

*30th  
Annual Report  
2014 - 2015*



**BIOFIL**  
*Health for All*

**BIOFIL CHEMICALS  
&  
PHARMACEUTICALS LIMITED**

**BLANK**

## *30th Annual Report* 2014 - 2015

**Board of Directors :**

Shri Ramesh Shah	- Chairman & Managing Director
Shri Romil Shah	- Non Executive Director
Shri Ramesh Chimanlal Shah	- Independent Director
Mrs. Shaila Jain	- Independent Director
Shri Subhash Chandra Swarnkar	- Additional Director (w.e.f 13.08.2015)

**Chief Financial Officer**

Mr. Jitendra Kumar Sahu

**Company Secretary**

Ms. Neha Shukla

**Bankers :**

State Bank of India,  
Industrial estate Branch,  
Indore.

IDBI Bank Ltd.,  
Ratlam Kothi Branch,  
Indore.

**Statutory Auditors :**

S.N. Gadiya & Co.,  
Chartered Accountants  
241, Apollo Towers  
2, M.G. Road, Indore M.P.

**Secretarial Auditor**

**L.N.Joshi & Co**  
Company Secretaries  
306, Sterling Arcade  
15/3, Race Course Road, Indore (M.P.)

**Registered Office :**

BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED  
CIN : L24233MP1985PLC002709  
11/12, Sector "E", Sanwer Road, Industrial Area,  
Indore - 452015 M.P.  
Email: bcplcompliance@gmail.com  
Website: www.biofilgroup.net

**Plant Location :**

Plot No. 8, Sector-4, Kheda Industrial Estate,  
Pithampur Dist. Dhar (M.P.)

**Registrar & Share Transfer Agent**

Ankit Consultancy Private Limited  
Plot No. 60, Pardeshipura, Electronic Complex,  
Indore-452010 (M.P.)  
Phone: 0731-3198601-602 • Fax: 0731-4065798  
Email ID: ankit\_4321@yahoo.com

<b>Contents</b>	<b>Page</b>
Corporate Information .....	3
Notice of Meeting .....	4
Board Report .....	12
Annexure to Board Report .....	17
Management Discussion & Analysis Report along With Corporate Governance Report .....	29
Independent Auditors' Report .....	43
Balance Sheet .....	46
Statement of Profit & Loss A/c. ....	47
Cash Flow Statement .....	48
Notes to the Financial Statements .....	55
Proxy Form .....	59
Attendance Slip .....	61
Route Map .....	63

### 30TH ANNUAL GENERAL MEETING

**Day : Thursday**

**Date : 24th Day of September, 2015**

**Time : 2:00 P.M.**

**Venue : 11/12, Sector 'E'  
Sanwer Road Industrial Area,  
Indore-452015 (M.P.)**

### **NOTICE OF 30th ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that 30th Annual General Meeting of the Members of **BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED** will be held on Thursday, **24th Day of September, 2015 at 2:00 P.M.** at the Registered office of the company situated at 11/12, Sector 'E' Sanwer Road, Industrial Area, Indore(M.P.)-452015, to transact the following businesses:

**ORDINARY BUSINESSES:**

1. To receive, consider, approve and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015, the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Romil Shah (DIN: 00326110), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-  
**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, including any statutory amendment(s) or re-enactment(s) thereof and as recommended by the Audit Committee, M/s. S. N. Gadiya & Co. Chartered Accountants, Indore registered with the Institute of Chartered Accountants of India vide ICAI Registration No. 002052C, who were appointed as the statutory Auditors of the Company in the Annual General Meeting held in the year 2014 for a period of three years (from the conclusion of 29th AGM up to the conclusion of 32nd AGM to be held in the year 2017 subject to ratification of their appointment at every AGM) be and are hereby reappointed to hold the office for the remaining term of two years i.e. up to the conclusion of 32nd Annual General Meeting on such remuneration as may be mutually agreed between the Board of Directors of the Company and the auditors.

**SPECIAL BUSINESSES :**

**ITEM No. 4**

**APPOINTMENT OF SHRI SUBHASH CHANDRA SWARNKAR (DIN: 01658151) AS AN INDEPENDENT DIRECTOR.**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and qualification of Directors) Rules, 2014 and the clause 49 of the listing agreement as may be amended from time to time, Shri Subhash Chandra Swarnkar (DIN: 01658151), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th August, 2015 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from 13th August, 2015 to 12th August, 2020, and he shall not be liable to retire by rotation."

