

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: 17th February, 2025

To, The Secretary (DCS/Compliance), Corporate Relationship Department, BSE Limited (DCS/Compliance) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	To, The Secretary (Listing/Compliance), National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Mumbai – 400051
--	---

SUBJECT: - POSTAL BALLOT NOTICE – DISCLOSURE UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”)

REF: BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED (BSE SCRIP CODE: 524396; NSE SYMBOL: BIOFILCHEM; ISIN: INE829A01014)

Dear Sir/Madam,

Pursuant to Section 110 read with Section 108 and all other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is in the process of conducting Postal Ballot by means of remote e-voting for seeking approval of Members of the Company for the businesses as specified in the Postal Ballot Notice dated February, 11, 2025, (the “Notice”). Accordingly, pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of postal ballot to take on your records.

In compliance with the Companies Act, 2013 and Circulars issued by Ministry of Corporate Affairs, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent of the Company or depository (ies)/ depository participant(s) and whose name appear in the Register of Members/List of Beneficial Owners of the Company provided by the Depositories as on Friday February, 14, 2025.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 am (IST) on Thursday, 20th February, 2025

End of remote e-voting: Till 5.00 p.m. (IST) on Friday, 21st March, 2025

The Company has engaged the services of Central Depository Services India Limited (‘CDSL’) as the agency to provide remote e-voting facility.

The Notice is hosted on the website of the Company at www.biofilgroup.net and also be available on the website of CDSL at www.evotingindia.com.

You are requested to kindly take the same on your records.

Thanking you,

Yours Faithfully,

FOR, BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

**RAMESH SHAH
CHAIRMAN & MANAGING DIRECTOR
DIN: 00028819**

Enclosed: As above

POSTAL BALLOT NOTICE



BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

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

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and “MCA Circulars” as defined below]

To,

The Members of the BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions if any of the Companies Act, 2013 (“the Act”) as amended from time to time read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for inter-alia conducting postal ballot through remote e-voting vide General Circular No.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 08th December, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and followed by General Circular No. 09/2024 dated September 19, 2024, **(collectively called as “MCA Circulars”)** and other applicable provisions of the Act, rules, circulars and notifications issued there under, that the resolutions set out below are proposed to be passed as Special Businesses through the mechanism of postal ballot process through voting by electronic means (**‘remote e-voting’**) in accordance with the provisions of the Companies Act 2013 and rules made there under.

Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/ RTA or Depository/ Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system.

The Statement pertaining to the said resolutions setting out the material facts and the reasons for proposing the same are annexed herewith for your consideration and approval.

In accordance with the provisions of the MCA Circulars, the Company is sending Postal Ballot Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelop will not be sent to

the members for this Postal Ballot process and members are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed there under and MCA Circulars, the company has extended the remote e-voting facility for its members, to enable them to cast their votes electronically. The members can vote on resolutions through remote e-voting facility. Assent or dissent of the members on the resolutions mentioned in the Postal Ballot Notice would be taken through the remote e-voting system as per the MCA Circulars.

Members desiring to exercise their vote are requested to carefully follow the instructions stated in the notes under section “The Instruction for the members for remote e-voting” appended with this Postal Ballot Notice and cast their votes not later than 5:00 P.M. (IST) on Friday, 21st Day of March, 2025.

The Board of Directors of the Company, at its meeting held on Tuesday, 11th February, 2025 appointed Mr. L.N. Joshi, Practicing Company Secretary, Indore (Membership Number F-5201, Certificate of Practice Number 4216), as Scrutinizer for conducting the postal ballot process through Remote E-voting in a fair and transparent manner. Further, the Company has engaged Central Depository Services India Limited (‘CDSL’) to provide remote e-Voting facility to the Equity Shareholders of the Company.

The Scrutinizer after completion of the scrutiny will submit the report to the Chairman or any authorized person of the Company. Thereafter the result of the postal ballot will be announced by the Chairman or the Company Secretary of the Company on or before Saturday, 22nd March 2025 at the registered office of the Company. The aforesaid result along with scrutinizers report would be displayed at the registered office of the company, intimated to the Stock Exchanges wherever the shares of the Company are listed and displayed along with the scrutinizer’s report on the Company’s website as well as on the website of CDSL. The resolutions, if approved shall be deemed to have been passed on the last date specified by the Company for receipt of votes i.e. Friday, 21st Day of March, 2025.

