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

**3. Cut-off Date**

The voting rights were reckoned on Wednesday, 21st September 2016, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

L. N. JOSHI & COMPANY * INDORE CP-4216 * Company Secretaries

**4. Remote E-Voting**

4.1 Agency:

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

4.2 Remote E-Voting:

Remote E-Voting platform remained open from Sunday, 25th September 2016 (9.00 A.M.) up to Tuesday, 27th September 2016 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-voting platform provided by CDSL.

**5. Voting at AGM**

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

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

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

**6. RESULTS**

6.1 I observed that

a) 16 members had cast their votes through remote E-voting.

b) 9 members had cast their votes through poll conducted at the meeting.

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

**Item No. 1-Ordinary Resolution**

**To Receive, Consider & Adopt the audited 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;**

| 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 |
| Poll at AGM | 9 | 384130 | 100% | 0 | 0 | 0 | 384130 | 0 | 0 |
| Remote Evoting | 16 | 3947912 | 100% | 0 | 0 | 0 | 3947912 | 0 | 0 |
| Total | 25 | 4332042 | 100% | 0 | 0 | 0 | 4332042 | 0 | 0 |

M. N. JOSHI & COMPANY INDORE CP-4216 Company Secretaries

**Item No. 2- Ordinary Resolution**

**Appoint a Director in place of Mr. Romil Shah (DIN: 00326110), 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 |
| Poll at AGM | 9 | 384130 | 100% | 0 | 0 | 0 | 384130 | 0 | 0 |
| Remote Evoting | 16 | 3947912 | 100% | 0 | 0 | 0 | 3947912 | 0 | 0 |
| Total | 25 | 4332042 | 100% | 0 | 0 | 0 | 4332042 | 0 | 0 |

**Item No. 3-Ordinary Resolution**

**Consider Ratification of Appointment of Auditors 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 |
| Poll at AGM | 9 | 384130 | 100% | 0 | 0 | 0 | 384130 | 0 | 0 |
| Remote Evoting | 16 | 3947912 | 100% | 0 | 0 | 0 | 3947912 | 0 | 0 |
| Total | 25 | 4332042 | 100% | 0 | 0 | 0 | 4332042 | 0 | 0 |

Based on the above information, you may kindly announce the result of voting by Poll at AGM and remote e-voting.

All relevant record of electronic voting and poll will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of 31st 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 not later than 48 hours of conclusion of 31st Annual General Meeting.

**Thanking you,**
**Yours Faithfully,**

L.N. JOSHI & COMPANY INDORE CP-4216 Company Secretaries

**Scrutinizer**
**Name: L.N. Joshi**
**Practicing Company Secretary**
**FCS: 5201; CP: 4216**
**Place: Indore**
**Date: 28th September, 2016**

**To be Countersigned by the Chairman**

**Romil Shah**