**ITEM No. 5**

**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**ITEM NO. 6 :**

**CALL REMAINING RS. 3/- ON REISSUED 5712500 FORFEITED EQUITY SHARES (REISSUED ON 31.03.2011) :**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-**

**"RESOLVED THAT** pursuant to the special resolution passed under Section 81(1A) of the Companies Act, 1956 by the shareholders of the Company in their Extra Ordinary General Meeting held on 23rd Day of March 2011, for re-issue, of 57,12,500 forfeited equity shares on preferential basis of the Company at Rs. 7/- each for cash to promoters and Non promoters of the Company as per the list mentioned in explanatory statement attached to the notice convening this meeting, in such manner and on such terms and conditions as may be determined by the Board in its discretion, subject to the following:

- a. The relevant date for purpose of determination of the price of the shares was thirty (30) days prior to the date of the Board meeting i.e., February 21, 2011.

b. The re-issued shares was ranked on pari - passu in all respects with the existing shares.

**"RESOLVED FURTHER THAT** the board be and are hereby ratify and pass a fresh resolution to call remaining amount of Rs. 3 per share for reissued of 57,12,500 forfeited equity shares of the Company at Rs. 10/- each for cash to the same person as allotted before. The list of persons has been mentioned in the explanatory statement."

**"RESOLVED FURTHER THAT** the difference amount of Rs. 3 (Three) be collected from the respective allottees"

**ITEM NO 7 :**
**APPROVAL OF MATERIAL RELATED PARTY TRANSACTION**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges, consent of the members be and is hereby accorded for ratification / approval of material related party transactions entered/to be entered into by the Company with Cyano Pharma Private Limited up to maximum limit not exceeding Rs. 9 Crores per annum in aggregate as may be required by the Company on the terms as agreed / may be agreed between Board of Directors and related party, subject to condition that all such transactions shall be at arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Committee thereof, be and are hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

Place : Indore

Date : 13/08/2015

By Order of the Board of Directors

**For Biofil Chemicals & Pharmaceuticals Ltd.**

**Biofil Chemicals & Pharmaceuticals Ltd.**

CIN : L24233MP1985PLC002709

**Reg Off:** 11/12, Sector "E", Sanwer Road Industrial Area,  
Indore - 452015 M.P.

Email: bcplcompliance@gmail.com Website: www.biofilgroup.net

(Ramesh Shah)

**Managing Director**

DIN: 00028819

**Notes:-**

- **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice is annexed herewith.
- Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from Saturday 19th Day of September, 2015 to Thursday 24th Day of September, 2015 (both days inclusive) for the purpose of 30TH Annual General Meeting of the company.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the Registrar and Share Transfer Agent (R&STA). Members holding shares in demat mode are requested to register the details of PAN with their DPs.
- Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is furnished in Annexure A forms a part of the Notice.
- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2015 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.

Members who have not yet registered their e-mail id so far are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demate mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.

- Documents referred in the notice and the explanatory statement will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing annual general meeting.
- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio/DPID number in all their correspondence.
  - c) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  - d) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2014-15 will also be available on the Company's website i.e [www.biofilgroup.net](http://www.biofilgroup.net).
- Route map for the venue of Annual General meeting is enclosed with this Report. The Prominent place is Chotha Sansar Square, Indore.
- The Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- Members are requested to send their queries relating to accounts and operations to the Company Secretary, if any at least 7 days in advance so that the information can be made available at the meeting.
- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore.
- The Company has designated an exclusive email ID [bcplcompliance@gmail.com](mailto:bcplcompliance@gmail.com) which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with 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 MCA vide its notification dated March 19, 2015, the company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

**Instructions for shareholders voting through electronic means:**

- (i) The e-voting period begins on Monday, 21st September, 2015 from 09.00 A.M. and ends on Wednesday, 23rd September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Thursday 17th September, 2015, may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iv) Click on "Shareholders" tab.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
<b>PAN*</b> (Parmanent Account Number)	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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is ADITYA SHARMA with sequence number 100 then enter AD00000100 in the PAN field.</li> </ul>
<b>DOB</b> (Date of Birth)	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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"> <li>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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Biofil Chemicals & Pharmaceuticals Ltd> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non - Individual Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - Mr. L.N. Joshi, Practicing Company Secretary (Membership No. 5201) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and

transparent manner.

- The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than three days from conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the companies share are listed.
- The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 24th September, 2015 subject to receipt of the requisite number of votes in favor of the Resolutions.

Relevant documents referred to in this Notice are open for inspection at the registered office of the Company on all working days (except Saturdays) between 11.00 a.m. to 1.00 p.m. up to the date of ensuing annual general meeting.

Place : Indore  
Date : 13/08/2015

By Order of the Board of Directors  
**For Biofil Chemicals & Pharmaceuticals Ltd.**

**Biofil Chemicals & Pharmaceuticals Ltd.**

CIN : L24233MP1985PLC002709

**Reg Off:** 11/12, Sector "E", Sanwer Road Industrial Area,  
Indore - 452015 M.P.

Email: bcplcompliance@gmail.com Website: www.biofilgroup.net

(Ramesh Shah)  
Managing Director  
DIN: 00028819

#### **Statement Pursuant to Section 102(1) of the Companies Act, 2013**

##### **ITEM NO 4 :**

Shri Subhash Chandra Swarnkar, was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 13th August, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). He holds office as a Director up to the date of the forthcoming Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from the member along with the fee of Rupees One Lakh proposing the candidature of Shri Subhash Chandra Swarnkar.