The Following Special Businesses are proposed to be passed by members of the Company through Postal Ballot via ‘remote e-voting’ are given below:

SPECIAL BUSINESSES

ITEM NO. 1:- CONFIRMATION OF APPOINTMENT OF MR. MEET SHAH (DIN: 06578351) 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 150, 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. Meet Shah (DIN: 06578351) who was appointed by the Board of Directors of the Company at their meeting held on 30th December, 2024 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.”

ITEM NO. 2:- SALE, TRANSFER OR OTHERWISE DISPOSE OF PLANT & MACHINERIES, FURNITURE, FIXTURES, SCRAPS, STRUCTURE, TOOLS, MANUFACTURING EQUIPMENTS AND OTHER ASSETS EXCEPT LEASEHOLD LAND AND BUILDING SITUATED AT 11/12, SECTOR 'E', SANWER ROAD INDUSTRIAL AREA, INDORE M.P. TO CYANO PHARMA PRIVATE LIMITED (RELATED PARTY):

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

“RESOLVED THAT pursuant to Regulation 23 and other applicable provisions 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 approval of the Audit Committee and the Board of Directors of the Company and pursuant to resolution passed by the members of the company in their 39th Annual General Meeting held on 30th September, 2024 and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, the Consent of the members of the company be and are hereby accorded to enter into material related party contracts/arrangements/transactions with Cyano Pharma Private Limited (CPPL) being “related party” within the meaning of Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, for effecting sale, transfer or otherwise dispose of plant & machineries, furniture, fixtures, scraps, structure, tools, manufacturing equipments and other assets ***except leasehold land and building*** situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh which may exceeds 10% of the Annual Consolidated Turnover of the Company as per the last audited financial statements of the company provided that the said transactions to be entered into/carried out on arm’s length basis on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof), as may be agreed between the Company and Cyano Pharma Private Limited more particularly enumerated in the explanatory statement.

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 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.

FURTHER RESOLVED 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.”

ITEM NO. 3:- SALE, TRANSFER OR OTHERWISE DISPOSE OF ONLY LEASEHOLD LAND RIGHT & BUILDING SITUATED THEREON AT 11/12, SECTOR 'E', SANWER ROAD INDUSTRIAL AREA, INDORE M.P TO FORMO PLAST PRIVATE LIMITED (RELATED PARTY):

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

“RESOLVED THAT pursuant to Regulation 23 and other applicable provisions 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 approval of the Audit Committee and the Board of Directors of the Company and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, the Consent of the members of the company be and are hereby accorded to enter into material related party contracts/arrangements/transactions with Formo Plast Private Limited being “related party” within the meaning of Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, for effecting sale, transfer or otherwise dispose of only Leasehold land right & building thereon situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh which may exceeds 10% of the net worth of the Company computed on the basis of the audited financial statements of the preceding financial year provided that the said transactions to be entered into/carried out on arm’s length basis on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof), as may be agreed between the Company and Formo Plast Private Limited more particularly enumerated in the explanatory statement.

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 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.”

By order of the Board of Directors
FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

Sd/-
RAMESH SHAH
Chairman & Managing Director
DIN: 00028819

Date: 11th February, 2025

Place: Indore

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN: L24233MP1985PLC002709

Registered Office: 11/12, Sector E Sanwer Road,

Indore-452015 (M.P.)

Website: www.biofilgroup.net

Email: bcplcompliance@gmail.com

Phone: 0731-2723016

NOTES:

1. The Statements pursuant to Section 102 and 110 of the Companies Act, 2013, setting out material facts and the reasons for the proposal relating to the Special Businesses is annexed herewith.
2. The Notice of Postal ballot is being sent electronically (by e-mail) to those members who have registered their e-mail IDs with their Depository Participants or with Company or with Company's Registrar and Share Transfer Agent (RTA) and whose names appear on the Register of Member/ List of Beneficial Owners on Friday, 14th February, 2025. A copy of this Postal Ballot Notice is also available on the website of the Company at www.biofilgroup.net and the websites of the Stock Exchanges i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and also be available on the website of CDSL at www.evotingindia.com.
3. In terms of the MCA Circulars, the Company will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot process. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Shareholders, whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 14th February, 2025 will be considered for the purpose of e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides Members the facility to exercise their right to vote by electronic means through remote e-voting services provided by CDSL and those members who are facing any difficulty in casting their vote through remote e-voting may send mail to the company. The instructions for remote e-voting are annexed to this Notice. The voting period begins on Thursday, 20th February 2025 at 09:00 a.m. and ends on Friday, 21st March, 2025 at 05:00 p.m. During this period, members of the Company, holding shares as on cut-off date of Friday, 14th February, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and voting shall not be allowed beyond the said date and time.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same were passed at a general meeting of the Members convened in that regard. The resolution(s), if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Friday, 21st March, 2025.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on Friday, 14th February, 2025. A person who is not a member on the cutoff date i.e. Friday, 14th February, 2025, should treat this notice for information purpose only.

7. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off date are requested to register their e-mail Ids to their respective Depository Participant, it will automatically be reflected in the RTA Record or to mail the company at bcplcompliance@gmail.com with the name of registered member(s), folio number(s)/DP-Id/Client-Id and Number of equity shares held from the email address they wish to register to enable them exercise their vote on special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by CDSL. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
8. Voting right in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representative with proof of their authorization.
9. Members desiring to exercise their vote are requested to carefully follow the instructions in the notes under section "The Instruction for the members for remote e-voting" appended with this Notice and cast their votes not later than 5:00 P.M. (IST) on Friday, 21st March, 2025, failing which it will be strictly considered that no vote has been received from the members.
10. The Company has appointed Mr. L. N. Joshi, Practicing Company Secretary, Indore (Membership Number F-5201, Certificate of Practice Number 4216) to act as the Scrutinizer for conducting the postal ballot process through remote e-voting mechanism in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any authorized person after the completion of scrutiny and the result of the voting will be announced by the Chairman or the Company Secretary of the Company on or before Saturday, 22nd March 2025 and will be displayed on the Company's website viz. www.biofilgroup.net and website of Exchanges i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and will be communicated to the Central Depository Services (India) Limited at www.evotingindia.com. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.
11. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of valid votes i.e. Friday, 21st March, 2025.
12. With a view to use natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants.
13. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to dispatch of Postal Ballot notice shall be announced through an advertisement and shall be published at least once in a vernacular newspaper in the principal vernacular language of the district and having wide circulation in that district and at least once in English language in an English newspaper having a wide circulation in that district in which registered office of the company is situated.

14. All the relevant documents and material documents referred to in the Postal Ballot Notice and explanatory statement will be available for inspection electronically until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. Friday, 21st March, 2025. Members who wish to inspect the documents are requested to send an email to Company at bcplcompliance@gmail.com mentioning their name, folio no./client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING 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 voting period begins on Thursday, 20th February, 2025 at 09:00 A.M. onwards and ends on Friday, 21st March, 2025 at 05:00 P.M. During this period shareholders' of the Company, as on the cut-off date Friday, 14th February, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.

- (iii) 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 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	<ol style="list-style-type: none"> 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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. 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.cdslindia.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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsdl.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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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

	<p>'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 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

(iv) Login method for Remote e-Voting 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant **BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED** on which you choose to vote.
- (ix) 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.

- (x) Click on the “Resolutions File Link” if you wish to view the entire resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
- (xvi) **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 “Corporate” 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 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; bcplcompliance@gmail.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. 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) by email to **Company/RTA email id.**

2. For Demat shareholders - Please update your email id & mobile number with your respective Depository Participant (DP).

3. 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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact attoll free no. 1800 22 55 33.

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free number 1800 22 55 33.

By order of the Board of Directors
FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

Sd/-
RAMESH SHAH
Chairman & Managing Director
DIN: 00028819

Date: 11th February, 2025
Place: Indore

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
CIN: L24233MP1985PLC002709
Registered Office: 11/12, Sector E Sanwer Road,
Indore-452015 (M.P.)
Website: www.biofilgroup.net
Email: bcplcompliance@gmail.com
Phone: 0731-2723016

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT MATERIAL FACTS:

ITEM NO. 1: CONFIRMATION OF APPOINTMENT OF MR. MEET SHAH (DIN: 06578351) AS A DIRECTOR UNDER THE CATEGORY OF PROMOTER NON EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY.

As per the provisions of Regulation 17(1)(c) of SEBI (LODR) Regulation, 2015 the board of directors of the top 2000 listed entities shall comprise of not less than six directors. Being a top 2000 company on NSE and in view of Resignation of Mr. Romil Shah (DIN: 00326110) Non Executive Director of the company w.e.f. 27th November, 2024, it was required to appoint new director to comply the provisions of Regulation 17(1)(c) of SEBI (LODR) Regulation, 2015. In view of the above the Board of Directors at their meeting held on 30th December, 2024 has appointed Mr. Meet Shah (DIN: 06578351) as an additional Director of the Company under the category of Promoter Non Executive and Non-Independent Director with effect from 30th December, 2024 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. Meet Shah (DIN: 06578351) 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 0.54% holding i.e. 87200 equity shares of Rs. 10/- each in the Company.