Shri Subhash Chandra Swarnkar has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director.

Section 149(10) of the Act provided that an independent director shall hold office for a term of upto five consecutive years on the Board. Further, section 149(13) of the Act, states that the provision relating to retirement of directors by rotation shall not apply to the appointment of independent directors. In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Shri Subhash Chandra Swarnkar as an independent director of the Company to hold office for a term up to 12th August, 2020.

His brief resume and other particulars have been given below under the heading 'Details of Directors seeking appointment/re-appointment'.

A copy of the draft letter of appointment of Shri Subhash Chandra Swarnkar as an Independent Director, setting out the terms and conditions, is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 am to 1:00 pm up to the date of the AGM.

The Board recommends the Ordinary Resolution at Item No. 4 for approval of the members.

Save and Except Shri Subhash Chandra Swarnkar, none of the Directors or Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested financially or otherwise in the Resolution.

##### **ITEM NO. 5 :**

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of the Companies Act, 2013 including Rules framed there under. In terms of section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. In addition, the proposed draft Articles of Association is also available on the Company's website [www.biofilgroup.net](http://www.biofilgroup.net) for perusal by the Members.

The Board recommends the Special Resolution as set out at Item No.5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 5 of the Notice.

##### **Item No 6:-**

Members are aware that company had conveyed an Extra Ordinary General Meeting of the Company on 23rd March 2011 for



the purpose of reissue of 57, 12,500 forfeited equity shares to promoters and non promoters @ Rs. 7 per share on a preferential basis, members approved the same by passing special resolution. However BSE limited has not granted the trading and listing approval of the shares stating/mentioning that shares are not issued on par i.e. on Rs 10, now in order to complete the process and get the 57,12,500 shares listed, your company is proposing the resolution for calling of remaining amount of Rs. 3/- per shares from the shareholders with whom previously Rs. 7/- per shares have been received. Detail regarding the previous explanatory statement is mentioned as follows:-

**Explanatory Statement (Form part of the Notice of General Meeting held on 23rd March 2011 which was issued along with Notice on 21/02/2011)**

Your Directors at their meeting held on 27th January 2001 forfeited 57,12,500 equity shares for non-payment of outstanding allotment/call money due. Prior to the forfeiture, your company had mailed final notice of forfeiture on 19th December 2000 to shareholders in respect of 57,12,500 equity shares. Shareholders for these shares have not remitted the outstanding call/allotment money due and their shares now stand forfeited. This was apart from notice being mailed earlier at regular intervals.

Article 46 of the Articles of Association of the Company provides that any share forfeited, shall be deemed to be the property of the Company and the Board may sell, re-allot or otherwise dispose of the same in such manner as it thinks fit .

Your Directors now propose to re-issue the 57,12,500 forfeited equity shares of the face value of Rs.10/- each on preferential basis to promoters and non promoters at an issue price determined as per the Guidelines for Preferential Issue of Shares under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 and price shall not less than the unpaid balance of shares forfeited.

Pursuant to the provisions of Section 81(1A) of the Companies Act, 1956, any offer or issue of shares in a company made to persons other than the holders of the equity shares of a company requires prior approval of the shareholders in a general meeting by a Special Resolution. The Listing Agreements executed by the company with the Stock Exchanges also provide that the company shall, in the first instance, offer all forfeited Securities for subscription on pro rata basis to the existing Shareholders unless the Shareholders in a general meeting decide otherwise.

As per regulation of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as applicable from time to time, the required details are furnished as under:

**a. Objects of the issue through preferential offer:**

Since the number of forfeited equity shares available for re-issue, being less and not adequate to offer to all the shareholders on rights basis, it is proposed to reissue the said shares on preferential basis to interested promoters and non promoters

**b. Pricing:**

The pricing of the Shares shall not be lower than the price determined in accordance with SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 - Guidelines for Preferential Issues. The subscriber to the re-issue has agreed to pay the price determined in accordance with Guidelines for Preferential Issue of Shares

**c. Intention of Promoters/Directors/KMP to subscribe to the offer:**

The Core Promoters of the Company have consented to subscribe to the re-issue of forfeited equity shares being offered on Preferential basis. Shri Ramesh Shah, Managing Director and Shri Romil Shah, Director of the Company may be deemed to be interested in the resolution. They are personally not subscribing to the reissue of shares. Other Directors and Key Management personnel are not interested in this item and they do not intend to subscribe to the offer.