Further the Nomination & Remuneration Committee of the Board at its Meeting held on 30th December, 2024 had recommended the appointment of Mr. Meet Shah (DIN: 06578351). The Board as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience, appointment of Mr. Meet Shah (DIN: 06578351) 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. Meet Shah (DIN: 06578351) 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. Meet Shah (DIN: 06578351) 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. 1 of the accompanying notice for approval of the members of the Company.

Save and except proposed appointee, Shri Ramesh Shah, Chairman and Managing Director and Shri Ketan Shah, Whole Time 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.

ITEM NO. 2:- SALE, TRANSFER OR OTHERWISE DISPOSE OF PLANT & MACHINERIES, FURNITURE, FIXTURES, SCRAPS, STRUCTURE, TOOLS, MANUFACTURING EQUIPMENTS AND OTHER ASSETS EXCEPT LEASEHOLD LAND AND BUILDING SITUATED AT 11/12, SECTOR 'E', SANWER ROAD INDUSTRIAL AREA, INDORE TO CYANO PHARMA PRIVATE LIMITED (RELATED PARTY):

Pursuant to the Provisions of Section 188(1) of the Companies Act, 2013 ("the Act"), the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary resolution in case the value of the Related party transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in Ordinary course of business and on arm's length basis.

Section 188(1)(b) of the Companies Act, 2013 ("Act") read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 require that any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind, where the amount involved is equal to or exceeds 10% of the net worth of the company, is to be approved by the members of the company by way of passing an Ordinary resolution (Prior approval) except where the proposed related party transactions are in the Ordinary course of business and at arm's length basis.

Furthermore, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') mandates approval of the Members through resolution passed at General Meeting for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds rupees one thousand crore or 10% of the Annual consolidated turnover of the Company, as per the last audited financial statements of the Company, whichever is lower.

Cyano Pharma Private Limited (CPPL) is a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Biofil Chemicals and Pharmaceuticals Limited (BCPL), had entered into an agreement dated 13th August, 2024 with CPPL for sale, transfer or otherwise dispose the whole of the undertaking of the Company situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore - 452015 Madhya Pradesh including Leasehold land right, plant & machineries, furniture, fixtures, scraps, structure, tools, manufacturing equipments and other assets at lump sum consideration at Rs 4.12 Crores, which was further approved by members in their 39th Annual General meeting held 30th September, 2024. However, the agreement for the disposal of the entire undertaking could not be completed Due to the unavailability of a suitable space for CPPL as required under the Government's Drug Policy, the planned transaction could not proceed. Consequently, upon CPPL's request, the agreement was mutually canceled by both parties in accordance with the agreed terms on 11th February, 2025.

Further CPPL is agreed to acquire entire plant & machineries, furniture, fixtures, scraps, structure, tools, manufacturing equipments and other assets **except leasehold land and building** situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh on consideration value of Rs.2.15 Crores on an arm's length basis based on the valuations arrived by an independent Registered Valuer (RV) registered with the Insolvency and Bankruptcy Board of India (IBBI).

Further Company had already obtained approval from members in their 39th Annual General Meeting held on 30th September, 2024 for related party transactions with CPPL for an aggregate value of up to INR 35 Crores (Rupees Thirty Five Crores only) to be entered in for financial year 2024-25 and up to the date of 40th Annual General Meeting, which is in the ordinary course of business and at arm's length basis. However proposed transactions shall be apart from annual limit fixed by the members of the company.

Furthermore members of the company have given their consent for Disposal of Undertaking Situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh through postal ballot mechanism on 15th March, 2024 pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013.

Accordingly, on the basis of review and approval of the Audit Committee, the Board of Directors recommends the resolution contained in Item No. 2 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 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)	<p>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.</p> <p>Mr. Ramesh Shah, Chairman & Managing Director; Mr. Ketan Shah, Whole Time Director and their relatives are members in CPPL further relatives of Mr. Meet Shah Non Executive Director of the Company are also members in CPPL.</p> <p>Mr. Ramesh Shah holds Directorship in CPPL.</p> <p>Sale, transfer or otherwise dispose of plant & machineries, furniture, fixtures,</p>

		scrap, structure, tools, manufacturing equipments and other assets except leasehold land and building situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh to Cyano Pharma Private Limited at INR 2.15 Crores subject to approval of the members by way of postal ballot process through voting by electronic means.
b.	Tenure of Proposed Transaction	The expected completion date is on or before June, 30 th , 2025 and subject to approval of shareholders by way of postal ballot process through voting by electronic means.
c.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Ramesh Shah, Chairman & Managing Director; Mr. Ketan Shah, Whole Time Director and their relatives are members in CPPL further relatives of Mr. Meet Shah Non Executive Director of the Company are also members in CPPL. Mr. Ramesh Shah holds Directorship in CPPL.
d.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature & Material Terms of Transactions: The transaction of Sale, transfer or otherwise dispose of entire plant & machineries, furniture, fixtures, scrap, structure, tools, manufacturing equipments and other assets except leasehold land and building situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh to Cyano Pharma Private Limited on arms length basis. Monetary value: Board of Directors of the Company in their meeting held on 11 th February, 2025 have approved Sale, transfer or otherwise dispose of entire plant & machineries, furniture, fixtures, scrap, structure, tools, manufacturing equipments and other assets except leasehold land and building situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh at a lump sum consideration INR 2.15 Crores subject to approval of shareholders by way of postal ballot process through voting by electronic means.

		Particulars of Contracts or arrangement: Already described in “ Background, details and benefits of the transaction ” which forms part of the explanatory statement to the Item No. 2.
e.	Value of Transaction	At a lump sum consideration INR 2.15 Crores
f.	Percentage of annual consolidated turnover of Biofil Chemicals & Pharmaceuticals Limited considering FY 2023-24 as the immediately preceding financial year, that is represented by the value of the proposed transaction	Proposed transaction is 5.37% on the basis of the annual consolidated turnover of Company as on 31 st March, 2024.
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. 2.
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 connection with the proposed transaction	Not Applicable
	(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	Not Applicable

	email address of the shareholder	
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 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. 2.

Save and except Mr. Ramesh Shah, Chairman & Managing Director, Mr. Ketan Shah Whole Time Director, Mr. Meet Shah Non Executive Director and their relatives being a member of 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. 3:- SALE, TRANSFER OR OTHERWISE DISPOSE OF ONLY LEASEHOLD LAND RIGHT & BUILDING SITUATED AT 11/12, SECTOR 'E', SANWER ROAD INDUSTRIAL AREA, INDORE M.P. TO FORMO PLAST PRIVATE LIMITED (RELATED PARTY):

Pursuant to the Provisions of Section 188(1) of the Companies Act, 2013 ("the Act"), the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary resolution in case the value of the Related party transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in Ordinary course of business and on arm's length basis.

Section 188(1)(b) of the Companies Act, 2013 ("Act") read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 require that any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind, where the amount involved is equal to or exceeds 10% of the net worth of the company, is to be approved by the members of the company by way of passing an Ordinary resolution (Prior approval) except where the proposed related party transactions are in the Ordinary course of business and at arm's length basis.

Further, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') mandates approval of the Members through resolution passed at General Meeting for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis.

In 39th Annual General meeting held on 30th September, 2024, the company had obtained approval from the members for disposal of whole of the Undertaking situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh to Cyano Pharma Private Limited (CPPL), but later on the agreement for the disposal of the undertaking could not be completed Due to the unavailability of a suitable space for CPPL as required under the Government's Drug Policy, the planned transaction could not proceed. Consequently, upon CPPL's request, the agreement was mutually canceled by both parties in accordance with the agreed terms on 11th February, 2025. After that Board of Directors in their meeting held on 11th February, 2025 have accorded their consent subject to approval of members by way of postal ballot process through voting by electronic means for sale, transfer or otherwise dispose of only Leasehold land right & building thereon situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh to Formo Plast Private Limited (FPPL) a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on consideration value of Rs. 2.00 Crores on an arm's length basis based on the valuations arrived by an independent Registered Valuer (RV) registered with the Insolvency and Bankruptcy Board of India (IBBI).

Further members of the company have given their consent for Disposal of Undertaking Situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh through postal ballot mechanism on 15th March, 2024 pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013.

Accordingly, on the basis of review and approval of the Audit Committee, the Board of Directors recommends the resolution contained in Item No. 3 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 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)	Formo Plast Private Limited (FPPL) 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. Relatives of Mr. Ramesh Shah, Chairman & Managing Director are member in FPPL; Mr. Ketan Shah, Whole Time Director of the Company and their relatives are members in FPPL.

		Sale, transfer or otherwise dispose of only Leasehold land right & building situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh to Formo Plast Private Limited at INR 2.00 Crores subject to approval of the members by way of postal ballot process through voting by electronic means.
b.	Tenure of Proposed Transaction	The expected completion date is on or before June, 30 th , 2025 and subject to approval of shareholders by way of postal ballot process through voting by electronic means.
c.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Relatives of Mr. Ramesh Shah, Chairman & Managing Director are member in FPPL; Mr. Ketan Shah, Whole Time Director of the Company and their relatives are members in FPPL and Mr. Meet Shah director of the company are also hold directorship in FPPL and his relatives also members in FPPL.
d.	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>Nature & Material Terms of Transactions: The transaction of sale, transfer or otherwise dispose of only Leasehold land right & building situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh to Formo Plast Private Limited on arms length basis.</p> <p>Monetary value: Board of Directors of the Company in their meeting held on 11th February, 2025 have approved sale, transfer or otherwise dispose of only Leasehold land right & building thereon situated at 11/12, Sector 'E', Sanwer Road Industrial Area, Indore-452015 Madhya Pradesh at a lump sum consideration INR 2.00 Crores subject to approval of shareholders by way of postal ballot process through voting by electronic means.</p> <p>Particulars of Contracts or arrangement: Already described “Background, details and benefits of the transaction” which forms part of the explanatory statement to the Item No. 3.</p>
e.	Value of Transaction	At a lump sum consideration INR 2.00 Crores
f.	Percentage of annual consolidated turnover of Biofil Chemicals & Pharmaceuticals Limited considering FY 2023-24 as the immediately preceding financial year, that is represented by the value of the proposed transaction	Proposed transaction is 5.00% on the basis of the annual consolidated turnover of Company as on 31 st March, 2024.

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. 3.
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 connection with the proposed transaction	Not Applicable
	(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 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. 3.

Save and except Mr. Ramesh Shah, Chairman & Managing Director, Mr. Ketan Shah Whole Time Director, Mr. Meet Shah Non Executive Director and their relatives being a member of 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.

By order of the Board of Directors
FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

Sd/-
RAMESH SHAH
Chairman & Managing Director
DIN: 00028819

Date: 11th February, 2025
Place: Indore

BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED
CIN: L24233MP1985PLC002709
Registered Office: 11/12, Sector E Sanwer Road,
Indore-452015 (M.P.)
Website: www.biofilgroup.net
Email: bcplcompliance@gmail.com
Phone: 0731-2723016

Health For All

Additional Information of Director seeking appointment/re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards of General Meeting:

Name of Directors	Mr. Meet Shah (Promoter Non-Executive Non Independent Director)
DIN	06578351
Date of Birth (Age)	04/04/1992 (33 years)
Date of first appointment on the Board	30/12/2024
Nationality	Indian
Nature of expertise in specific functional areas	11 Years of experience of sales and marketing in Biofil Chemicals & Pharmaceuticals Ltd.
Qualification	Bachelor of Business Administration
Terms and conditions of appointment	As per the resolution set out in Item no. 1 of this Notice read with Explanatory Statement.
Number & percentage of Equity Shares held in Company including shareholding as a beneficial owner	87,200 equity shares of Rs. 10/- each i.e. 0.54% holding
List of outside Company's directorship held	Nil
List of Companies in which resigned in the past three years	Resigned from Formo Plast Private Limited w.e.f. 10 th May, 2024
Chairman / Member of the Committees of the Board of Directors of the Company	Nil
Details of remuneration sought to be paid and the remuneration last drawn by such person including sitting fees paid	He draws salary of Rs. 30,000/- thousand per month at the post of sales and marketing representative in Biofil Chemicals & Pharmaceuticals Ltd.
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil
Chairman / Member of the Committees of the Board of Directors of other Companies in which he resigned in the past three years	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Meet Shah is the grandson of Shri Ramesh Shah, Chairman & Managing Director and nephew of Shri Ketan Shah, Whole Time Director of the Company.
Attendance at Board Meetings	1 (One) Board Meeting attended since from the date of Appointment
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 since he is proposed to be appointed as non executive non independent director.

By order of the Board of Directors
FOR BIOFIL CHEMICALS AND PHARMACEUTICALS LIMITED

Sd/-
RAMESH SHAH
Chairman & Managing Director
DIN: 00028819

Date: 11th February, 2025
Place: Indore