**d. Relevant Date:**

The Relevant Date for purpose of determination of the price of the shares shall be thirty (30) days prior to the date of the general body meeting i.e., 21st February, 2011

**e. Shareholding Pattern of the Company before and after the issue**

The Shareholding Pattern before and after the proposed re-issue of forfeited equity shares would be as under:

Category of Shareholders	Pre-Issue Equity Holdings	% of the Pre-Issue Equity holding	Post Issue Equity holdings	% of the Post-Issue Equity holding
<b>A. Promoters Holding</b>				
1. Indian Promoter:				
Individual	3304500	31.29	3304500	20.31
Body Corporate	1151700	10.90	2051700	12.61
Foreign Promoters	-	-	-	-
<b>2. Persons acting in concert</b>	-	-	<b>2262500</b>	<b>13.90</b>
<b>Sub Total</b>	<b>4456200</b>	<b>42.19</b>	<b>7618700</b>	<b>46.82</b>
<b>B. Non-Promoters Holding</b>				
1. Institutional Investors	-	-	-	-
2. Mutual Funds and UTI	-	-	-	-
3. Bank, Financial Institution, Insurance Companies [Central / State Govt. institutions, Non Government Institutions]	113900	1.08	113900	0.70

Category of Shareholders	Pre-Issue Equity Holdings	% of the Pre-Issue Equity holding	Post Issue Equity holdings	% of the Post-Issue Equity holding
4. FII's	-	-	-	-
5. Others				
Private Corporate Bodies	1811719	17.15	4361719	26.80
6. Individuals				
> Holding up to Rs. 1.00 lacs	2932464	27.77	2932464	18.02
> Holding up to Rs. 1.00 lacs	1035617	9.81	1035617	6.36
7. NRIs/OCBs	209100	1.98	209100	1.29
8. Any other [please specify]	2300	0.02	2300	0.01
<b>Sub Total</b>	<b>6105100</b>	<b>57.81</b>	<b>8655100</b>	<b>53.18</b>
<b>GRAND TOTAL</b>	<b>10561300</b>	<b>100</b>	<b>16273800</b>	<b>100</b>

**f. Proposed time within which the allotment shall be completed:**

As per SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, the allotment of equity shares shall be completed within 15 days from the date of passing of the above Resolution.

**g. The identity of the proposed allottees and the percentage of the preferential issue that may be held by the allottees:**

Name of Allottees	PAN	Category	Pre-Issue Equity Holdings	% of the Pre-Issue Equity holding	Post Issue Equity holdings	% of the Post-Issue Equity holding
Scope Finance Company P. Ltd.	AACCS3082P	Promoter	Nil	Nil	22,62,500	13.90%
Mid (India) Pharmaceuticals P. Ltd	AABCM1880G	Promoter	2,75,250	2.61%	11,75,250	7.22%
Starline Equifin Pvt. Ltd.	AAOCS9781K	Non Promoters	1,27,900	1.21%	18,27,900	11.23%
Libra healthcare Pvt. Ltd.	AABCL8593P	Non Promoters	Nil	Nil	8,50,000	5.22%

**h. Auditor's Certificate**

A certificate as required under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, certifying that the proposed issue is being made in accordance with the requirements contained in SEBI Guidelines shall be obtained from the Auditors of the company.

**i. Lock-in:**

The equity shares to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI Guidelines in this behalf.

The Board recommends the Special Resolution as set out at Item No.6 of the Notice for approval by the Members.

Shri Ramesh Shah, Managing Director, Shri Romil Shah, Directors of the company are interested or concerned in the resolution to the extent the equity shares proposed to be allotted to their relatives. Except them None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No 6 of the Notice.

**Item No 7:**

Your Company Biofil Chemicals and Pharmaceuticals Limited (BCPL), has entered into tri-party agreement with Cyano Pharma Private Limited and HLL Lifecare Limited (Formerly Hindustan Latex Limited) for providing job work facility to HLL Lifecare Limited. In order to give effect to agreement BCPL and Cyano Pharma Private Limited undertake the activity of sell and purchase of raw material and finished goods with each other and for rendering and providing services to each other, although the transaction are entered in to ordinary course of business and on arm length basis.

But this agreement is continuing one and as per the provision of Clause 49(VII), a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statement of the Company.

The proposed activity of the Company with respect to give effect to said agreement, company may need to enter into transaction of sale and purchase with Cyano Pharma Private Limited which may exceed 10% of annual consolidated turnover of the Company as per the last audited financial statement of the Company for the year 2014-15. Thus, in terms of Clause 49(VII) and Company's policy on Materiality of and dealing with Related Party Transactions and pursuant to all other applicable provisions of the Companies Act, 2013 and Rules made there under, these transactions would require the approval of members by way of a Special Resolution.

The particulars of the contracts / arrangements / transactions as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 as amended, are as under: